

# Torbay and South Devon NHS Foundation Trust




## Council of Governors

Anna Dart Lecture Theatre, Horizon Centre, Torbay Hospital.

18 July 2018 15:10 - 18 July 2018 17:00

# AGENDA

#	Description	Owner	Time
1	<p><b>Chairman's welcome and apologies: L Archer, L Hookings, P Lilley</b></p> <p>For information</p>	Chair	
2	<p><b>Declaration of interests</b></p> <p>To receive</p>	Chair	
3	<p><b>Minutes of the last meeting held on 18 April 2018 (enc)</b></p> <p>To approve</p> <p> 03 - 2018.04.18 DRAFT CoG minutes.pdf <span style="float: right;">5</span></p>	Chair	5 mins
4	<p><b>Chairman's report (verbal)</b></p> <p>To receive</p>	Chair	10 mins
5	<p><b>Chief Executive's report (enc)</b></p> <p>To receive</p> <p> 05 - Report of the Interim Chief Executive.pdf <span style="float: right;">15</span></p>	Interim Chief Executive	15 mins
6	<p><b>Company Secretary's report (enc)</b></p> <p>To receive</p> <p> 06 - Company Secretary's Report.pdf <span style="float: right;">31</span></p>	Interim CoSec	20 mins
7	<p><b>Nomination and Appointments Committee Terms of Reference (enc)</b></p> <p>To receive and approve</p> <p> 07 - Nomination and Appointments Committee.pdf <span style="float: right;">37</span></p>	Interim CoSec	10 mins
8	<p><b>Non-Executive Director reports (enc)</b></p> <p>To receive</p> <p> 08 - 2018.06.26_FPI_Cttee_Report_to_Board.pdf <span style="float: right;">49</span></p>	NEDs	10 mins
9	<p><b>Non-Executive Director Presentation (verbal)</b></p> <p>To receive</p>	V Matthews	15 mins

#	Description	Owner	Time
10	<p><b>Lead Governor's report (enc) including:</b></p> <p>To receive</p> <p> 10 - 2018.07.18_Lead_Governors_Report.pdf 51</p>	Lead Governor	10 mins
10.1	<p><b>Constituency reports (enc)</b></p> <p> 10.01 - Constituency reports.pdf 55</p>		
10.2	<b>Governor Strategy Working Group</b>		
10.3	<b>Thank you letters for governors reaching end of term in office</b>		
11	<p><b>Quality and Compliance Committee Report (enc)</b></p> <p>To receive</p> <p> 11 - 2018.07.18_QCC_Report.pdf 67</p>	W Marshfield	10 mins
12	<p><b>Membership Group report (verbal)</b></p> <p>To receive</p>	CGM	5 mins
13	<p><b>Motions or questions on notice</b></p> <p>To receive and action</p>	Chair	
14	<b>Details of next meeting: 21 September 2018 (time to be confirmed), Horizon Centre, Torbay Hospital</b>	For information	

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## MINUTES OF THE COUNCIL OF GOVERNORS MEETING

HELD AT 3PM IN THE ANNA DART LECTURE THEATRE,

HORIZON CENTRE, TORBAY HOSPITAL

18 APRIL 2018

### Governors

	Richard Ibbotson (Chair)	
* Ken Allen	* Nicole Amil	* Lesley Archer
* Stuart Barker	Derek Blackford	Bob Bryant
* Peter Coates	Craig Davidson	* Carol Day
* Annie Hall	* David Hickman	* Lynne Hookings
April Hopkins	* Barbara Inger	* Michael James
* Mary Lewis	* Paul Lilley	* Wendy Marshfield
* David Parsons	Andy Proctor	* Anna Pryor
Sylvia Russell	John Smith	* Elizabeth Welch
Simon Wright		

### Directors

* Liz Davenport	Interim Chief Executive	(CE)
* Paul Cooper	Director of Finance	(DoF)
* Lesley Darke	Director of Estates and Commercial Development	(DECD)
* Rob Dyer	Medical Director	(MD)
* Judy Falcão	Director of Workforce and Organisational Development	(DWOD)
* John Harrison	Interim Chief Operating Officer	(COO)
* Jane Viner	Chief Nurse	(CN)
Ann Wagner	Director of Strategy & Improvement	(DSI)
Jacqui Lyttle	Non-Executive Director	(JL)
Jacqui Marshall	Non-Executive Director	(JM)
* Vikki Matthews	Non-Executive Director	(VM)
* Paul Richards	Non-Executive Director	(PR)
* Robin Sutton	Non-Executive Director	(RS)
* Sally Taylor	Non-Executive Director	(ST)
* Jon Welch	Non-Executive Director	(JW)

(\* denotes member present)

In Attendance:	Charlie Helps	Interim Company Secretary
	Monica Trist	Corporate Governance Manager and Note taker
	Darren Woodall	Innovation Lead

### 1. Welcome and Apologies

**Action**

Apologies were received from: Bob Bryant, Craig Davidson, April Hopkins, Richard Ibbotson, Jacqui Lyttle, Jacqui Marshall, Andy Proctor, Sylvia Russell, John Smith, Ann Wagner.

2. **Declaration of Interests**

There were no declarations of interest.

3. **Minutes of the Meeting held on 13 December 2017**

The minutes were approved as a true record of the meeting.

4. **Chairman's Report**

The Chairman advised that he would need to leave part way through the meeting to travel to Taunton for a PricewaterhouseCoopers (PwC) meeting, which R Sutton would also be attending. S Taylor, as Vice Chair of the Trust, would chair the meeting when the Chairman left.

The Chairman advised the CoG in confidence that the draft CQC report following the recent inspection had just been received and he invited Jane Viner, Chief Nurse, to speak to the meeting about the report. CN advised that at the inspection in March 2018, several services had been inspected, including Maternity, Outpatients, End of Life services in the Community and Acute and there had also been a "well-led" inspection.

The draft improvement showed a real improvement on the previous inspection which had taken place in 2016, and currently a "Good" rating was being indicated by CQC. Congratulations were due to all teams for their hard work – the Executive Team was very pleased with this outcome.

"Leadership" and "well led" were rated good overall, although there had been some challenges for Maternity services during the year, and their rating was likely to be "Requires Improvement". The report itself had been overwhelmingly positive and an action plan had already been drafted. The outpatient report had also been positive, with some very helpful comments regarding the environment.

Both Acute and community End of Life services had been rated "Good", with some very positive comments on Children's and Young Peoples' services, regarding engagement and leadership. CQC inspectors had commented that the Trust's governance framework and reporting structure was a little complicated, and felt that the issues of Appraisals and Mandatory Training needed a review.

CN reported that the Executive Team felt that this was a very fair report, and would give the Trust a good platform from which to improve to an "Outstanding" rating. CEO confirmed that this was a really good news story and thanked CN for her hard work in leading this area of work, and the unrelenting emphasis on improvements which she had demonstrated. CE also paid tribute to the Trust's very skilled and committed workforce. On behalf of the CoG, the Lead Governor expressed their heartfelt thanks to the whole organisation, especially given the pressures experienced during the time of the CQC inspection - the inspectors had clearly been able to see the level of commitment demonstrated by staff.

The Chairman advised that the Trust had ten days to comment on the factual accuracy of the report and the final report was due to be published in mid-May. The Chairman asked that the above information was treated in confidence as Trust staff were not yet all aware of the outcome of the inspection. With regard to the "Use of Resource" outcome, the final report had not yet been received, although a positive report was anticipated by the Trust following positive verbal feedback following the inspection.

The Chairman advised that a series of "thank you" events were being planned across the localities to recognise the efforts of staff who had shown outstanding commitment during the period of intense winter pressures. These would also provide an opportunity for staff to feed back on the winter experience from their perspective. The dates of the events would be publicised and governors were also invited to attend.

Members were advised of a small fire which had broken out in the Annexe the previous day; the fire had been contained but was having some operational impact. CE confirmed all affected services were being provided on other sites, including the Nursery. Staff were working hard to minimise disruption to patients, including providing transport if the venue for appointments had changed, and it was hoped that normal service would be resumed by 23 April.

The Chairman informed members that the second linear accelerator was now on line, earlier than anticipated, and he thanked the staff and League of Friends whose efforts had made this possible. It was beneficial that the two linear accelerators were identical, as this meant staff could be trained on and use either machine, which it was hoped would lead to a reduction in waiting times.

The Chairman advised governors that the results had been discussed in detail at 11 April Private Board meeting. Board members felt that development of the action plan from the staff survey was not solely an HR function – he hoped that governors would understand that a key priority for the Board would be to ensure progress with the recommendations from the staff survey. Turning to the STP, the Chairman advised that Sophia Christie's appointment as CEO had still not been formally ratified but she had commenced work and in fact had visited TSDFT the previous week.

Members were informed of the end of year position for Torbay Pharmaceuticals (TP), with an estimated outturn of £5.3m profit, slightly ahead of schedule

The Chairman informed members of the recent appointed as Lead on a national NHS library project of Catherine Micklethwaite, Staff Governor.: The Chairman wished to record formal thanks to CM for her service as a Staff Governor.

## 5. **Chief Executive's Report**

CE confirmed that a detailed report was included with the meeting pack, but she wished to inform members of some key issues.

The Trust and the whole health system had experienced the most severe winter pressures for some years including increased lengths of wait in A&E and access to other services and delays in elective care. CE wished to assure the CoG that a detailed review of winter pressures would be undertaken both internally and across the system. Several good learning points had been evidenced during the winter including good partnership working with Torbay Council on domestic care and close working with Primary Care – GP streaming had led to increased resilience for the acute hospital and an improved service at Newton Abbot MIU.

The 2018/19 Operational Plan was due to be submitted at the end of April and the Trust would be working to achieve a good balance between providing high quality safe services, regulatory targets and available resources. Long term benefits were expected from the £13m investment to improve the emergency pathway and the Trust would be working to redesign pathways and develop a new model of delivery: a new clinical model was being reviewed and it was hoped to deliver this by 2021.

A good news story to report on was the shortlisting for an award from the Local Government Chronicle for Patient Safety with the finals due to be held in May. A further good news story was the recent award of an Honorary Associate Professorship at the University of Exeter Medical School to Jane Viner, Chief Nurse. LG added congratulations from the governors to CN.

CE informed members of a public meeting to be held in Dartmouth at 7pm on Monday 14 May, as the local population were very disappointed that it had not been possible to progress the plan for the development of Riverview. Further alternative options were being considered and various representations had been made by local groups and politicians.

There were no further questions for CE.

6. **Video conferencing - New Way of Care**

D Woodall, Innovation Lead, attended the meeting and provided the following presentation on Digital Horizons:

**Collaboration of expertise**

- digital content creation
- digital platforms
- innovation

**Digital transformation**

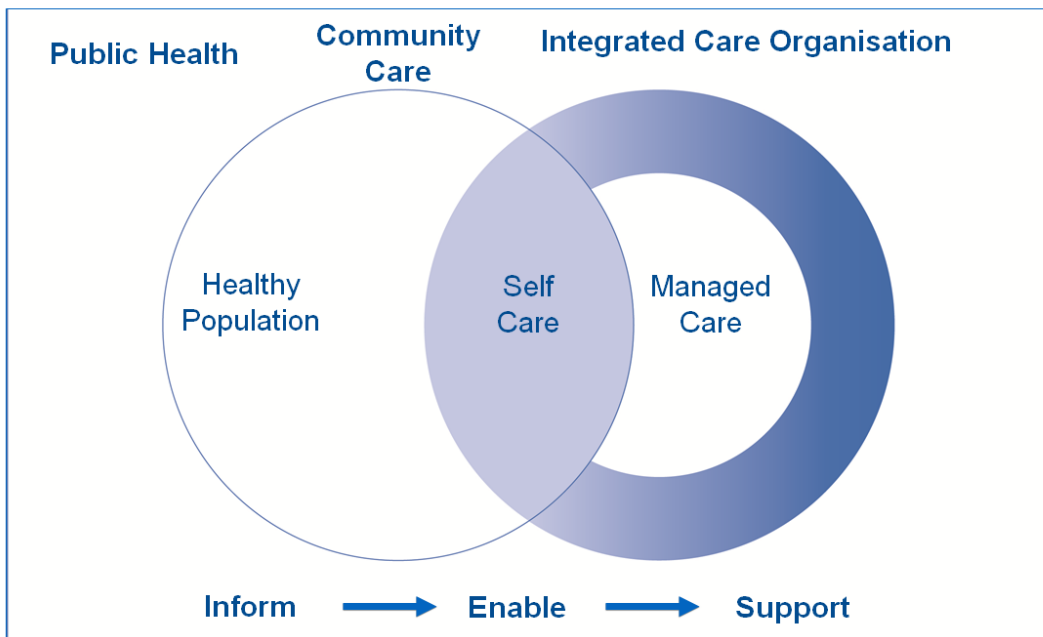
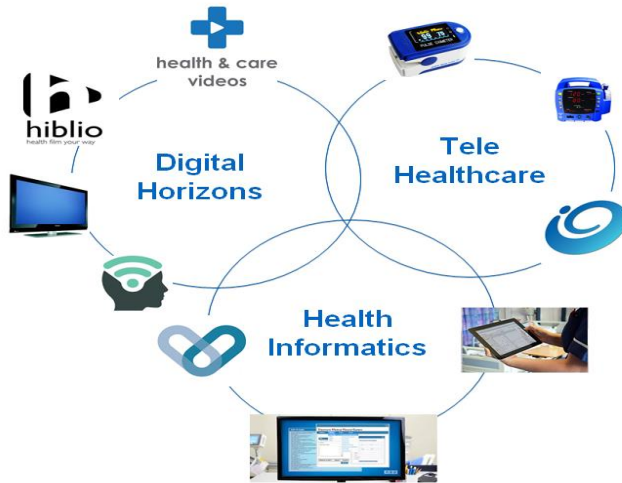
- pathways of care
- educational programs

**Aim**

- improve experience public, patient, carer, health and care staff
- release capacity
- avoid cost







## Telehealthcare



### Visimeet

- Peer to peer
- Clinician to clinician
- Patient to clinician
- Education



## Telehealthcare

### Provision of Video Clinics

Patient opens health service website in browser, clicks **Start video call** button



(Patient does not require a login account, room ID, or password)

Patient directed to own, private, video consulting room...



Clinician views waiting room queue in web browser



Clinician joins patient's video consulting room



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NHS Foundation Trust

DW advised that the aim was to bring together different digital solutions to contribute to the new model of care whilst maintaining the quality of care, and to add value to the patient experience. DW explained the various opportunities now available or being explored and described the benefits of each.

Governors raised the following questions:-

PL thanked DW for the very positive presentation and suggested that many of the initiatives described had already been tested elsewhere, and asked how the Trust could arrange for speedy implementation of the most effective initiatives. DW advised this would be achieved because implementation was taking place outside the constraints of a traditional IT department and thus it was possible to provide a very quick response to improve people's lives and provide better ways of working.

RS asked about how GPs and care homes could use the new technology: DW advised that 18 care homes and 10 GP surgeries were currently making use of the technology, linking up Care homes, GP surgeries (including practice managers) and currently the possibility of remote consultations was being investigated.

Chair thanked DW for a very interesting presentation.

## 7. **Non-Executive Director reports**

### **Finance, Performance and Investment Committee (FPIC)**

R Sutton (RS) as NED Chair of FPIC highlighted items from his report covering the meeting held on 27 March 2018, where Month 11 results were discussed together with key items in relation to the end of year financial outcome, many of which had now been resolved. RS was pleased to advise the governors of a very good financial performance for the year.

### **Quality Assurance Committee (QAC)**

ST asked if members had any questions on the QAC report submitted, in the absence of J Lyttle as NED Chair. There were no questions.

### **Workforce and Organisational Development Group**

LG advised that governors had asked for further assurance on the work of this group. DWOD explained that at the meetings, reports are received on Workforce and OD Key Performance Indicators (KPIs) and exceptions are discussed in detail. Reports are received on relevant items including OD and the coaching collective, progress with the Health and Wellbeing Strategy, and how best to address key issues affecting the Trust's workforce. DWOD now has a clearer expectation on which issues to escalate to QAC and the level of detail required to provide greater assurance in future reports.

Governors noted the information provided on the Committee and Group reports.

## 8. **A year in the life of the Trust – Q3**

Members were shown part three of the video "A year in the life of the Trust" showing the Trust's many achievements in the period October to December 2017.

(Note: this video is available on the following link:- <https://vimeo.com/254488310>)

## 9. **Lead Governor's (LG) report including constituency reports**

LG introduced her report and welcomed the Trust's three new public governors, Ken Allen, Michael James and Elizabeth Welch, and also congratulated Barbara Inger and Lesley Archer on their re-election. LG also expressed her thanks to Catherine Micklethwaite who had recently resigned as staff governor – LG had written to Catherine on behalf of the CoG.

LG had asked for feedback from the new governors on their induction process to inform any future new governor induction programmes, as the three new governors were piloting the half-day Trust induction for volunteers, rather than the one and a half day Trust staff induction undertaken previously.

At the Pre-CoG meeting, it had been agreed to contact all governors to identify any future training needs. The Governor Strategy Focus Group had been discussed and it had been confirmed that there were no formal minutes available as this was a working group, rather than a formal meeting. The latest version of the document had been circulated for comments and all feedback would be welcome. Any governors interested in joining the working group were asked to contact LG.

The appraisal process for the Chair and NEDs was now complete and LG thanked all governors for their participation and feedback supplied, which had proved very helpful and this had proved to be a very constructive process, which would be developed further for next year, including a review of the feedback questionnaires for governors. Some of the questions had been difficult to respond to for those governors who were not Governor Observers.

LG thanked C Day for her on-going work with IM&T to devise a suitable communications process for governors. The Interim Company Secretary had issued a draft template for a governors' communications log and would welcome any feedback from governors. Once implemented, it is proposed to implement this.

Notes had been issued of the governors' self-assessment session held on 27 March. Priorities had been agreed for the year, but LG would welcome any further thoughts from governors as the year progresses. A key aim would be to improve working relationships between governors and NEDs, and positive feedback had been received following the development session held on 21 March, with a similar session due to be held in October.

LG advised that she always welcomed ideas and feedback from governors – all governors were invited to contact LG with any comments.

Governors agreed the following recommendations in the LG report:-

- To agree to the further work required to develop induction programme for new governors
- To consider how to develop an agreed plan for communication with the public
- To provide LG with any items of interest to be considered for the October development session

Governors noted the contents of the LG report, including constituency reports from South Hams, Torbay and Teignbridge.

#### 9.1 **New Governors' induction**

Please see information at minute 9 – LG report.

#### 10. **Quality and Compliance Committee (Q&CC) report**

LG referred to her report, provided as Chair of Q&CC, which had met on 14 March 2018. Healthwatch had been invited to join Q&CC to facilitate closer working and better exchange of information.

The Quality Account for the year had been agreed with External Audit, and the three identified priorities were:-

- Timeliness of recording transfers and discharges on PAS
- Recording of annual leave
- Re-admission rates within 28 days

It had been agreed that Re-admission rates within 28 days would be the governors' area for consideration in 2018/19. The national indicators for the year were SHMI (Summary Hospital Mortality indicator) and 4-hour waits in A&E.

CoG received the draft meeting notes and supported the work of the Quality and Compliance Committee.

#### 11. **Membership Group report**

L Hookings (LH) as Chair of Membership Group introduced her report, tabled at Agenda item 11. The Group had met on 6 February and was working hard on various measures designed to increase membership of the Trust.

DSI had attended Membership Group and demonstrated her support for the work of the Group. DSI would produce a written report for future meetings of the Group. LH advised CoG of the public engagement work undertaken, including advertising on social media and attendance at the Trust's Apprenticeship day. 44 applications for membership had been received following

these sessions

As advised in LG's report, one of the CoG's objectives for the year would be to develop a communications strategy for use by all governors, to ensure one consistent message for use by governors when speaking to the public.

BI asked if 44 applications demonstrated a successful approach and governors discussed other possible public engagement strategies. AH felt it important to recognise that governors would need to be sensitive when addressing the public in hospital and clinic waiting rooms, depending on the reason for their visit.

## 12. **Rotation of committees / group membership**

CGM thanked members for the many expressions of interest received, covering nearly all the governor observer positions on committees and groups.

Voting papers were distributed and governors were asked to vote for the membership of the governors' Nominations Committee and the Remuneration Committee.

Governors asked about the results of the governors' refresh and CGM advised that governors would not be required to vote for the governor observer posts – details of these and the results of the vote taken today would be communicated to governors in the near future.

## 13. **Secretary's report**

Interim Company Secretary thanked governors for their participation at the self-assessment and development sessions and for inviting him to attend the Pre-CoG meeting.

## 14. **Non-Executive Director presentation**

ST provided governors with a profile of her past career and the relevant experience which she brought to her role as NED with TSDFT. She had worked as a chartered accountant in London for many years before moving to Devon. ST had gained extensive experience as CEO of a hospice employing 70 staff, and whilst the quality of care was excellent, ST had identified the need to develop appropriate systems and processes to support this. ST explained various issues to be considered when providing palliative and End of Life care, and the key factors which made a difference when providing this important care.

ST provided relevant personal examples from her own experience for governors to consider and stressed the importance of staff education for those providing End of Life care.

LG thanked ST for her interesting presentation, which was well-received by governors.

## 15. **Urgent motions or questions**

There were no urgent motions or questions.

LG asked that three points from the Pre-CoG meeting were noted by governors:-

- Governors had asked that thanks were extended to CN and DECD for their valuable presentations at the Board to CoG session – LG had received excellent feedback
- With regard to the self-assessment session on 27 March, this had proved very engaging and useful once the technical issues had been overcome. Again good feedback had been received from governors, and notes of the day had been issued to governors: a clear direction of travel for the year had been identified and appropriate communication plans would be developed to support this. The governors' communications log would be

set up shortly and managed by the FT office.

16. **Motions or questions on notice**

There were no motions or questions on notice.

17. **Details of next meeting**

18 July 2018, 3pm – 5pm, Anna Dart Lecture Theatre, Horizon Centre, Torbay Hospital.

DRAFT

Cover sheet for a report to the Trust Board					
Report title: Chief Executive's Business Update				Date: 4 July 2018	
Report sponsor	Interim Chief Executive				
Report author	Director of Strategy and Improvement Joint Heads of Strategic Communications				
Report provenance	Report reviewed by Executive Directors (26 June)				
Confidentiality	Public				
Report summary	An update from the Interim Chief Executive of key corporate, local system and national initiatives and developments since the last meeting of the board.				
Purpose (choose 1 only)	Note <input type="checkbox"/>	Information <input type="checkbox"/>	Review <input checked="" type="checkbox"/>	Decision <input type="checkbox"/>	Approve <input type="checkbox"/>
Recommendation	The Board is recommended to <b>review</b> the report and <b>consider</b> implications on the Trust's strategy and delivery plans.				
<b>Summary of key elements</b>					
Strategic context	Strategic/corporate objectives this report aims to support: <ul style="list-style-type: none"> <li>• Safe, quality care and best experience</li> <li>• Improved wellbeing through partnership</li> <li>• Valuing our workforce</li> <li>• Well-led</li> </ul>				
Dependencies and risk	This report is set in the context of the following corporate risks: <ul style="list-style-type: none"> <li>• Available capital resources are insufficient to fund high risk/high priority infrastructure/equipment requirements/IT Infrastructure and IT systems.</li> <li>• Failure to achieve key performance standards.</li> <li>• Inability to recruit/retain staff in sufficient number/quality to maintain service provision.</li> <li>• Lack of available Care Home/Domiciliary Care capacity of the right specification/ quality.</li> <li>• Failure to achieve financial plan.</li> <li>• Delayed delivery of integrated care organisation (ICO) care model.</li> </ul>				
Summary of scrutiny	This report has been reviewed by Executive Directors (26 May 2018) and the Interim Chief Executive (28 May 2018)				
Stakeholder engagement	This report is shared widely and forms the basis for Trust Talks, is published on the intranet and internet and is shared with Governors, MPs and other stakeholders				
Other standards affected	Nil				
Legal considerations	None				

<b>Report title:</b> Chief Executive's Business Update	<b>Date:</b> 4 July 2018
<b>Report sponsor</b>	Interim Chief Executive
<b>Report authors</b>	Director of Strategy and Improvement Joint Heads of Strategic Communications

## 1 Trust key issues and developments update

Key issues and developments to draw to the attention of the Board since the last Board of Directors meeting held on 23 May are as follows:

### 1.1 Safe Care, Best Experience

#### **Carter Report cites Torbay as integrated care pioneer**

Our Trust was cited as an example of best practice in integration in a report by non-executive director of NHS Improvement, Lord Carter, published last month. The report says that up to £1bn could be saved by the NHS over the next three years through productivity improvements to mental health and community health services. It highlights how such services should play a much bigger role in providing more joined-up care for elderly patients, which would reduce both unnecessary hospital admissions and patients' length of stay. It found that community health staff spend just a third of their working day on patient care, and lack electronic records. The report recommends updating the use of technology and overhauling staff rostering.

#### **Case study – Integrated care pioneer**

In 2015 Torbay and South Devon NHS Foundation Trust changed its model of care to support its integrated care organisation status and better serve its increasingly ageing population. Bed occupancy audits showed that about a third of its beds were occupied by patients fit for discharge to community health services. The trust therefore expanded its intermediate care team to provide services over seven days and created health and wellbeing teams with an additional 60 staff to provide an alternative to hospital admission and care for patients in the community or at home.

As a result, the trust's community hospitals saw 35% more patients and reduced its average length of stay from 14 days to 10. The trust now cares for 40% more patients outside hospital and uses about 25,000 fewer bed days a year compared to 2015. This has meant that it has reduced its total number of beds, including community hospital beds by about 20%. Partly as a result of these changes, alongside other cost improvement plans, the trust achieved savings of £40 million in 2017/18.

#### **New Brixham day centre now underway**

The building of the 'Friends Centre' led by the voluntary sector in Brixham is progressing well and plans for the activities that will take place in the new centre are well underway. This new centre will contribute to the offer of health and wellbeing support in Brixham. The full range of services is yet to be determined but it will include access to wellbeing coordination to help reduce isolation and connect people to wider services, as well as services such as healthy lifestyles and carers support. There will also be a number of hireable spaces for people to book and use. The Trust is working in partnership with the Brixham Hospital League of Friends and voluntary sector organisation, Brixham Does Care, to build the centre. The League of Friends has



donated £800,000 to fund the build and they are also overseeing the build project. The centre will be known as 'The Friends Centre' recognising the generous contribution, time and commitment that the Brixham Hospital League of Friends have made to creating this new space for the people of Brixham. All of the services will be about enabling people to live their lives as health and as well as possible. Brixham Does Care will run The Friends Centre when it opens in the early part of 2019.

### **Teignmouth engagement ends**

The six-week engagement period led by South Devon and Torbay CGG and supported by this Trust on bringing some health and care services together in a new building in Teignmouth has now ended. The engagement, which began on 30 April 2018 and ended on 8 June 2018 asked people for their views on options. People were invited to a number of drop-in sessions held in both Teignmouth and Dawlish and were also encouraged to complete a questionnaire which was available online as well as on paper. People were also able to email their thoughts.

The feedback is now being considered and a full report will be published in the coming weeks. If it is decided to pursue options that would mean a substantive change to the way services are provided a public consultation will take place.

### **Partnership Announced to Build New Dartmouth Health and Wellbeing Centre**

South Hams District Council and the Trust have announced that they have identified a proposed new site for the Health and Wellbeing Centre on part of the overflow Park and Ride car park in Dartmouth. The plans are for the Council to provide the land and to construct a purpose-built Health and Wellbeing Centre to the NHS Trust's specification. It is intended that the new building will include the GP practice, a pharmacy, services that are currently being provided from the Dartmouth Clinic site and a base for voluntary sector organisations.

### **Publication of 2017 adult inpatient survey**

The 2017 National Inpatient Survey results were released this week and have now been published on the [CQC website](#). The survey samples patients aged 16 years and older who spent at least one night in Torbay Hospital during July 2017. Understanding what a stay in hospital is like for patients provides key information about the quality of services across England. This understanding can be used to encourage improvements both nationally and locally. The importance of positive patient experience is now well recognised across the NHS.

**Comment:** Our response rate was 48% which is lower than in 2016 (50.8%). This reduction is in line with national trends. Overall our Trust scored in the top 20% for 21 questions and in the bottom 20% for just 1 question. Areas where we were rated in the top 20% included:

- Keeping to planned admission dates
- Enabling patients to take their own medicines brought in from home ( score was also significantly better than that for 2016 on this question)
- Positive views of nurses and team working
- Staff communication and information giving before operations and before leaving hospital
- Privacy
- Emotional support, pain management, respect and dignity.

- Discharge planning and support after leaving hospital
- Being given written/printed information about what you should or should not do after leaving hospital. ( score was also significantly better than that for 2016 on this question)
- Doctors or nurses giving family or someone close all the information they needed to help care for the person ( score was also significantly better than that for 2016 on this question)

We were rated in the bottom 20% for giving patients the opportunity to feedback on the quality of care. This is an important issue and one we were already working on. Since the autumn of 2017 the Trust has become a participant in a patient experience project to increase the numbers of patients in hospital being asked to give their feedback. The questions cover very similar elements of care as those considered in the National Inpatient Survey. Since January 2018, we have received detailed feedback from 619 patients across the 8 project areas. We are currently planning the next phase of this work as we continue to seek more robust ways of engaging with people who use our services. We have become aware that the uptake of the Friends and Family questionnaire has also fallen. This had been noted as part of our general governance monitoring and we are discussing a recovery plan.

## 1.2 Well Led

### **Care Quality Commission Use of Resources Assessment report**

Following their recent inspection of the Trust, the CQC has now published their Use of resources report and confirmed their rating of GOOD. The full report and further details are included in a separate paper from Paul Cooper, Director of Finance. The improvements in the Trust's financial planning and delivery throughout 2017/18 contributed to an improvement in the Trust's overall well led ranking. Teams are to be commended for their approach to efficiency, safely reducing costs and best use of resources.

### **Delivering Today:**

#### **2017/18 Month 2 (May) service delivery and financial performance headlines**

Key service delivery and financial performance headlines for Month 2 from the integrated performance report to draw to the Board's attention are as follows:

### **National Performance Indicators**

Against the national performance standards, for Month 2 the Trust has delivered the following outcomes:

- **4 hour ED standard:** In May the Trust achieved 86.7% of patients discharged or admitted within 4 hours of arrival at Accident and Emergency Departments. This is a reduction on last month (87.7%) and below the operational plan trajectory of 92.1% and national standard of 95%.
- **RTT:** RTT performance has improved in May with the proportion of people waiting less than 18 weeks improving to 82.2% (from 81.6% in April) just 0.1% below Operational Plan trajectory of 82.3%. This slightly improved performance however has seen a 2.6 % increase (ie 500 more patients) in the total number

of patient waiting for treatment. At the end of May 53 people were reported as waiting over 52 weeks. An increase compared to 43 last month. Operational pressures and slippage of plans to recruit to posts have contributed to the position and delay in seeing a reduction in longest waits.

- **62 day cancer standard:** at 81.3% (validated 14<sup>th</sup> June 2018) performance is below the 85% national target, and a reduction on same point last month (82.1%). Current forecast for Q1 is 83.9%.
- **Diagnostics:** The diagnostics standard was not met with 5.9% of patients waiting over 6 weeks against the standard of 1%. This is an improvement on last month (11%) and ahead of our NHSI operational plan. Improvements in ultrasound and CT waits in May have contributed to this improvement. There will remain continued reliance on outsourcing to visiting mobile units for both MRI and CT along with backfill for staff sickness in ultrasound.
- **Dementia screening:** The Dementia Find standard is meeting the standard of 90% with 92.6% achieved In May. This is a significant achievement and aided by the allocation of health care assistant resource to support the wards.

## Financial Headlines

- **Overall financial position:** The financial position for the financial period to 31st May 2018 is a deficit of £1.27m against a planned deficit of £1.56m. (this is an improvement on Month 1 £2.09m deficit).
- **CIP savings delivery position:** the current month position shows a £0.1m surplus against plan; however cumulative year to date we have £0.8m shortfall against plan. Against the full year target of £26.93m, we have £18m of forecast delivery, resulting in a £8.9m shortfall forecast out-turn position. There is a net £4m increase from last month's forecast out-turn. The forecast full year effect of the recurrent savings delivery position estimate is £11.5m against the plan of £26.9m
- **Use of Resources Risk Rating:** NHS Improvement no longer publish a planned risk rating for Trusts, due to changes they have made to the risk rating calculation. However, at Month 2, the Trust had an actual use of resources risk rating of 3 (subject to confirmation by NHS Improvement). The planned rating is also 3. The Agency risk rating of 3 is worse than the budgeted rating of 2.

## 2018/19 Operational Plan Submission

As reported previously, Directors submitted the revised 2018/19 operational plan to regulators at the end of April confirming acceptance of the revised control total. The Trust, in common with most other Trusts, received feedback from the regulators requesting that performance trajectories, workforce profiles and financial plans were revisited with the opportunity to improve/strengthen and resubmit by 20<sup>th</sup> June. Directors have reviewed and took the opportunity to revise the cash profile to reflect the additional investments in capital for core infrastructure (estate and technology) that the Board has previously endorsed. In private session Paul Cooper, Director of Finance will take the Board through the detail. A response from NHS I is awaited.

### 1.3 Valuing our Workforce, Paid and Unpaid

#### Health and Care Impact Network Event

Programme Director at NHS Digital, Cleveland Henry, visited the Trust last month to give the keynote address at our 4<sup>th</sup> mini health and care impact network event. He spent the day at Torbay Hospital, finding out about our digital innovations including our virtual reality developments in education and professional development; video conferencing to connect health care professionals and service users and NHS Quicker App to support urgent care patients to access the right place for them.. During his address he commented on the great work that is going on here. He used his session to talk about how technology can be harnessed to reduce the burden on the frontline – and needing to be sure, in a fast-moving environment, we don't use yesterday's technology to try to address tomorrow's problems.

#### NHS 70th Celebrations

A number of different activities are planned to celebrate this month's 70<sup>th</sup> anniversary of the NHS including

- An **NHS70 tea party** across the Trust where patients, visitors, staff and friends will be joining us to enjoy a celebration cake on the afternoon of the anniversary Thursday, 5 July 2018.
- 70 years in pictures: over the last few months photos have been taken of staff across the Trust that have been made into a **photo montage** in the shape of NHS 70. These can be seen in many of our buildings.
- On Saturday, 7 July 2018 we are holding a **celebration Ball** at the Riviera Centre in Torquay where staff from local NHS organisations will be joining us for an evening of celebration.
- **Media opportunities:** we have been taking part in a number of media opportunities to show our innovative care in the 21<sup>st</sup> century. Some examples of this will be covered on local TV and radio.
- **Social media:** we will be sharing images of the celebrations on social media during the anniversary as well as showing how health and care has changed over the decades and how we are at the forefront of integrated in 2018.

#### Recognition for Outstanding Care: Awards for our staff.

Congratulations to our hard working staff that recently won a prestigious Outstanding Care Award for Devon and Cornwall area. The awards developed by the Care Network Group, celebrate the most dedicated individuals, providers and suppliers in the care industry- going beyond the call of duty in their work across the region. Congratulations to the following:

- Health Care Assistant of the Year – Gold award - Mark Glover, Ainslie ward
- The Peoples Award - Bronze Award - Sara Asghari –Staff nurse, General Theatres
- Gold Award– Joint collective - 4x4 drivers who volunteered during the winter snow periods. One of these is Dr Kyle Stewart

#### Staff Heroes

On 26 June along with the Chairman and fellow Directors I had the great pleasure of presenting the latest set of staff hero certificates. People from across the full range of Trust services – health care support workers, clinicians, therapists, nurses, clinical and non clinical support staff (laboratories, estates, technology, Quality Improvement) –

being nominated by their colleagues, other teams and from patients and their families for going the extra mile. Their compassion and care shone through – including out of hours. A number of the nominations related to the kind and compassionate care our teams provide to people at their most vulnerable – at end of life – with testimonies from families of how in the worst of times we had made a difference and helped make things as best as they could be.

**2 Interim Chief Executive Internal and External Engagement: June**

Internal	External
<ul style="list-style-type: none"> <li>• Staff Side</li> <li>• Medical Staff Committee</li> <li>• Trust Talk (staff briefing)</li> <li>• Carer Shadowing</li> <li>• Volunteer Tea Party</li> <li>• F1 Junior Doctors Presentation</li> <li>• Medical Staffing Thank You Event</li> <li>• Staff Heroes Event</li> <li>• Staff Drop in Sessions: Kings Ash House Torbay Hospital Totnes Hospital</li> </ul>	<ul style="list-style-type: none"> <li>• STP Chief Executives’ Meeting</li> <li>• STP Programme Delivery Executive Group</li> <li>• Devon Children and families Alliance Dialogues sessions including with families and partner Board meetings</li> <li>• Director of Adult Services, Torbay Council</li> <li>• Chief Officer for Adult Care and Health, Devon County Council</li> <li>• Chief Executive Devon Doctors</li> <li>• Devon A&amp;E Board</li> <li>• Joint Executives’ Meeting with CCG</li> <li>• Joint Executives’ Meeting with RDE</li> <li>• Devon County Council Health and Adult Care Scrutiny Committee</li> <li>• Devon County Council Health and Wellbeing Board Stakeholder Event</li> <li>• SW AHSN Chairman and Director of Corporate Services</li> <li>• Fireside Chat – Post Graduate Certificate in Leadership and Management – Exeter Medical School.</li> </ul>

**3 Local Health and Care Economy Developments**

**3.1 Partnership updates**

**Team from Torbay Meets the Minister**

On 13 June a team from the Torbay Together partnership that included the editor of the Herald Express Jim Parker and our Director of Strategy and Improvement, Ann Wagner, met with Jake Berry the Minister for the Northern Powerhouse and Local Growth with local MPs Kevin Foster and Sarah Wollaston. The meeting was to promote Torbay opportunities and to deepen relationships with Government to support key developments including:

- Town Deal status for Torbay
- Support for university status for South Devon College
- Support for health & improved outcomes including how to access national funding for technology to support transformation

The meeting went well and the minister has agreed to pay a visit to Torbay this summer. Further details are included in the Director of Strategy and Improvement's update report included in the Board pack. The visit is all part of the Torbay Together *Now is the Time* campaign that the Trust is supporting. Details are included in the brochure attached to this report.

### **Academy of Nursing launch**

We are a partner in the University of Exeter's new Academy of Nursing for the South West and last month attended its formal launch. This brings together Devon Partnership NHS Trust, Northern Devon Healthcare NHS Trust, Royal Devon and Exeter NHS Foundation Trust, Torbay and South Devon NHS Foundation Trust, and a group of patients in Devon. The Academy is the first step in an ambitious plan to both educate more nurses in Devon and support existing nurses throughout the region to deliver the kind of exceptional care our patients rightly demand. We are linking the research and educational power of the University of Exeter with the excellent clinical skills of our nurses in Devon. The launch event included an exciting programme looking ahead to the future of nursing in Devon.

## **3.2 Partner updates**

### **Royal recognition for Dartmouth Caring**

Congratulations to Dartmouth Caring for receiving the Queen's Award for Voluntary Service in 2018. The Queen's Award, the highest available to voluntary sector organisations, is given to groups that can demonstrate excellence in volunteering. This royal seal of approval comes just one month before the Charity's 30th birthday. Some volunteers and staff will be presented with the award by Devon's Lord Lieutenant and the Queen's personal representative in the county, David Fursdon, at a special ceremonial event later in the year.

### **NDHT and the RD&E agree to a new collaboration**

Northern Devon Healthcare NHS Trust (NDHT) and the Royal Devon and Exeter NHS Foundation Trust (RD&E) have reached agreement on a new collaboration between the two organisations. The collaboration aims to support NDHT to address the challenges it faces in continuing to provide acute services and to ensure that the health needs of the population of northern Devon continue to be met. With the support of NHS Improvement (NHSI), the two organisations have agreed that the RD&E will provide leadership and management support to NDHT for the next two years, with a dedicated senior management team based at each acute hospital site in Barnstaple and Exeter., Suzanne Tracey, currently Chief Executive at the RD&E, has become the Accountable Officer and Chief Executive of both organisations. Roger French, NDHT Chair, had signalled his intention to retire from the Board and will do so on the 30 June. As part of the agreement, James Brent (currently the RD&E Chair), has been appointed Chair of both trusts, although there will continue to be two separate Boards and separate statutory obligations.

### **University Hospitals Plymouth Trust and Livewell Southwest set up a joint board**

The organisations have an ambitious target to integrate by April 2019 to create a new NHS organisation and be a fully integrated health and care organisation.

Livewell Southwest was set up as a community interest company in 2011 after community services were transferred from primary care trusts to other providers. It provides care to a catchment population of around 270,000, mainly in Plymouth and surrounding areas, and has a turnover of £110m. In 2015 the company began providing social care in Plymouth under a £71m contract, making it one of the largest organisations of its kind in England. The new joint board between the trust and Livewell comprises both organisations' chief executives, deputy chief executives, chairs, one non-executive director each, and two directors of integrated care. Both organisations are selecting employees to make up a transformation team. In addition, the parties are streamlining processes for staff moving between the organisations. This is to help develop partnership arrangements ahead of commissioning intentions which are expected to be published by Northern, Eastern and Western Devon Clinical Commissioning Group in July.

### **Dame Suzi Leather DBE to chair Devon Sustainability and Transformation Partnership (STP)**

A leader who has spent her life improving public services has been appointed to take the helm of Devon's health and care system. Dame Suzi Leather DBE, who grew up in Devon, will work closely with the leaders of Devon's Hospital Trusts, mental health providers, Local Authorities and NHS clinical commissioners to enhance NHS and care services.

### **Royal Devon and Exeter NHS Foundation Trust (RDE) invests in new Electronic Patient record (EPR) system**

RD&E has received NHS Improvement approval to proceed with a new clinical transformation programme. As well as fundamentally improving the way services and care are delivered to patients, the programme will see paper-based patient records becoming a thing of the past. The MY CARE Programme is the cornerstone of a broader programme of change to transform the way that care is delivered and make services at the RD&E more clinically and financially sustainable for the future, enabled by new technology. The Trust's Board approved the MY CARE Programme including the go ahead for implementing a comprehensive electronic patient record (EPR) supplied by US-based healthcare technology company, Epic. Epic is an integrated platform, meaning that there is just one record for each patient and providers have the full picture of each patient's story. Detailed work is underway to commence the programme from September 18 with the plan spanning c.23 months prior to a planned go-live in the Summer of 2020.

**Comment:** the development presents both an opportunity and threat to the Trust – an opportunity to support clinical networks and make our own technology systems more resilient; a threat as the RDE are recruiting significant numbers of technology and change agent specialists that pose a potential threat to our team resilience; we are working with RDE to mitigate risks and maximise opportunities. In private session Directors will update the Board on potential opportunities and risks and seek support for a way forward.

### **DPT receives national award**

Devon Partnership Trust (DPT) was a winner at the HSJ Value Awards 2018. It picked up the mental health award for reducing the number of patients being treated outside the region. As a pilot site, DPT developed a clinically-led model of care across eight partner organisations involving a single point of access for the region, standardised assessment criteria, a regional approach to bed management, and a repatriation scheme. This has resulted in 64 people being brought back to their home region, as well as increased provision for underprovided services, including women's services and forensic teams. The work has also contributed to national design works teams for community forensic teams, prison healthcare and women's services, as well as influencing NHS England plans for new care models programme.

## **4 National Developments and Publications**

Details of the main national developments and publications since the Board meeting on 23 May have been circulated to Directors through the weekly developments update briefings. There have been a number of items of particular note that I wish to draw to the attention of the Board as follows:

### **4.1 Gosport War Memorial Hospital scandal.**

The doctor implicated in the deaths of at least 456 patients over 12 years working at Gosport War Memorial Hospital has said she was "doing her best for patients" in a pressurised part of the NHS. Last month a major inquiry concluded Dr Jane Barton was "responsible" for the practice of prescribing powerful and unnecessary opiates which killed as many as 650 patients between 1988 and 2000.

**Could it happen here?** Discussed at Serious Adverts Events Group 20<sup>th</sup> June. For more than 5 years all deaths in community hospitals have been reviewed in detail (including use of opiate analgesic agents). Mortality rates in all community hospitals are reported to the Trust's Quality Improvement group (QIG) on a quarterly basis and are now also discussed at the Mortality Surveillance Group. Numbers of deaths in community hospitals are low.

As a result of community investment a greater proportion of patients are now managed in care homes or in their own homes. The Trust End of Life Group will undertake an audit of use of opiates in all settings to provide further information and assurance.

The case has again highlighted 'Whistle-blowing' in NHS organisations. It is important to point out that these issues took place a long time ago and the culture has changed. However, we continue to work through initiatives such as the Freedom to Speak Up Guardians to ensure that any staff concerned is able to raise their concerns and to demonstrate that the Trust acts on the basis of such information.



## 4.2 Government

### **Funding settlement linked to 'simple goals'**

Jeremy Hunt has said that talks with government about a long-term settlement for the NHS are “difficult and ongoing” and any deal would be linked to new “simple goals”. Speaking at the NHS Confederation conference in June, he outlined several goals that would form part of any long-term settlement with the NHS. These goals would include:

- Waiting time standards for mental health that are “as strong and powerful as waiting time standards for physical health”
- Bringing up cancer survival rates to the “best in Europe”
- Transforming maternity safety up to the standard of Sweden
- To “truly integrate health and social care”

### **Tax rises for the NHS will be fair**

The Prime Minister has said that any tax rises to support a £20.5bn boost to the NHS budget will be fair”, as she promised to end the “sticking-plaster” approach to health funding. Theresa May acknowledged that the public will have to pay “a bit more” in tax in order to fund the extra £394m a week going to the NHS in England in 2023/24. She repeated her claim that part of the increase will be funded by a “Brexit dividend”.

### **Breast screening update**

Jeremy Hunt gave a written statement to the House of Commons to provide an update on progress contacting women who had not been contacted with their last screening appointment under the national breast screening programme. He confirmed that all women affected had been contacted by letter. He also gave an update on the total number of women impacted, and revised down to ‘less than 75’ the number of women whose lives would be shortened as a result of missing their final appointment – acknowledging the devastating impact on those people. Number of people affected has now been published by constituency, with local figures given as:

- Central Devon (Mel Stride MP) 524
- Newton Abbot (Anne-Marie Morris MP) 314
- Totnes (Dr Sarah Wollaston MP) 468
- Torbay (Kevin Foster MP) 360

**Comment:** We receive a weekly list of women who have contacted the national helpline and we are booking these in for a screening appointment as soon as we can. We have created additional capacity to do this by extending the working day on the mobile unit, and our staff have willingly worked additional hours. The direct phone calls through to the screening admin office have reduced substantially in the past week. We are confident that we will be able to manage the additional workload within the required timeframe, before the end of October 2018.

## **Health and Social Care Select Committee report on Integrated care: organisations, partnerships and systems**

The Health and Social Care Select Committee (the Committee) has published the report of its inquiry into the development of new integrated ways of planning and delivering local health and care services. This inquiry focusses on the development of Sustainability and Transformation Partnerships (STPs), Integrated Care Systems (ICSs) and Accountable Care Organisations (ACOs). The report makes a series of recommendations including:

- The Government and the NHS must improve how they communicate NHS reforms to the public, making the case for change in the health service, clearly and persuasively.
- The Department of Health and Social Care (DHSC) and national bodies should adopt an evolutionary, transparent and consultative approach to determining the future shape of health and care. The law would need to change to enable the structural integration of health and care.
- The national bodies should clearly define the outcomes they are seeking to achieve for patients by promoting more integrated care, and the criteria they will use to measure this.
- DHSC, NHS England (NHSE), NHS Improvement (NHSI), Health Education England (HEE), Public Health England (PHE) and Care Quality Commission (CQC), should develop a joint national transformation strategy setting out how they will support STPs and ICSs.
- STPs should be encouraged to adopt the principle of subsidiarity so that decisions are made at the most appropriate local level
- ACOs should be introduced in primary legislation as NHS bodies, if a decision is taken, following a careful evaluation of pilots, to extend their use. The national bodies must take proactive steps to dispel misleading assertions about the privatisation and Americanisation of the NHS including the publication of an annual assessment of private sector involvement in NHS care.
- The greatest risks to accelerating progress are the lack of funding and workforce capacity to design and implement change. The Government must recognise the importance of adequate transformation and capital funding in enabling service change. The long-term funding settlement should include dedicated, ring-fenced funding for service transformation and prevention

### 4.3 NHS England

#### Four new 'integrated care systems' named

The new “integrated care systems” have been named by NHS England and NHS Improvement, as they continue to “finalise the details” of a financial regime for the existing ten ICS. The additional four are:

- Gloucestershire;
- Suffolk and North East Essex;
- West, North and East Cumbria; and
- West Yorkshire and Harrogate.

**Comment:** There was an expectation that Devon STP would be included in the announcement. One of the entry criteria includes financial balance – the STP will not be eligible for the national programme until it is in financial balance. .

#### Q4 figures show rise in long-waiters

The number of patients waiting a year or more for elective treatment has risen by 75 per cent year-on-year, NHS Improvement data confirms. In March this year there were 2,647 patients who had waited more than 52 weeks for treatment, up from 1,513 in March 2017. The data was released as part of NHS Improvement’s quarter four summary, which collates data across the 2017-18 financial year. It showed an overall performance on the 18-week waiting time standard of 86.8 per cent, against a target of 92 per cent. This was a fall of 3.2 percentage points on the previous year. The position has significantly deteriorated in this calendar year with the number of year-plus waiters in March representing a 22 per cent rise on the total in February. The February figure was itself a 20 per cent increase on the total for January. NHS England has committed the service to doing no worse on the elective waiting time measures in March 2019 than it did in March 2018. The total national elective waiting list also reached 4.1m, higher than at any point since August 2007.

**Comment:** Our local system has mirrored the national picture with our Referral to Treatment (RTT) performance deteriorating to 81.58% from 87.54% in March 2017, and currently plateauing at around 81.6% . We have seen a similar deterioration in our 52 week wait position. In March this year, we had 33 people waiting longer than 52 weeks, up from 17 in March 17. Teams are developing recovery plans with the support of NHS I to address both RTT and 52 week wait issues.

#### Local plans still not good enough

Local NHS providers and commissioners were given a fresh warning that their plans will not deliver the capacity, productivity or length of stay improvements required for 2018-19. The warning came in a letter to local leaders from NHS emergency care chief Pauline Philip on 13 June setting out new guidance on reducing long hospital stays and a new national length of stay target. The target, confirmed this week by system leaders at the NHS Confederation annual conference, is to cut the number of patients spending more than three weeks in hospital by a quarter to free up 4,000 beds by December.

#### **4.4 NHS Improvement**

##### **Doubts over plans to stop waiting list growing this year**

Stemming growth in the waiting list for NHS operations in 2018-19 – as has been required by the government – remains “challenging” under current local plans, officials have said. NHS England chief financial officer Paul Baumann revealed the news as he presented a paper on the 2018-19 planning round to a joint board meeting of NHSE and NHS Improvement in June.

##### **Reconfiguration of provider sector**

NHS Improvement is to drive hospital and service level reconfiguration across the health service to deliver greater levels of clinical and financial sustainability. Under plans revealed at a joint board meeting between NHS England and NHSI held in June, the provider regulator said there was a “clear need to be more proactive in shaping the future provider landscape”. This will include organisational forms such as groups and chains of hospitals, suggesting the regulator will attempt to deliver more consolidation in the provider sector. This work will be led by a new joint strategic approach to configuration of the provider landscape with a single chief provider strategy officer based within NHSI.

#### **4.5 NHS Improvement and NHS England news**

##### **NHS to return to single finance and performance regime**

NHS England and NHS Improvement have announced they are moving to a single financial and operational planning and performance regime under a shared chief finance officer.

There will be a shared appointment for several top executive posts:

- A chief finance officer leading the integrated financial and operational planning and performance oversight process.
- An NHS nursing director/chief nursing officer for England.
- An NHS medical director..
- A national director for transformation and corporate development.

Other national directors in both organisations will take on responsibility for a number of ‘do once’ functions supporting both organisations, with shared governance and oversight.

NHSI is also creating several new national director roles: chief provider strategy officer; chief people officer; chief improvement officer (improving quality, access and efficiency); and chief commercial officer (estates, procurement and backoffice).

It is not yet clear which current national director roles are being scrapped. The aim is for all changes to be made by the end of this financial year.

One of the aims of the joint work is to reduce administrative costs for redeployment into frontline patient care.

## 5 Local Media Update

- **Devon Live** - Health services in Torbay and South Devon are now back on track – Torbay and South Devon NHS Foundation Trust now rated as “Good”
- **Devonlive** - Lengthy A&E waits in Devon's busy hospitals have sky rocketed – included TSDFT
- **Devonlive** - Isolation and stress identified by army of 17,000 unpaid Torbay carers – [here](#) Healthwatch Torbay report
- **Devonlive** - Plans go in for 'crucial' new hospital that will help solve county's mental health crisis – [here](#)
- **South Hams Gazette** Patients' group backs health trust over hospital closure – Dartmouth Patients Participation Group
- **South Hams Gazette** - The creation of the Dartmouth Healthcare Action Group – Response to statement issued by TSDFT and South Devon and Torbay CCG
- **Mid-Devon Advertiser** - Rally to save Teignmouth Hospital

### News releases and campaigns:

- Local NHS and partners secure £1.3m to support Wellbeing Programme in Torbay and South Devon
- New Brixham day centre now underway
- Most people are happy with Paignton's new Health and Wellbeing Centre, according to a new report, despite a few 'teething' problems
- Devon Macmillan dietitian busts healthy diet myths
- Congratulations to the winners of the Outstanding Care Awards
- Launch of the 'Noise at Night' campaign
- 'Sock it to Sepsis' campaign has been launched across a range of media channels

## 6 Recommendation

The Board is recommended to **review** the report and **consider** implications on the Trust's strategy and delivery plans.

AW/JG/CF  
27/06/18



Cover sheet and summary for a report to the Council of Governors dated 18 July 2018					
<b>Company Secretary's Report - Corporate Governance</b>					12 July 2018
<b>Agenda item</b>	6				
<b>Report sponsor</b>	Chairman				
<b>Report author</b>	Interim Company Secretary				
<b>Report provenance</b>	Direct				
<b>Confidentiality</b>	Public				
<b>Report summary</b>					
<b>Purpose (choose 1 only)</b>	<b>Note</b> <input checked="" type="checkbox"/>	<b>Information</b> <input type="checkbox"/>	<b>Review</b> <input type="checkbox"/>	<b>Decision</b> <input type="checkbox"/>	<b>Approve</b> <input type="checkbox"/>
<b>Recommendation</b>	The Council of Governors is advised to note the content of this report.				
<b>Summary of key elements</b>					
<b>Purpose</b>	This report is to brief the Council of Governors and those members of the public present on any significant matters of corporate governance relating to the Council of Governors arising since the previous report.				
<b>Strategic context</b>	<p>This report takes into consideration all four of the Trust's corporate objectives:</p> <ul style="list-style-type: none"> <li>• Safe, quality care and best experience</li> <li>• Improved wellbeing through partnership</li> <li>• Valuing our workforce</li> <li>• Well-led</li> </ul>				
<b>Dependencies and risk</b>	<p>The Trust Board of Directors' ability to demonstrate compliance with applicable legislation, the NHS Constitution, the Trusts FT Provider License, the FT Constitution, Standing Orders, Standing Financial Instructions, the Monitor FT Code of Governance, and the Single Operating Framework depends on the implementation and on-going maintenance of adequate provisions for corporate governance, compliance, internal control, and risk management.</p> <p>There is a significant risk of Regulatory intervention and reputational damage under any circumstance where these provision are seen to be inadequate, inappropriate, or are at risk of failing.</p>				
<b>Summary of scrutiny</b>	Not applicable				
<b>Stakeholder engagement</b>	The primary stakeholder in relation to this report is the Trust Board of Directors. The secondary stakeholder is the Council of Governors. Contents of this report may be of interest to other stakeholders, including the public and strategic partners.				
<b>Other standards affected</b>	<p>This report relates to the Trust's compliance with:</p> <ul style="list-style-type: none"> <li>• NHS Constitution, the Trusts FT Provider License, the FT Constitution, Standing Orders, Standing Financial Instructions, the Monitor FT Code of Governance, the Single Operating Framework, NHS Resolution (was NHSLA) and Care Quality Commission requirements.</li> </ul>				
<b>Legal considerations</b>	The Board of Directors and Council of Governors are required to have regard to the NHS Constitution and to discharge the duties set out in legislation to act in the interest of the Trust. This includes demonstrable,				

# Company Secretary's Report

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	<p>evidenced compliance with the standards set out above.</p> <p>There is no assessed negative impact resulting from this report on any inclusion, equality, or diversity in relation to race, religion, age, belief, gender, disability, or other protected characteristic.</p>
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DRAFT



# Company Secretary's Report

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## 1. INTRODUCTION

- 1.1 This report is to brief the Council of Governors and those members of the public present on any significant matters of corporate governance relating to the Council of Governors arising since the previous report.
- 1.2 This series of reports will provide material relevant to the 2018/19 Annual Report.

## 2. CONSTITUTION OF THE TRUST BOARD OF DIRECTORS

- 2.1 Following the retirement of the substantive Chief Executive, a recruitment process has been established to appoint a new substantive Chief Executive so as maintain succession in the Boardroom. Governors will be consulted at the appropriate stage of that process.

## 3. ANNUAL REPORT AND ACCOUNTS, INCLUDING THE QUALITY ACCOUNT

- 3.1 The Annual Report and Accounts, including the Quality Account (the "ARA") for 2017/18 was approved by the Board of Directors, and laid before Parliament in accordance with the FT Annual Reporting Manual.
- 3.2 The ARA is available to Governors from the FT Office or for download on request. This will be presented to the CoG formally in September 2018 at the Annual Members Meeting.

## 4. SUPPORTING THE COUNCIL OF GOVERNORS

- 4.1 Governors will recently have experienced decreased levels of support from the FT Office due to planned and unplanned staff absences coupled with the part-time nature of the Interim Company Secretary.
- 4.2 An options appraisal presented to the Executive by the Company Secretary set out the resourcing requirements to adequately support the Council of Governors. The Trust is now in the process of recruiting a permanent Company Secretary. Furthermore, the recommended option to provide a new, dedicated role to support the trust's membership and governors was approved. Funding is being identified, and the role should be out to advert shortly.
- 4.3 In addition to the workforce requirements there is a need to make the administration of membership, including communicating with members more efficient and effective. The requirement for a suitable membership database and support system was identified in the options appraisal and funding options are being explored.
- 4.4 The Annual Cycle of Business for the Trust Board of Directors, the Council of Governors, and Committees is currently being revised to provide a smoother flow of information between the Board, the Council of Governors, and the various Committees. This is intended to remove duplication of effort, prevent conflicting information, and enable better exchanges of thoughts and ideas between the Board and Governors.
- 4.5 The Governors' Log of Communication form one element of this improved communication.

## 5. COMMITTEES

- 5.1 The CoG currently runs two committees for Nomination and Appointment, and for Remuneration of Non-executive Directors.
- 5.2 At a meeting of the members of the Remuneration Committee on 02 July, the following matters were noted:
  - 5.2.1 Not every member felt they had sufficient exposure to the [Non-executive Directors and] Chairman to fully appraise them or consider their remuneration. Other members felt they had sufficient information derived from briefings by the Lead Governor.
  - 5.2.2 The process previously followed to consider remuneration was not considered as

# Company Secretary's Report

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effective as desired, and a different approach was identified by the Lead Governor shortly thereafter.

5.2.3 It was also suggested that the Remuneration Committee membership did not fully represent the wider Council of Governors.

5.3 These concerns are common in NHS Foundation Trusts, and most address them by amalgamating the two committees into one Nomination and Appointment Committee which also has responsibility for remuneration of NEDs. A paper proposing how this can be achieved for Torbay and Devon NHS Foundation Trust is on today's agenda. It outlines how the membership of the new committee would be far more representative of the Council of Governors, will bring efficiencies, and will enable governors to keep continuity through their deliberations, from interview to review and remuneration of NEDs and the Chairman.

5.4 It should be noted that through a clerical error, Carol Day's name was not added to the list of members of the Remuneration Committee recently distributed by the FT Office. Carol has kindly accepted our apology for the omission.

## 6. CONFLICTS OF INTEREST AND OTHER DECLARATIONS

6.1 The Company Secretary's options appraisal identified the need for a unified system for declaring, recording monitoring, reporting, and auditing declaration of various type. These including those required by Regulators and NHS England such as:

6.1.1 Gifts

6.1.2 Hospitality

6.1.3 Outside Employment

6.1.4 Shareholdings and ownership interests

6.1.5 Patents

6.1.6 Loyalty Interests

6.1.7 Donations

6.1.8 Sponsorship

6.1.9 Private Clinical Practice

6.2 As with the other elements of the options appraisal, funding is being sought to procure a suitable online system for this purpose.

# Company Secretary's Report

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**7. APPENDIX A – LOG OF GOVERNOR COMMUNICATIONS**

- 8.** The newly introduced Log of Governors Communications is provided separately by the Corporate Governance Manager in this instance. In future reports, it will be presented here as an appendix to this report.

DRAFT



<b>Cover sheet and summary for a report to the Council of Governors dated 18 July 2018</b>					
Nomination and Appointments Committee				12 July 2018	
<b>Agenda item</b>	7				
<b>Report sponsor</b>	Chairman				
<b>Report author</b>	Interim Company Secretary				
<b>Report provenance</b>	Remuneration Committee				
<b>Confidentiality</b>	Public				
<b>Report summary</b>	The Council of Governors' Nominations Committee, and the Remuneration Committee have experienced challenges with continuity and sharing of information, as well as duplication of effort and some confusion of roles. It is proposed to bring the two committees together, with an expanded membership, to make the process smoother, more joined up, and to include more governors than before to give better representation of the Council of Governors on the Committee.				
<b>Purpose (choose 1 only)</b>	<b>Note</b> <input type="checkbox"/>	<b>Information</b> <input type="checkbox"/>	<b>Review</b> <input type="checkbox"/>	<b>Decision</b> <input type="checkbox"/>	<b>Approve</b> <input checked="" type="checkbox"/>
<b>Recommendation</b>	The Council of Governors is recommended to approve the establishment of a consolidated Nominations Committee and Remuneration Committee to be known as the "Nomination and Appointments Committee," and to authorise the amendment of related paragraphs of the FT Constitution to allow for this amalgamation.				
<b>Summary of key elements</b>					
<b>Strategic context</b>	This report takes into consideration all four of the Trust's corporate objectives: <ul style="list-style-type: none"> <li>• Safe, quality care and best experience</li> <li>• Improved wellbeing through partnership</li> <li>• Valuing our workforce</li> <li>• Well-led</li> </ul>				
<b>Dependencies and risk</b>	The intention of this revision to the functioning of the two committees is to enable (more) governors to perform their statutory duties to a higher standard more expediently. The success of this initiative depends on the engagement of governors with the spirit of the initiative, and to embrace the revised way of working.  The risks associated with the running of parallel committees are removed entirely. These include duplication of effort, inadvertently missing details, confusion of responsibilities, and dissatisfaction with both the process and the outcome of committee deliberations.				
<b>Summary of scrutiny</b>	Chairman, Chief Executive, Interim Company Secretary, Lead Governor, Deputy Lead Governor, Council of Governors.				
<b>Stakeholder engagement</b>	The primary stakeholder in relation to this report is the Trust Board of Directors. The secondary stakeholder is the Council of Governors.				

	Contents of this report may be of interest to other stakeholders, including the public and strategic partners.
<b>Other standards affected</b>	<p>This report relates to the Trust's compliance with:</p> <ul style="list-style-type: none"> <li>• NHS Constitution, the Trusts FT Provider License, the FT Constitution, Standing Orders, Standing Financial Instructions, the Monitor FT Code of Governance, the Single Operating Framework, NHS Resolution (was NHSLA) and Care Quality Commission requirements.</li> </ul>
<b>Legal considerations</b>	<p>There is no assessed negative impact resulting from this report on any regulatory compliance, inclusion, equality, or diversity in relation to race, religion, age, belief, gender, disability, or other protected characteristic.</p> <p>The single-committee-model is used widely across NHS Foundation Trusts and is proven to work effectively and in accordance with legislation.</p>

## 1. INTRODUCTION

- 1.1 This report is to propose the bringing together of the NED Nomination and Appointments Committee with the NED Remuneration Committee.
- 1.2 The proposal seeks to eliminate the challenges the two committees have experienced with continuity and sharing of information, as well as duplication of effort and some confusion of roles.
- 1.3 It is proposed to bring the two committees together, with an expanded membership, to make the process smoother, more joined up, and to include more governors than before to give better representation of the Council of Governors (CoG) on the Committee.
- 1.4 The proposed new format remains compliant with applicable legislation and is common practice across the NHS Foundation Trust community.

## 2. CHALLENGES EXPRESSED BY MEMBERS OF THE COMMITTEES

- 2.1 Members of the Committees have expressed challenges including:
  - 2.1.1 Not every member felt they had sufficient exposure to the [Non-executive Directors and] Chairman to fully appraise them or consider their remuneration. Other members felt they had sufficient information derived from briefings by the Lead Governor;
  - 2.1.2 The process previously followed to consider remuneration was not considered as effective as desired. The Lead Governor previously identified a different approach shortly thereafter;
  - 2.1.3 It has been suggested that the Remuneration Committee membership did not fully represent the wider Council of Governors;
  - 2.1.4 Members expressed concern as to the duplication of effort, scope for overlap and “missing important” elements; and
  - 2.1.5 It has been noted that administrating two committees places further strain on the support staff and does not appear to add value.
- 2.2 These concerns are common in NHS Foundation Trusts, and most address them by amalgamating the two committees into one Nomination and Appointments Committee which also has responsibility for remuneration of NEDs.

## 3. REMEDY

- 3.1 This paper proposes to remedy these challenges, and to bring higher standards of corporate governance to the Council Of Governors’ work by amalgamating the two committees.
- 3.2 It outlines how the membership of the new committee would be far more representative of the Council of Governors, will bring efficiencies, and will enable governors to keep continuity through their deliberations, from interview to review and remuneration of NEDs and the Chairman.

## 4. DETAIL

- 4.1 The following is proposed:
  - 4.1.1 The Nominations and Appointment Committee, and the Remuneration Committee for Non-executive Directors be joined together to form one committee, serving all the same functions as the two original committees.
  - 4.1.2 The joined-up Committee includes a wider sample of governors from the Council

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of Governors, to include two members from each constituency (other than those constituencies that would be conflicted by their participation).

- 4.2 The membership shall be appointed by the Council of Governors and shall comprise twelve (12) members including:
  - 4.2.1 The Chairman<sup>1</sup> of the Trust or Senior Independent Director<sup>2</sup>
  - 4.2.2 Two governors from each of the public constituencies (South Hams, Teignbridge, Torbay)
  - 4.2.3 Two governors from the staff constituency
  - 4.2.4 The Lead Governor or their duly nominated deputy
- 4.3 Governors appointed by Clinical Commissioning Groups or Local Authorities shall not be members of the Committee<sup>3</sup>.
- 4.4 Appointment of governors to the Committee shall be conducted at a general meeting of the Council of Governors using a private ballot of the Council of Governors, administered for independence by the Internal Auditor (in the absence of officers of the Trust).
- 4.5 Governors shall be appointed to the Committee for a period of two years, or until they choose to resign from the Committee, which shall be confirmed in writing to the Chairman of the Trust.
- 4.6 In the case of the appointment process for the Trust Chairman, the Senior Independent Director (SID) shall chair the committee.
- 4.7 Neither the Chairman nor the SID shall participate in the voting process of the committee unless a deadlock ensues in which case they shall have a casting vote.

## 5. ADVANTAGES

- 5.1 The advantages of adopting this way of working include:
  - 5.1.1 Reduction of effort for governors and staff;
  - 5.1.2 Continuity between the two committees;
  - 5.1.3 Better communication between governors;
  - 5.1.4 Reduction of duplication;
  - 5.1.5 Elimination of the scope for confusion;
  - 5.1.6 A wider and far more representative sample of governors able to voice their opinion;
  - 5.1.7 A well-led committee;
  - 5.1.8 Demonstrated compliance with accepted standards; and
  - 5.1.9 Shared standards and procedures.

## 6. RECOMMENDATION

- 6.1 The Council of Governors is recommended to approve the provisions set out to improve the functioning of the two committees discussed.

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<sup>1</sup> For matters of Nomination, Appointment, Appraisal and Remuneration other than his own.

<sup>2</sup> For Matters of Appraisal or Remuneration of the Chairman.

<sup>3</sup> This would cause an irreconcilable conflict of interest.



## Terms of Reference – NED Nomination and Appointments Committee

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Document Data			
<b>Committee Name</b>	Nomination and Appointments Committee	<b>Author</b>	Interim Company Secretary
<b>Document Type</b>	Terms of Reference	<b>Executive Lead</b>	Company Secretary
<b>Document Status</b>	Draft	<b>Review Cycle</b>	1 x 12 then 36 months or as required
<b>Approval Authority</b>	Council of Governors	<b>Next Review Date</b>	August 2019

Document Control			
Approval Date	Version	Revision	Description
23 July 2014	A	Version	Terms of Reference “NED Nominations Committee”
20 July 2016	B	Version	Terms of Reference “NED Remuneration Committee”
18 July 2018	1.0	New terms of Reference	Terms of Reference – NED Nomination and Appointments Committee, amalgamating the two previous committees (A and B) into one

# Terms of Reference – NED Nomination and Appointments Committee

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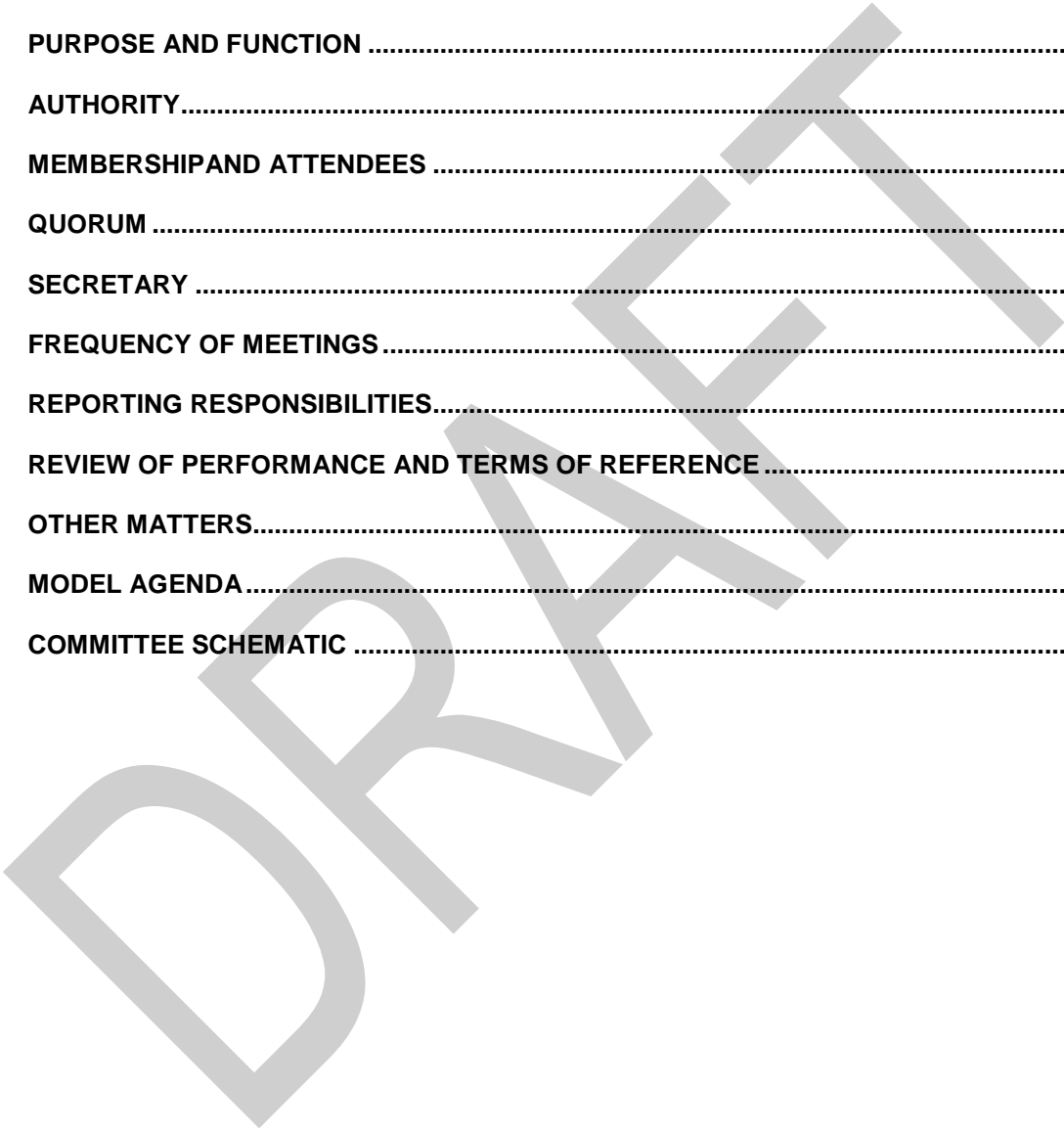
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# Terms of Reference – NED Nomination and Appointments Committee

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## 1. INTRODUCTION

- 1.1 The Nominations and Appointments Committee is a formal Committee of the Council of Governors established in accordance with the NHS Act 2006, as amended by the Health and Social Care Act 2012 (the 2012 Act), the Torbay and South Devon NHS Foundation Trust Constitution, and the Monitor Foundation Trust Code of Governance for the purpose of carrying out the duties of governors with respect to the appointment, re-appointment, removal, appraisal, remuneration and other terms of service of the Chairman and Non-executive Directors.
- 1.2 The Committee performs the functions of both Nomination and Appointments Committee, as required by the Act, and of the Remuneration Committee, also required by the Act.

## 2. PURPOSE AND FUNCTION

- 2.1 The purpose and function of the Committee is to fulfil the roles of Nomination and Appointments, and the Remuneration Committee of Governors.

### 2.2 For Nomination, Appointments, and Appraisal, the Committee shall:

- 2.2.1 determine a formal, rigorous, and transparent procedure for the selection of the candidates for office as Chairman or Non-executive Director of the Trust having first consulted with the Board of Directors as to those matters and having regard to such views as may be expressed by the Board of Directors;
- 2.2.2 seek by way of open advertisement and other means, candidates for office and to assess and select for interview such candidates as are considered appropriate and who meet the “fit and proper person” test as set out in the provider license — and in doing so the Committee shall be at liberty to seek advice and assistance from persons other than members of the Committee or of the Council of Governors;
- 2.2.3 make recommendation to the Council of Governors as to potential candidates for appointment as Chairman or other Non-executive Director, as the case may be,
- 2.2.4 consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Chairman and other Non-executive Directors;
- 2.2.5 on a regular and systematic basis monitor the performance of the Chairman and other Non-executive Directors and make reports to the Council of Governors from time to time when requested to do so or when, in the opinion of the Committee, the results of such monitoring should properly to be brought to the attention of the Council of Governors;
- 2.2.6 ensure there is a formal and transparent procedure for setting the annual objectives for the Non-executive Directors, in conjunction with the Chairman, and in conjunction with the Senior Independent Director in the case of the annual objectives for the Trust Chairman;
- 2.2.7 ensure there is a formal and transparent procedure for the appraisal of the Trust Chairman and Non-executive Directors’ performance.

### 2.3 For Remuneration, the Committee shall:

- 2.3.1 ensure there is a formal and transparent policy on remuneration for the Trust Chairman and Non-executive Directors;
- 2.3.2 set the structure and levels of remuneration of the Trust Chairman and Non-executive Directors;

# Terms of Reference – NED Nomination and Appointments Committee

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- 2.3.3 determine and review the terms and conditions of the Trust Chairman and Non-executive Directors;
- 2.3.4 market test/ benchmark the remuneration of the Trust Chairman and Non-executive Directors at a frequency agreed by the Committee and taking account of any external guidance on recommended frequency and/ or where the Committee is considering recommending a large change to that remuneration, drawing on external professional advice;
- 2.3.5 appoint, if deemed appropriate, independent consultants to advise on Trust Chairman and Non-executive Directors' remuneration.

## 3. AUTHORITY

- 3.1 The Committee is authorised by the Council of Governors to carry out the functions and duties set out in these Terms of Reference.
- 3.2 All powers and authorities exercisable by the Council of Governors, together with any delegation of such powers or authorities to any Committee or individual, are subject to the limitations imposed by the National Health Service Act 2006, the NHS Licence Conditions, Trust Constitution or by other regulatory provisions.
- 3.3 In discharging the functions and duties set out in these Terms of Reference, the Committee is to have due regard for the applicable principles and provisions of the Monitor NHS Foundation Trust Code of Governance.

## 4. MEMBERSHIP AND ATTENDEES

- 4.1 The Council of Governors shall appoint members of the Committee as set out in the Trust's Constitution and shall comprise twelve (12) members including:
  - 4.1.1 The Chairman<sup>1</sup> of the Trust or Senior Independent Director<sup>2</sup>
  - 4.1.2 Two (2) governors from each of the public constituencies (Teignbridge, South Hams, Torbay)
  - 4.1.3 Two (2) governors from the staff constituency
  - 4.1.4 The Lead Governor or their duly nominated deputy
- 4.2 Governors appointed by Clinical Commissioning Groups or Local Authorities shall not be members of the Committee<sup>3</sup>.
- 4.3 Appointment of governors to the Committee shall be conducted at a general meeting of the Council of Governors. If there are more governor nominees than places on the Committee, the final selection of candidates shall be put to a private ballot of the Council of Governors.
- 4.4 Governors shall be appointed to the Committee for a period of two years, or until they choose to resign from the Committee, which shall be confirmed in writing to the Chairman of the Trust.
- 4.5 In the case of the appointment process for the Trust Chairman, the Senior Independent Director (SID) will chair the Committee.
- 4.6 Neither the Chairman nor the SID shall participate in the voting process unless a deadlock ensues in which case they shall have a casting vote.

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<sup>1</sup> For matters of Nomination, Appointment, Appraisal and Remuneration other than his own.

<sup>2</sup> For Matters of Appraisal or Remuneration of the Chairman.

<sup>3</sup> This would cause an irreconcilable conflict of interest.

# Terms of Reference – NED Nomination and Appointments Committee

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## 5. QUORUM

- 5.1 The quorum necessary for the transaction of business shall be six (6) members, one of whom shall be the Lead Governor or their nominated deputy.
- 5.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## 6. SECRETARY

- 6.1 The Board Secretary shall arrange for the provision of support services including distributing meeting materials and minuting meetings.
- 6.2 Notice of each meeting confirming the venue, time, and date, together with an agenda of items to be discussed, shall be made available to each member of the Committee, no less than 10 clear (working) days before the date of the meeting. Supporting papers shall be made available no later than 4 clear (working) days before the date of the meeting but ideally at the same time as the agenda.
- 6.3 Draft minutes shall be made available promptly to the Chair and members of the Committee. Once authorised by the Chair of the Committee, the draft minutes shall not be distributed to the other members of the CoG.
- 6.4 The Chair shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest with matters on the agenda or related matters.
- 6.5 Declarations of Interest shall be managed by the Chair and recorded in the minutes and if appropriate, the Register of Declarations of Interest.

## 7. FREQUENCY OF MEETINGS

- 7.1 The Committee shall meet a minimum of twice a year, including the meeting to review its Terms of Reference and performance, and at such other times as the Chair shall require, enabling the Committee to discharge all its responsibilities.

## 8. REPORTING RESPONSIBILITIES

- 8.1 The Committee Chair shall report formally to the Council of Governors and to the Board of Directors on its proceedings after each meeting on all matters within its duties and responsibilities and make whatever recommendations to the Council of Governors it deems appropriate on any area within its remit.
- 8.2 The Committee shall:
  - 8.2.1 report to the Board annually on its work in support of the Annual Governance Statement (the **AGS**), specifically commenting on the fitness for purpose of the Trust Board of Directors, succession planning, and the results of the annual Committee self-assessment;
  - 8.2.2 make necessary recommendations to the CoG on areas relating to the appointment, remuneration, re-appointment and removal of the Chairman and other Non-executive Directors as it deems appropriate;
  - 8.2.3 make a statement in the Annual Report on the appointment, appraisal, and remuneration process, and where the CoG decides to not accept the recommendations of the Committee, a statement setting out (a) an explanation of the Committee's recommendation and (b) the reasons the CoG has chosen not to accept those reasons.

# Terms of Reference – NED Nomination and Appointments Committee

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## 9. REVIEW OF PERFORMANCE AND TERMS OF REFERENCE

- 9.1 The Committee shall, once a year review its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Council of Governors for approval.

## 10. OTHER MATTERS

The committee shall:

- 10.1 have access to sufficient resources to carry out its duties, including access to the Foundation Trust Office for assistance as required;
- 10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and as required for all members;
- 10.3 consider laws and regulations, the provisions of the NHS Foundation Trust Code of Governance and other applicable rules, as appropriate.

## 11. MODEL AGENDA

Ignore where not applicable.

- 11.1 Topic 1: Chair's welcome and declarations of interest
- 11.2 Topic 2: Minutes and Actions
- 11.3 Topic 3: Constitution (make up) of the Trust Board
- 11.4 Topic 4: Remuneration Policy
- 11.5 Topic 5: NED Performance
- 11.6 Topic 6: Remuneration
- 11.7 Topic 7: Succession Planning
- 11.8 Topic 8: Recruitment Actions
- 11.9 Topic 9: Nomination, Appointment, and Remuneration Recommendations to CoG
- 11.10 Topic 10: Committee Performance, Terms of Reference

**12. COMMITTEE SCHEMATIC**

To follow on completion of full governance review.

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**Report of Finance, Performance and Investment Committee Chair  
to TSDFT Board of Directors**

<b>Meeting date:</b>	26 June 2018
<b>Report by + date:</b>	Robin Sutton, 27 June 2018
<b>This report is for:</b> <i>(please select one box)</i>	Information <input checked="" type="checkbox"/> Decision <input type="checkbox"/>
<b>Link to the Trust's strategic objectives:</b> <i>(please select one or more boxes as appropriate)</i>	1: Safe, quality care and best experience <input checked="" type="checkbox"/> 2: Improved wellbeing through partnership <input checked="" type="checkbox"/> 3: Valuing our workforce <input checked="" type="checkbox"/> 4: Well led <input checked="" type="checkbox"/>
<b>Public or Private</b> <i>(please select one box)</i>	Public <input checked="" type="checkbox"/> or Private <input type="checkbox"/>

Key issue(s) to highlight to the Board (Month 2):

1. For assurance the Committee reviewed the Month 2 Financial Performance, which was broadly in line with plan.
2. For assurance the Committee reviewed the Month 2 Performance Standards together with related management actions and mitigations. Discussion focused upon achieving planned trajectories for the year.
3. NHSI self-certification submission for Month 2 was approved by the Committee.
4. The Committee endorsed the revisions to the 2018/19 Operational Plan which incorporated changes to CIP phasing, capital and cash.
5. For assurance a monthly deep dive was undertaken into Torbay Pharmaceuticals and specifically the metaraminol risk, this risk will be re-visited in six months.
6. For assurance, the Children and Young People's tender was reviewed, and this will be presented to the Board for approval prior to submission. Due diligence will be critical for risk mitigation.
7. Torbay Pharmaceutical's financial performance for May 2018 was discussed by the Committee for assurance, with the financials being in line with plan for Month 2.
8. Updates to the Finance Risk Register were reviewed and noted by the Committee and Board Assurance Framework Risks Numbers 2183 (CIP) and 2185 (Control Total Achievement) were reviewed.
9. The IM&T report from 7 June 2018 was provided for information and assurance together with the GDPR update report from 4 June 2018.
10. The processes for Reference Costs 2017/18 were approved by the Committee.
11. The Committee noted the publication by CQC of The Trust's "Use of Resources" report and the evaluation as "Good".
12. EDG and SBMG meetings for June 2018 were verbally referenced.

**Key Decision(s)/Recommendations Made:**

1. As above.

Name: Robin Sutton (Committee Chair)

**Council of Governors**

**Wednesday 18 July 2018**

<b>Agenda Item:</b>	11
<b>Report Title:</b>	Lead Governor's Report
<b>Report By:</b>	Lead Governor
<b>Open or Closed:</b>	Open under the Freedom of Information Act
<b>1. Summary of Report</b>	
1.1	Topical areas of interest presented by the Lead Governor arising since the last Council of Governors meeting on 18 April 2018.
<b>2. Main Report</b>	
2.1	In reference to Mairead McAlinden's announcement of her retirement following her recent family bereavement, the CoG would wish to acknowledge the considerable contribution that Mairead has made to the development of the ICO and to the support that she gave to both the CoG and to individual governors during her time with the Trust. We wish Mairead and her family every success in the future for whatever path they choose to take.
2.2	<p>The last 3 months have seen some very positive achievements for the Trust. These included the following:</p> <ul style="list-style-type: none"> <li>• A rating of 'Good' from the CQC following a Well-Led Inspection.</li> <li>• The Trust achieved financial balance for the year 2016/17, one of the very few in the South West.</li> <li>• We have also excitedly received £13.3 m for the re-development of ED.</li> </ul> <p>Governors have been actively involved in the PLACE Assessments and PEER Reviews which again have provided the opportunity for our engagement and input to the acute and community hospital functions.</p> <p>However, the Trust continues to have challenges to address RTT and other key waiting time targets combined with the further expectation of a cost saving in excess of £20+ million. 2018/19 will be equally demanding.</p>
2.3	The Strategy Focus Group met on 25 May and further work is ongoing; a copy of the notes is attached to this report for reference. Vikki Matthews is also now a welcome Group member.
2.4	The Torbay and South Hams constituencies have decided to have a nominated NED attached to their constituency; for South Hams this will be Vikki Matthews, and for Torbay, Jacqui Lyttle. Teignbridge continue to invite a NED as and when required.
2.5	The voting mechanism for the Governor Observer positions on Trust committees/groups will be briefed to the governors today by the Interim Company Secretary.
2.6	We can advise that the South Hams Council Nominated Governor Simon Wright has been replaced by Peter Smerdon. Unfortunately it is by default that we have been

advised of this. Peter will be invited to further CoG meetings.

- 2.7 The Lead Governor reminds colleagues that we need to review questions for the NED and Chairman appraisal process for next year, and proposes that this is developed for consideration by the Nominations and Remuneration Committee.
- 2.8 The IT interface debate continues as to how we take this forward because of the cost implications.
- 2.9 The Lead Governor has been actively involved in the tender process for the selection of the preferred partner for the Strategic Estates Partnership. A presentation will be provided at the August Board to CoG meeting.
- 2.10 The planning is completed for the Governors Communications Log and a progress update will be provided at the 18 July meeting.
- 2.11 External Audit were asked to provide Governor training at the August Board to CoG meeting. Unfortunately they are now unable to attend in August and therefore will rearrange for a later date.
- 2.12 The procedure for thanking governors whose term of office has ceased will, in future, be acknowledged by the Trust Office in liaison with the Lead Governor in writing, expressing their thanks.
- 2.13 Key areas for future meetings include:
- SWAST
  - Governor training by External Audit
  - ICE Creates
  - Presentation on the work of the Communications Team
  - NED portfolios
  - Ongoing presentations from NED Committee Chairs and their personal profiles.
- We have also asked Claire Burton, the new Quality and Compliance Manager, to undertake a presentation on her role and its extended brief.

### **3. Recommendations**

- 3.1 As at section 2.2, could governors agree to the further work that is required in the development of the induction programme of new governors.
- 3.2 As at section 2.4, the CoG are asked to consider how they will develop an agreed plan for communication with the public.
- 3.3 As at section 2.6, following the positive feedback from the development session in March could governors provide any items of interest they would like to be considered for the next development session taking place in October.

### **4. Decisions Needed to be Taken**

- 4.1 Note and comment on the information outlined above/attached.
- 4.2 Approve the recommendations as at section 3.

### **5. Attached to this Report**

Attachment one

25 May Strategy Focus Group notes

Attachment two

-

Constituency reports from South Hams and Plymouth, Torbay and Teignbridge.



**CONSTITUENCY REPORT**

<b>Constituency:</b>	South Hams
<b>Meeting date:</b>	Mon 9/4/18
<b>Governors present:</b>	Simon Wright (SW) Peter Coates (PC) Mary Lewis ML) Craig Davidson (ACD)
<b>Apologies:</b>	None
<b>Author of the report:</b>	ACD

**Agenda**

**1. Health & Wellbeing Centre Dartmouth.**

The reasons why the Riverview plan had failed were discussed with different views expressed about when & why it had gone wrong. It appears that the owners and the care home company had deliberately misled the ICO which had, however, been slow to investigate and challenge. It was agreed that a new build could potentially deliver a better solution although this was unlikely to include residential beds. Governors were concerned that the plan to hold a public meeting was politically driven and would run the risk of further increasing public anger and confusion unless a concrete plan B was available for discussion. We were also dismayed at the suggestion of holding a second formal consultation and considered this unnecessary, potentially harmful and certainly involving yet further delay. Indeed, far from the failure of Riverview galvanising action, the pace of exploring plan B has been slow For instance a plan to appoint a business partner in June/July. A need to get on with selling or developing the former community hospital was also seen as important. As has previously been stated by SH governors, the communication from the ICO/CCG with the public has been poor with opportunities lost to positively influence public opinion. There was also concern that DMP were unlikely to contribute to planning of plan B and might no longer want to be involved. One positive outcome however had been greater engagement by governors with the general public, PPG and the voluntary sector.

## 2. Dartmouth Health & Wellbeing Partnership

This social enterprise initiative has yet to be formally launched. There have been 2 meetings of the steering group under the chairmanship of Nick Hindmarsh, Manager of Dartmouth Caring, with secretarial and organisational support from Sarah Fox. Some of the business of the former Implementation group for Riverview had been discussed at the planning meetings of the Partnership. Governors agreed that the current name for the Social Enterprise was unhelpful.

## 3. Contact with PPGs

It was noted that one of the senior partners at DMP had resigned to take up the CEO role of LiveWell in Plymouth but that some needed maintenance and improvements were being made to the practice building. Delays to see GPs had increased as had availability of phone consultations. Continued attendance by governors at PPG meetings considered essential.

## 4. Governor assessment session March 18

ML reported on this annual review as other governors had been unable to attend. Interim secretary Charlie Helps ran the day. No surprising findings from governor questionnaires. SH has proportionally fewer Trust Members than other constituencies and CH had encouraged us to help recruit new Members. In discussion the SH governors questioned the value of Members to the ICO. Members get few tangible benefits and very few contribute and communication with them was expensive. There is also the risk that those that do contribute have skewed agendas.

CH had indicated that verbal feedback from recent CQC inspection had been that they found the Trust's governance structure opaque and that he would be carrying out a review of the Board and committees structure. He went on to say that the role of governor observers needed review. He hoped COG would propose 2 or 3 key priorities to take forward and he thought a training session on how to effectively challenge might be useful. For instance what does "holding to account" mean?



**5. Priorities for 18 -19**

Dartmouth HWC, ambulance performance, increasing our contact with public, contributing to social enterprise, learning how best to hold EDS to account and increasing the value of being a Governor. The governors discussed having a NED aligned to the SH constituency and are in favour.

**6. AOB.**

PC raised concern at the perceived communication difficulties between Norton Brook GP surgery, Torbay and Kingsbridge CH. He also felt that the problem of living on the border between Plymouth & Torbay catchment boundaries was not sufficiently appreciated. RTT performance was discussed. It was recognised that the recent adverse weather made progress with this difficult but we were happy to see that despite this performance had significantly improved. SW informed the group that he would need to resign from representing local government because of an increase in his councillor responsibilities. No info on his replacement.

**Date of next meeting. 9/7/ 18 10.0-12.0**

**Minutes sent to Trust office for information/circulation 12/4/18**

PUBLIC

**CONSTITUENCY SUMMARY SHEET**

<b>Constituency:</b>	TORBAY
<b>Meeting date:</b>	11 <sup>th</sup> April 18
<b>Governors present:</b>	WM, BB, EW, LH + Nicole Amil (TBC)
<b>Apologies:</b>	AP, KA, PL
<b>Author of the report:</b>	LH

**Agenda**

**Welcome** - WM introduced Elizabeth Welch and Nicole Amil to the meeting and explained that another of our new Governors – Ken Allen was unable to attend today.

**Approval of Minutes of last meeting dated 22.2.18** - Approved.

**1. Matters Arising** – One query re AP attending Locality Stakeholders meetings was answered inasmuch as AP’s job role has expanded and he will have even more limits on his time to spend on his Gov duties.

WM to email all Constituency Members to ask for a volunteer for Locality Stakeholders Group.

**2. Feedback from CQC Inspection – 6<sup>th</sup> -8<sup>th</sup> March**

Jane Viner is expecting the first draft of their report next week with the final report due in May.

Some Gov’s (inc Staf Govs) were interviewed in depth at a session lasting over an hour. It was hoped that a person from each constituency would be involved but no-one was available from Sth Hams. At the end of the interview the Inspector’s comments were positive.

**3. Feedback from Governor observer roles**

WM expressed concern that there are insufficient Govs volunteering as Gov Observers. As such WM and CD have had to cover those committees not covered. WM encouraged all Govs to put their names forward at the next Gov Refresh – replies to the Trust office by 12.4.18.

**4. Feedback from Patient Participation Groups**

BB reported that his PPG (Chillcote) is only a ‘tick box’ exercise as they have never held a

meeting – he has resigned as Chairman as he had no access to patients on the panel.

Brunel Practice will now be covered by EW.

Croft Hall – LH explained that because of the CQC Inspection she was unable to attend their first meeting and has not received any minutes – even though requested.

Churston Medical Practice – WM – a practice rated as Outstanding by the CQC – are now re-visiting the way they connect with patients.

Because the whole purpose of our involvement is to get feedback on the issues of Primary Care, WM will write to all the practices to ask what is in place, and how can we engage.

AP, PL and KA – details required from each.

## **5. Feedback and Discussion following Self Assessment Process**

Will be discussed further at Pre-COG on Wed 18.4.18

One issue, which is important is that we all present a single message by way of our communicating with the public members. This should be voiced through each constituency.

Consultation – in the main – should be us listening to our members

At the Self Asst meeting a strategy for engagement was discussed – and now Membership Group would like to agree a diary list of all engagement (all constituencies) with the members – be it via schools, private club meetings, schools, local hospitals etc. More co-ordination with Comms is required so that the same message is going out to everyone.

CH – will introduce a log of all Gov communications through the Trust office.

CH will review all constituencies in terms of proportional representation of Goves in each area – based on the increased population and development in all areas. Only 3 Goves in Sth Hams does not appear to be enough

## **6. Feedback and Discussion following Developmental Session**

EW – very interesting/helpful

BB - not able to attend

LH – very informative – learned a lot.

WM – of great value – highlighted the direction and strategy of the Trust

## **7. Priorities for Torbay Governors in this next year**

To reflect on what we discussed at Self Asst.

How do we take our communications with public forward – it may be that the new Govs may come forward with fresh ideas.

Continue to establish the presence and effectiveness of PPG's. Our participation can then be confirmed and having 7 Govs in Torbay, good representation can be achieved.

Continue good communication with our members – establish a plan regarding contact options and consistent message.

WM reminded us again that she would like to hand over the Chairmanship of Torbay Const – and asked again for someone to take up this post.

**A.O.B.** None

**Date and time of next meeting.**

**Mon 25<sup>th</sup> June – 5.00pm – Members Room**

Minutes of this Meeting (Author) - LH

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**Agenda items for Council of Governors, Board to Council Meetings**

**Name:**

**Theme/subject:**

**Source e.g. Constituency meeting**

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**Details of Governor visits/external work – None – other than reported above**

- 1.
- 2.
- 3.
- 4.
- 5.

**Matters requiring attention importance level (high) (medium) (low)**

Please indicate - None

**Topics of interest/agenda items for next constituency meeting**

Minutes dated .....Circulated to Trust office, Lead Governor / other  
Governors.

Yes

No

PUBLIC

DRAFT

<b>Meeting Date:</b>	June 25 <sup>th</sup> 2018 Members Room Torbay Hospital
<b>Governors present:</b>	WM, KA, LH, EW plus Nicole Amil
<b>Apologies:</b>	AP, BB, PL
<b>Author of the report:</b>	KA

1. WM opened the meeting and welcomed all present. WM explained that AP is considering not continuing as a Governor due to work commitments – WM to speak with AP to review the situation.
2. Minutes of last meeting (11<sup>th</sup> April 2018) were approved.
3. Matters arising – none other than with respect to agenda items below.
4. Final report from the Care Quality Commission well led inspection, 6-8<sup>TH</sup> of March – The Quality/Compliance Governors Meeting has received a template from the Trust with actions from the Report – Minutes of the Meeting will be circulated to all Governors.
5. Feedback from Governor Observer roles. WM - Observer Reports from Governors are not being circulated in a timely manner – needs addressing
6. Feedback from Patient Participation Group Letter to CCG. WM – a more closer relationship is being developed; WM attending next meeting on 4<sup>th</sup> July at 2 – 4pm, will report back
7. Nominated NED attendance – mixed responses received regarding NED attendance/membership of Constituency Groups – considered best to have a NED linked geographically to each Constituency – for Torbay it would be by JL – senior NED and very active – WM to write to JL to invite her to next meeting – all agreed.
8. Agenda Items for next Council of Governors – there are issues of volume of paperwork coming from the Trust and time pressures in the main office. There was also an issue with availability of paperwork for the Remuneration Committee – resulting in it being postponed. There is to be a formal request to the Chairman for a proposed resolution to the current secretarial staff shortage and an implementation plan for the appointment of a permanent Company Secretary (assuming that the Trust has completed its review process and created an implementation timescale).

9. Priorities for Torbay governors in next year – deferred to next meeting
  
10. Governor attendance at local stakeholders meetings – to be followed up for next meeting
11. Guest speakers – Jo Curtis (PPG) to be invited to one of our meetings, also Jacqui Lyttle
12. Membership/Communication with the public – difficulties to be followed up
13. Appoint new Chair – this was WM’s last meeting as Torbay Lead, now that she is Lead Governor – KA appointed as new Constituency Lead.
14. A.O.B – Lynn has had no response re committee she was asked to attend – Children and Young People’s Engagement forum with Torbay and Young Persons Engagement.
15. Date and time of next meeting – Tuesday 4<sup>th</sup> September 16:30 – 18:00 (NB: CoG meeting on 21/9 is the AGM)

KAA  
28<sup>th</sup> June 2018

DRAFT

**CONSTITUENCY SUMMARY SHEET**

<b>Constituency:</b>	Teignbridge
<b>Meeting date:</b>	20 June 2018 at 11am-1pm at Ashburton Hospital
<b>Governors present:</b>	Carol Day Annie Hall Barbara Inger Mike James David Parsons Sylvia Russell John Smith
<b>Apologies:</b>	None
<b>Author of the report:</b>	Barbara Inger

**Minutes**

1. This meeting was held at Ashburton Hospital, an email has been sent to Philippa Hustwayte Receptionist and Caron Turner Admin Lead, thanking them for making us so welcome.
2. Approval of Minutes of last meeting held on 31 January 2018.
3. Feedback from the constituency (all)

An email was received from CD: stating that both South Hams and Torquay Constituencies has decided to have a specific NED 'attached' to their meetings. This had previously been discussed at the CoG meeting on 18 April 2018. We discussed again and were happy to invite a NED to one of our meetings for a specific purpose but due to the fact we did not know which of the NEDs dealt with what on the Board and would not know who to contact. We also questioned whether NEDs would want to attend and whether they had the time. We were also unsure what value this would actually bring to the group.

At Public Board meetings there seems to be more and more items being discussed at Private Board and whilst this is their prerogative we are not now receiving any Private Board Minutes the last one received was December 2017. CD said she would pursue this with the Interim Company Secretary.

Pre-CoG has always been an open forum for Governors to meet up with members of other Constituencies and seek different views and chat about issues that affect us all. It now has an Agenda and Minutes, when as a Council did we approve this change? It is the only time when all Council members can meet up which is valuable. This was discussed and unanimously agreed the Pre-Cog should remain as an open forum.

BI said she had been looking something up in her copy of the Trusts Constitution which was dated October 2014 but when she went to the Trust web site found that Constitution was dated April 2017. This brought on a discussion about which Governors had the correct reference documents in their blue folders. Only Mike James our new Governor, had the latest Constitution document, whereas others had either October 2014 or October 2015. CD said she would investigate this further with the Interim Company Secretary.

Group refresh on observer committees and votes for Remuneration Committee and Nominations Committee. DP had noted that the same people are on the Remuneration Committee and Nominations Committee and had asked the Interim Company Secretary to



have sight of the voting slips for these Committees and as yet has received no reply. Similarly the Group refresh, it had not been made clear at the last CoG meeting who and how this choice was made nor whether the Chairs of the observer groups were asked for their opinions. We discussed this further and agreed that it should be put on the next agenda for the next CoG on 18 July 2018 for further clarification.

Cathy French had been invited to attend as a member of the Public but was unable to attend on the day. She would have liked to have discussed social care, saying she had spoken to Mairead probably 6 months ago about the use of redundant community hospitals for social Care, run in conjunction with the voluntary sector who was interested to think about it. This was discussed and agreed to ask Liz Davenport the Interim CEO whether there were any plans to take this suggestion up.

**We were reminded that the overriding role of the Council of Governors is to hold the NEDs individually and collectively, to account for the performance of the Board of directors and to represent the interests of the Trust members and of the public.**

4. Feedback from Governors observer roles.

Teignmouth Engagement 24 May at Teignbridge Heritage Centre – David Parsons

Place Assessments at Dawlish Hospital were carried out by Carol Day and David Parsons

Place Assessments at Torbay were carried out by Annie Hall and Carol Day

Place Assessments at Newton Abbot were carried out by Barbara Inger and David Parsons.

Carer's Week – shadowing was done by Annie Hall who told us she spent three hours talking to an older couple who were carers for each other. She was told how nice it was to have face to face contact talking to a real person. Annie and the rest of our group were surprised there was little feed back to the Trust except that a paragraph would appear in the Carer's Newsletter. The Group thought it was a missed opportunity for the Trust to gain valuable feedback considering they are an Integrated Care Organisation. Other Governors had put their names forward but had not received any information whether they were taking part or not.

A.O.B. None

Date and time of next meeting. TBA

Minutes of this Meeting (Author) Barbara Inger

### **Agenda items for Council of Governors, Board to Council Meetings**

#### **Theme/subject:**

At the last meeting in January, and documented in the minutes askrd if we could have a talk from the Ambulance Service to give us a better understanding of how they prioritise their calls. The Lead Governor said she misunderstood and thought it was for our Constituency only, therefore a further request is made to invite a representative from the Ambulance Service either at a CoG or a Board to Council meeting.

Public Board Minutes. CD

Inconsistency of reference documents in the Blue folders. CD

Group refresh and Governer Observer Committees, how and who made the choices. CH

The use of redundant Community Hospitals for Social Care, run in conjunction with the

voluntary sector. LD

**Source - Constituency meeting**

**Minutes dated 20 June 2018 circulated to Trust office, Lead Governor / other Governors.**

**Yes**

PUBLIC / PRIVATE (delete as appropriate – if PRIVATE, please use NHS to NHS email addresses)

**Council of Governors**

**Wednesday 18 July 2018**

<b>Agenda Item:</b>	12
<b>Report Title:</b>	Quality and Compliance Committee Report
<b>Report By:</b>	Wendy Marshfield
<b>Open or Closed:</b>	Open under the Freedom of Information Act
<b>1. Summary of Report</b>	
1.1	Update report of the Quality and Compliance Committee (Q&CC) following their most recent meeting on 13 June 2018.
1.2	The draft notes of the June meeting are attached to this report.
1.3	A number of points are for noting: <ul style="list-style-type: none"> <li>• Membership for this Committee has been reviewed to include the attendance of the Chief Executive of Healthwatch.</li> <li>• 'One other' publicly elected governor place was offered to the Chair of the Membership Group and Committee members confirmed that they would wish this to continue.</li> <li>• Minutes of this meeting will in future be sent to all governors following the meeting however this is incumbent on the Trust administrative team receiving the observer reports in a timely manner to facilitate this and also recognising the current capacity of the team.</li> <li>• Claire Burton is the new Quality and Compliance Manager. Claire has a much wider brief than her predecessor and is responsible for compliance with all external regulators.</li> </ul>
<b>2. Recommendations</b>	
2.1	Council of Governors receives the draft notes as at attachment one and supports the current work of the Quality and Compliance Committee.
<b>3. Decisions Needed to be Taken</b>	
3.1	Note and comment on the information above/attached.
3.2	Approve the recommendations as at section two.
<b>4. Attached to this report</b>	
Attachment one - Draft notes of the June Q&CC meeting together with Appendix 1 Statement from Governors on TSDFT Quality Account 2017-18.	

## MINUTES OF THE QUALITY AND COMPLIANCE COMMITTEE MEETING

HELD IN TREC FOYER, HORIZON CENTRE, TORBAY HOSPITAL

AT 10AM ON WEDNESDAY 13 JUNE 2018

- |                       |                                 |
|-----------------------|---------------------------------|
| * Peter Coates (PC)   | Lynne Hookings (LH)             |
| * Craig Davidson (CD) | Paul Lilley (PL)                |
| Carol Day (CDy)       | * Wendy Marshfield (WM) – Chair |
| * Annie Hall (AH)     | * Elizabeth Welch (EW)          |

\*Denotes member present

### In attendance

Pat Harris, Chief Executive Healthwatch Torbay (PH)  
Monica Trist, Corporate Governance Manager (CGM)  
Jenness Barber, note taker (JB)

### 1. Apologies

Carol Day, Lynne Hookings, Paul Lilley.

WM welcomed Pat Harris from Healthwatch Torbay and it was noted that the Terms of Reference are amended to reflect Healthwatch being a member of this Committee.

### 2. Appointment of Chair until April 2019

PC proposed WM. No further names were put forward. AH seconded and WM accepted.

### 3. Minutes of the last meeting

The minutes of the last meeting dated 14 March 2018 were **agreed** as accurate.

- Ref agenda item 2 – Minutes of the last meeting  
WM advised that she would be meeting with Nicole Amil later today to ask if she would be able to attend the Torbay Constituency meetings, WM to feed back to Torbay Constituency following the meeting with Nicole.  
WM reported that Councillor Peter Smerdon has been appointed as nominated governor for South Hams District Council in place of Simon Wright.
- Ref agenda item 7.1 – Safeguarding/Inclusion Group  
Safeguarding Children and Safeguarding Adults Level 1 are included in the Volunteers Induction.
- Ref agenda item 7.2 – Quality Improvement Group  
CD spoke about the scoring of incidents escalated to QAC.

Action

	<ul style="list-style-type: none"> <li>Ref agenda item 9 – Report to CoG WM has completed the Lead Governor report which is included in the Trust's Annual Report – JB to attach as Appendix 1 to these minutes.</li> </ul>	JB
4.	<b><u>Matters arising</u></b>	
	The Committee asked that details of next meetings could be put in bold on future minutes.	JB
5.	<b><u>Review the Terms of Reference</u></b>	
2.	<b>Membership</b>	
2.1	<p>This needs to be amended to include Healthwatch Torbay. It was noted that Staff Governors have found it difficult timewise to attend meetings but a Staff Governor will be attending the next meeting. 'One other publicly elected governor' was offered to the Chair of the Membership Group, WM asked members if they would like this to continue or open it out to other governors. All <b>agreed</b> that it continue – ToR to be amended to reflect this.</p>	CGM
7.	<b>Minutes of Meetings</b>	
7.2	<p>It was <b>agreed</b> that the draft minutes of these meetings be circulated to all governors when completed and to not wait until the next Council of Governors papers are issued so that governors receive them in a timely manner.</p>	JB
	<p>At the moment Governor Observer reports are sent to all governors after the Q&amp;CC meetings, it was <b>agreed</b> that these reports are sent on a monthly basis (on the last day of the month) instead. WM said she would chase any reports that are missing.</p>	JB/WM
11.	<b>Other</b>	
11.1	Review of this Committee to be put on September meeting agenda.	JB
6.	<b><u>CQC update</u></b>	
	<p>February/March 2018 CQC Action Plan was handed out along with an update from Claire Burton, Quality and Compliance Manager, who unfortunately could not be present at the meeting today. Claire has been appointed as a lead in compliance and has a wider brief than Sharon Goldsworthy (previous CQC Lead). She is responsible for compliance with all external regulatory requirements and is focussing on the CQC Action Plan at the moment. It was <b>agreed</b> to ask Claire to present her role at the next meeting.</p>	JB
7.	<b><u>Quality update</u></b>	
	Susan Martin, Quality Lead, not present at this meeting to give update.	
8.	<b><u>Healthwatch</u></b>	
	WM introduced Pat Harris, Chief Executive Healthwatch Torbay, and informed the Committee that Healthwatch reports are available on the Healthwatch website.	
	PH summarised recent Healthwatch activity and discussion took place on how the governors could work more closely with Healthwatch.	
	WM thanked PH for attending and welcomed her to future meetings.	

## 9. **Feedback from governor observers**

WM handed out a meetings framework to Committee members explaining that this may be useful as an overall picture although it needs updating slightly. It was **agreed** CGM/JB would update.

CGM/JB

The Governor Observer Protocol was discussed and amendments **agreed**. It was **agreed** that Governor Observer reports should be submitted to the Foundation Trust Office within one week of the meeting.

CGM/JB

ALL

WM would like all governors to let the FT Office know as soon as possible if they cannot attend a meeting so that another governor can attend in their place as Governor Observer.

WM was concerned that there was still one vacancy on the Membership Group and this will be circulated to governors for expressions of interest.

CGM/JB

### 9.1 **Safeguarding/Inclusion Group**

AH reported that she had no concerns.

### 9.2 **Quality Improvement Group**

CD reported that he felt it useful to have people understand non-invasive ventilation.

At the last QIG meeting 7 out of 10 requirements were not being met and felt concerned that this was not recognised as a problem. CD to discuss with Rob Dyer in the first instance and report back to CGM.

CD

CD stated that this is an extremely good forum and there is now a Part 3 where clinicians have the opportunity to talk regarding tricky areas.

### 9.3 **Workforce and Organisational Development Group**

WM reported that there have been pressures on HR due to MARS (Mutually Accepted Resignation Scheme) opportunities. Jane Pightling, Deputy Director of Organisational Development, is working with HR and the Interim Company Secretary looking at HR processes. CGM informed the Committee that interviews have taken place for two Associate Directors of HR.

### 9.4 **Capital Infrastructure and Environment Group**

WM attended 18 April meeting and Elizabeth Welch is now Governor Observer for this group and attended the 16 May meeting. WM felt that this is a very well-run meeting. EW agreed and said it is a very open meeting and that anyone who has concerns would be able to raise them at these meetings. EW feels that Estates are under-resourced financially.

JB left the meeting at this point.

### 9.5 **Finance, Performance and Investment Committee**

CDy attended March and April meetings and provided the reports. PC reported on the meeting held in May with nothing further to add to the reports.

### 9.6 **Quality Assurance Committee**

WM reported on the meeting she had attended as Governor Observer with nothing

further to add to her report.

**9.7 Audit and Assurance Committee**

WM reported on the meeting she had attended as Governor Observer with nothing further to add to her report.

**9.8 Information Management and IT Group**

CDy provided the reports for April and May's meetings and there were no further comments from the Committee.

**10. Reports from Non-Members**

**10.1 Infection Prevention and Control and Decontamination Group**

No Governor Observer report available for April meeting.

**10.2 Disability Awareness Action Group**

No Governor Observer on March meeting and no Governor Observer report available for May meeting.

**11. Prepare/discuss report to Council of Governors (CoG) on 18 July 2018**

WM asked Committee members to contact her with any suggestions.

**12. Decide whether to invite speaker(s) to the next meeting**

Deferred.

**Details of next meeting**

7 September 2018, 10am – 12pm, Members Room, Hengrave House, Torbay Hospital.

ALL

## Statement from Governors on Torbay and South Devon NHS Foundation Trust Quality Account 2017/18

The Governor quality statement demonstrates the continued commitment that the Trust has in developing and implementing its strategy for health and social care, focusing on providing care to patients at home and maintaining their independence. Further testament is evident that the Trust has also continued to develop its estate plan, with the successful opening of the Critical Care Unit and the replacement of two linear accelerators to improve the delivery of oncology services. These developments have been delivered against the most challenging year for the NHS financially, the increasing complexity of health and social care and unprecedented levels of activity.

Last year's quality account listed five priority areas for quality improvement in 2017/18, all of which had been agreed with local stakeholders. Considerable progress has been made in these areas with further work continuing.

The Council of Governor's chosen quality audit for 2017 was "Delayed Transfer of Care" and the audit identified that the Trust continues to have a low delayed transfer of care rate compared to other hospitals in England. However, it was identified that further work should be undertaken to improve systems for recording data and developing criteria for discharge.

Governor representatives participated in the Quality Account Stakeholders' meeting for this year and the audit chosen for 2018/19 is "Readmission within 28 days".

There is strong evidence that the Trust continues to review and participate in national clinical audit and research, and when appropriate, implementing the recommendations from the findings to support the improvement of healthcare.

The Governor Observer role continues to provide the Council of Governors with the opportunity to engage with the safety and quality agenda and in providing an assessment of evidence on the performance of the Trust against national Key Performance Indicators.

The Trust continues to be challenged in achieving the Referral to Treatment (RTT) for both 18 and 52 week waits. It has also been challenging to maintain consistent performance against cancer targets. However, there is clear evidence of action plans in place which are constantly reviewed to address the challenges faced.

The Governor Observer role has also provided the opportunity for governors to review the actions and performance of the Chair and Non-executive Directors. A more formal process has been adopted this year to support the appraisal with all



governors actively involved.

Further scrutiny conducted by the Quality and Compliance Committee members in providing the Council of Governors with evidence that the Trust is performing well. This includes statutory committee reviews and reports on CQC Key Lines of Enquiry.

The governors can confirm that they continue to receive evidenced assurance of the Trust's commitment to the provision of safe, high quality and responsive health and social care. We recognise the challenges the Trust faces and support the Board in in delivering new models of care within a very tight financial framework and look forward to continuing as to be active participants working together in the future.