

Torbay and South Devon NHS Foundation Trust



Council of Governors

Anna Dart Lecture Theatre, Horizon Centre, Torbay Hospital.

21 September 2018 10:00 - 21 September 2018 12:00

AGENDA

#	Description	Owner	Time
1	<p>Chairman's welcome and apologies: Bob Bryant, David Hickman, April Hopkins, Andy Proctor, Anna Pryor, Elizabeth Welch, Paul Cooper, Rob Dyer, Vikki Matthews, Jane Viner, Ann Wagner.</p> <p>For information</p>	Chairman	
2	<p>Declaration of interests</p> <p>To receive</p>	Chairman	
3	<p>Minutes of the last meeting held on 18 July 2018 (enc)</p> <p>To approve</p> <p> 03 - 2018.07.18 DRAFT CoG minutes.pdf 5</p>	Chairman	5 mins
4	<p>Chairman's report (verbal)</p> <p>To receive</p>	Chairman	10 mins
5	<p>Chief Executive's report (verbal)</p> <p>To receive</p>	Interim Chief Executive	15 mins
6	<p>Company Secretary's report (verbal)</p> <p>To receive</p>	Interim CoSec	5 mins
7	<p>Governor Communications Log (to follow)</p> <p>To receive</p>	Interim CoSec	5 mins
8	<p>2019/20 Business Planning (presentation)</p> <p>To receive</p>	Dep Dir of Strategy	10 mins
9	<p>Non-Executive Director reports (enc)</p> <p>To receive</p> <p> 9a - 2018.07.27_Audit_Cttee_Report_to_CoG.pdf 13</p> <p> 9b - 2018.08.28_FPI_Cttee_Report_to_CoG.pdf 15</p>	NEDs	10 mins
10	<p>Non-Executive Director Presentation (verbal)</p> <p>To receive</p>	P Richards	15 mins

#	Description	Owner	Time
11	<p>Lead Governor's report including Constituency Reports (enc)</p> <p>To receive</p> <p> 11 - Lead Governor report September 2018.pdf 17</p>	Lead Governor	10 mins
12	<p>Quality and Compliance Committee Report (verbal)</p> <p>To receive</p>	Committee Chair	10 mins
13	<p>Membership Group report (verbal)</p> <p>To receive</p>	Group Chair	10 mins
14	<p>Annual Audit Letter (enc)</p> <p>For information</p> <p> 14 - Annual Audit Letter - Issue for Audit Committee... 25</p>	Lead Governor	
15	<p>Details of next meeting: 12 December 2018, 2pm – 4pm, Anna Dart Lecture Theatre, Horizon Centre</p> <p>For information</p>		
	<p>Executive Directors, Non-Executive Directors and members of the public please leave the meeting at this point</p>		

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MINUTES OF THE COUNCIL OF GOVERNORS MEETING

HELD AT 3.10PM IN THE ANNA DART LECTURE THEATRE,

HORIZON CENTRE, TORBAY HOSPITAL

18 JULY 2018

Governors

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

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

1. Welcome and Apologies

Apologies were received from Lesley Archer, Lynne Hookings, Michael James, Paul Lilley, Andy Proctor, Peter Smerdon, Judy Falcão, Jacqui Lyttle, Jon Welch.

2. Declaration of Interests

Action

There were no declarations of interests.

3. **Minutes of the Meeting held on 18 April 2018**

The minutes were approved as an accurate record of the meeting.

4. **Chairman's Report**

The Chairman expressed his gratitude to governors for their part in ensuring an excellent result for 2017/18, in both balancing its books and achieving good assessments from both CQC and NHSE in the same year. The financial challenge for 2018/19 is huge, and the Trust is determined to rebalance the areas of activity needing capital expenditure although last year's strategy was the right one. The government is making resource available, targeted at Trusts like ours where proven capacity to manage our business within limits whilst delivering innovation is recognised. We are seeing significant examples of this – not least the commitment to fund improvements in our emergency and urgent care pathway.

The challenges and areas that CoG need to be aware of include Developments in the County and the Peninsula, and it is unclear how finances will be organised in the future across the STP and NHSE, and this may impact on the CCG's commissioning arrangements and the Trust's risk share agreement. The Chairman would do everything possible to fight the Trust's corner if any new funding arrangements would appear to disadvantage TSDFT.

The Trust had done exceptionally well in leading the consortium bid for Children and Young People's Services and if the bid is successful, the implications will be significant. The Chairman wished to make CoG aware of a potential challenge from the commercial deliverer with whom the Trust was competing.

Developments at Dartmouth, Teignmouth and Ashburton are ongoing and the Executive Director team would be able to provide further information as required.

Governors had asked if NEDs could be linked to the localities of South Hams and Torbay, and the Chairman had asked Vikki Matthews and Jacqui Lyttle to take these roles on respectively. The Chairman would be happy to respond if the Teignbridge constituency makes a similar request. The Chairman suggested that this should be regarded as a trial, to be reviewed at the end of the year. The Chairman advised that he would also be delighted to attend locality meetings, either throughout or just for the first ten minutes, if governors felt this would be that would be valuable and chose to invite him.

NED portfolios had been amended to reflect the above arrangement, and a further significant change may arise dependent on the outcome of staffing decisions at Torbay Pharmaceuticals (TP). The Board is clear that long term, returning to a Trust NED as TP Board Chair would be the preferred option. There were no further changes planned to the key Board support committees chaired by NEDs. The rest comprise either emerging or changing requirements and changes that would result from decisions about governor committees. Once the position had been finalised the Chairman would arrange for a new edition of the NED portfolio document.

The Chairman informed the CoG that Mairead McAlinden would be taking early retirement from the end of July. He emphasised that her leave to date had been unpaid and she had received exactly the same treatment from the Trust as any other member of staff. The Chairman had agreed to waive the contractual requirement for notice and felt sure that the governors would agree that Mairead had left the Trust with a most positive legacy and he had expressed her gratitude for all the support

from the Trust over recent months.

The Trust is using the services of GatenbySanderson to recruit a substantive Chief Executive. The previous process which was robust and worked well would be used again. Candidates will be invited to present to a topic in the TREC, followed by a round robin of focus groups in the Horizon Centre, then a sandwich lunch with candidates, which would provide the opportunity for more informal questions, leading to a formal panel interview in the afternoon. Governors will be involved with the process including asking the Lead Governor to be a member of the panel. The interview day is provisionally planned for 24 September and will be confirmed as soon as possible.

Since the April CoG meeting, the Chairman and DSI had met with and briefed three of the four local MPs, and a meeting with the fourth, Mel Stride, was still being arranged.

The Chairman apologised for the delay in issuing Private Board minutes to governors and confirmed the open and honest approach he hoped the governors would recognise with regard to communications between the Trust and the CoG. However, with regard to the private board minutes the Chairman hoped that governors would realise that these include items of patient and staff confidentiality and also some commercially sensitive items – those minutes would require redaction before being issued to governors – this was a very resource-intensive process and if any information was not sent to governors, the Chairman hoped that governors would recognise that this was not an attempt to deny them access to information, but was because of the sensitive nature of items discussed at Private Board. The Chairman suggested the issue of private minutes should continue until the next CoG and be reviewed again then. Governors would continue to be provided with the Private Board agenda and the Chairman confirmed his long-standing offer to discuss any individual agenda items with governors if requested by them.

5. **Chief Executive's Report**

The Interim CE presented her report, drawing attention to the following key items:-

TSDFT was cited as an **example of best practice in integration** in a report by the non-executive director of NHS Improvement (NHSI) Lord Carter, published in June 2018. A case study was made of the Trust as an integrated care pioneer.

The building of the **new Brixham Day Centre** was well under way: this will contribute to the offer of health and wellbeing support in Brixham. The Trust was working with the Brixham Hospital League of Friends and the voluntary organisation Brixham Does Care to build the centre. The League of Friends had donated £800k to fund the build and was also overseeing the project. The centre will be known as “the Friends Centre” in recognition of their generous contribution and it is anticipated that the centre will open early in 2019.

CE advised the meeting that the six-week engagement period led by the CCG and supported by the Trust into **bringing some health and care services together in Teignmouth** in a new building had now ended and the feedback was being considered with a full report due to be published in the coming weeks. If it is decided to pursue options that would mean a substantive change to the way services were provided, a public consultation would take place.

South Hams District Council and TSDFT had announced that a proposed new site had been identified for the **Health and Wellbeing Centre in Dartmouth** on part of the overflow Park and Ride car park. CE confirmed that dialogue was ongoing but the Trust's ambition was still to provide an integrated Health and Care Wellbeing Centre

for Dartmouth, working with local community representatives.

The **2017 inpatient survey** had now been released and published on the CQC website – the importance of positive patient experience was now well recognised across the NHS. The **CQC Use of Resources Assessment** report had now been published, confirming their rating of GOOD. Trust staff are to be commended for their approach to efficiency, safely reducing costs and best use of resources.

Headlines were provided from the Month 2 service delivery and financial performance headlines and it was reported that the 2018/19 Operational Plan had been resubmitted on 20 June 2018.

CE informed the meeting of the Staff Heroes presentation which had taken place on 26 June, to staff across the full range of Trust services who had made a real difference and provided kind and compassionate care. The nominated staff included some who had provided support to Mrs McAlinden and her husband during his recent illness.

With regard to partnership working, CE described the collaborative approach being adopted across the whole of Devon to promote good outcomes: these included the agreement reached on a new collaboration between North Devon Healthcare NHS Trust and the Royal Devon and Exeter NHS Foundation Trust (RD&E).

Dame Suzi Leather had recently been appointed as Chair of Devon Sustainability and Transformation Partnership. The RD&E had received NHSI approval to proceed with a new clinical transformation programme and would be implementing a comprehensive electronic patient record known as EPIC.

Governors were advised of the range of celebrations which had been planned to celebrate the 70th anniversary of the NHS. At a tea party held on 5 July, members of the Retirement Fellowship had identified many significant changes which had taken place over the last 70 years.

The Interim CE wished to echo the comment made by the Chairman with regard to the invaluable contribution made by Mrs McAlinden to the formation of the ICO Trust, including the development of a strong management team. Mrs McAlinden would now be providing support in the development of new palliative care services in Northern Ireland.

PC asked where the STP Regional office would be based: CE advised this decision had not yet been made.

SR advised the meeting of a potential community asset bid for Teignmouth Hospital and she would keep the Trust informed on progress of the bid.

6. **Company Secretary's report**

The Interim Company Secretary (CS) briefed the CoG on matters of corporate governance relating to the CoG, advising that the series of Company Secretary reports would form the basis of the corporate governance section of the Trust's 2018/19 Annual report. The 2017/18 annual report and accounts and the Quality Account had been laid before Parliament following approval by the Trust Board and would be formally presented to Trust members at the September Annual Members' Meeting. It would shortly be available on the Trust website and paper copies would be provided on request from the Trust office.

The CS described new provisions being made to support governors, including the planned appointment of a permanent membership Secretary and the procurement of a fit-for-purpose membership database. The annual cycle of business for the Board,

CoG and committees was being revised to provide a smoother flow of information which would help to avoid duplication and enable better exchange of ideas between the Board and governors. The governors' communication log would form one element of this improved communication: this had been issued electronically and paper copies were available at the meeting. CS explained that this would be an agenda item at future meetings of the CoG so that all governors had sight of questions raised and to ensure that governors felt they had received a satisfactory response.

The CS described the current committee structure for the Nominations and Remuneration Committees and explained the rationale for amalgamating the two which is common practice in other NHS Foundation Trusts. The CS apologised for the administrative omission of Mrs Day's name as a member of the Remuneration Committee.

BI asked if the proposal to merge the two committees was "legal" and was assured by the CS that the new provisions were fully compliant with legislation, current practice, and were otherwise appropriate. DP asked if this proposal would need to be put to the membership. The CS explained this was a decision for the CoG and Board of Directors. He confirmed discussing the proposal with NHSI who confirmed it was common practice amongst NHS Foundation Trusts.

BI asked if the proposed change would require an amendment to the constitution. The CS advised the necessary amendment would be administrative and would include the provisions set out in the draft Terms of Reference. BB also asked if the proposal was "legal" and the CS confirmed that it was compliant.

The Chairman asked if governors were prepared to approve the amalgamation of the two committees as described above. DP said that he would prefer longer to "make my own enquiries." Following comments by other governors the Council voted unanimously to accept the proposal to merge the Nominations and Remuneration Committees and to form the "Nomination and Appointments Committee" and mandated the CS to make such administrative changes to the Constitution as were required.

7. **Nomination and Appointments Committee Terms of Reference**

The draft Terms of Reference were approved.

8. **Non-executive directors report**

The Chairman asked governors if there were any questions for the NED Committee Chairs – no question arose.

9. **Non-executive directors presentation**

VM presented the following:

10. **Lead Governor's report**

LG presented her report drawing attention to the following key items:

- The very positive achievements of the Trust over the past few months – she would like to offer her congratulations to the Executive Team and all staff on behalf of the CoG.
- Further work would take place to develop the process for the NED and Chairman and to ensure that appropriate questions were issued for feedback

- by governors.
- A report on the Strategic Estates Partnership would be brought to 15 August Board to CoG meeting.
- Lead Governor thanked the Interim Company Secretary and Foundation Trust Office for the first draft of the governors' communications log: this would be a standing agenda item at future CoG meetings.
- The governors' training due to be provided at 15 August Board to CoG by External Audit was being re-arranged owing to the unavailability of External Audit.
- Topics for future meetings were identified for governors to note. PC confirmed he would be very interested to learn more about the work of the communications team.

The governors approved the following recommendations in the Lead Governor report: 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.

- 3.1 As at section 2.4, the CoG are asked to consider how they will develop an agreed plan for communication with the public.
- 3.2 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.

AP left the meeting at this stage.

10.1 **Constituency reports**

The Chairman thanked governors for the clarity of the reports provided.

The Lead Governor confirmed that the South Hams report had been tabled at the meeting.

South Hams

Various issues had been raised which would be discussed at a meeting between the Lead Governor and the Interim Chief Executive on 19 July. SR asked for clarification of the financial boundaries between NHS and social care: CE advised that every case is different and decided on its own merits – this was a very complex area.

Teignbridge

There were no specific items to highlight from the Constituency Report.

Torbay

The Lead Governor thanked Ken Allen who had now taken over as Chair of the Torbay Constituency. There were no specific items to highlight from the Constituency Report.

10.2 **Governor Strategy Working Group**

Members noted the ongoing work of the group. CD welcomed the involvement of some additional governors to the Strategy Group, which had enabled a "think tank" approach to be developed and to determine what information and guidance governors would like to receive.

10.3 **Thank you letter for governors reaching end of term of office**

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.

11. **Quality and Compliance Committee Report**

The Lead Governor presented her report, which was received by the CoG. The CoG continued to support the work of the Quality and Compliance Committee.

12. **Membership Group report**

The Lead Governor, in the absence of Lynne Hookings, Chair of the Group, asked governors if they had any questions regarding the work of the Membership Group and the meeting held on 8 May. The Chairman invited BI, a member of the Group, if she wished to speak about its work but BI said this had been her first meeting and felt there was little progress to report, which was disappointing.

13. **Motions or questions on notice**

None were received.

AOB

The Chairman invited comments from governors:

- BB asked if the plans for an ACO would impact on NHS organisations, Executive Directors or NEDs. Interim CE confirmed that there was a delay in this process owing to a judicial review. Chairman confirmed the need to keep a watching brief on developments across Devon, as future plans were still at early stages. The ACO approach was similar to the ICO position of TSDFT, and greater clarity was required around the proposal. Interim CE advised that current planning was for "Integrated Care Systems" rather than "Integrated Care Organisation".
- BB spoke about a very positive DAAG meeting, at which he was Governor Observer. He expressed his thanks to DECD and the Estates Department for carrying out various adaptations to the estate to assist people with limited mobility.
- DP raised the Committee Refresh at April CoG. Following several assertions by DP, the Interim Company Secretary confirmed this matter had been discussed in person with DP in a private meeting with the Interim Chief Executive at which DP agreed the matter was resolved to his satisfaction. This had been confirmed in writing on several occasions. DP asked again what system had been used. The Chairman felt it was not appropriate to air this matter in a public meeting.

Details of next meeting

Friday 21 September 2018 (time to be confirmed), Horizon Centre, Torbay Hospital

Report of Audit Committee Chair to TSDFT Council of Governors

Meeting date:	27 July 2018
Report by + date:	Sally Taylor
This report is for: (please select one box)	Information <input checked="" type="checkbox"/> Decision <input type="checkbox"/>
Link to the Trust's strategic objectives: (please select one or more boxes as appropriate)	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"/>
Public or Private (please select one box)	Public <input checked="" type="checkbox"/> or Private <input type="checkbox"/>

1. The recent audit report re delayed transfers of care highlighted some inconsistencies. This resulted in some under-reporting. Actions were taken to address the issues and a subsequent audit provided assurance.
2. A standard operating procedure has now been agreed by the adult social care Board for Torbay. This will also be implemented for South Devon.
3. The Executive response to the audit report on A&E waits provided assurance that work was ongoing to review best practice and consistency in recording time of receiving patients from ambulance crews.
4. The revised Board Assurance Framework was discussed. This is still a work in progress and is very detailed. It was felt that it needed further highlighting of strategic risks. The detail is discussed at the Risk Group and it was felt that there needed to be a report from that group to provide assurance that key risks are regularly reviewed and updated. This group should be concentrating on understanding key actions being taken in respect of current major risks.

Key Decision(s)/Recommendations Made:

1. The committee is seeking a review of the reporting from the workforce committee to enable a more robust interrogation of the issues and actions. This is vital given the importance of our people to our business.

Name: Sally Taylor (Committee Chair)

Report of Finance, Performance and Investment Committee Chair to TSDFT Council of Governors

Meeting date:	28 August 2018
Report by + date:	Robin Sutton, 29 August 2018
This report is for: (please select one box)	Information <input checked="" type="checkbox"/> Decision <input type="checkbox"/>
Link to the Trust's strategic objectives: (please select one or more boxes as appropriate)	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"/>
Public or Private (please select one box)	Public <input checked="" type="checkbox"/> or Private <input type="checkbox"/>

Key issues to highlight to the Board (Month 4):

1. For assurance the Committee reviewed the Month 4 Financial Performance, which remained broadly in line with plan after taking into account not earning the Q1 PSF performance element (£277k). Given the current pressures on A&E it is thought likely that the Trust will miss the targets for earning Q2 PSF. The latest forecast suggests the Trust is facing a gap of £14m on the control total, this consists of CIP £5.9m, Non-recurring £3m and Council/BCF of £5m.
2. For assurance the Committee reviewed the Month 4 Performance Standards together with related management actions and mitigations. Discussion focused upon achieving planned trajectories for the year with particular focus on RTT and Cancer standards.
3. NHSI self-certification for Month 4 was noted by the Committee.
4. The Committee was assured by the deep dive presentation on the Finance Department restructure following the merger.
5. The Committee discussed and reviewed the CIP gap of £5.9m and the supporting Smartsheet position.
6. Torbay Pharmaceuticals financial performance for July 2018 was discussed by the Committee for assurance, a review of an updated forecast following further sales slippage to plan (YTD - £535k) is planned to be undertaken by the TP board.
7. Updates to the Finance Risk Register were noted and Board Assurance Framework Risks Numbers 1231 (Failure to Raise Sufficient Capital) and 1159 (Current IT Systems & Infrastructure) were noted.
8. IM&T report from 2 August 2018 was provided for information and assurance together with CQC report on cyber security from 6 March 2018.
9. The business cases for Meridien and Urology Consultant and Support Staff were reviewed and approved by the Committee.
10. Future deep dives are planned for Procurement and Community SDU.

11. CODAG and SBMT meetings for August 2018 were verbally referenced.

Key Decision(s)/Recommendations Made:

1. As above.

Name: Robin Sutton (Committee Chair)

Council of Governors

Wednesday 21 September 2018

Agenda Item:	12
Report Title:	Lead Governor's Report
Report By:	Lead Governor
Open or Closed:	Open under the Freedom of Information Act
1. Summary of Report	
1.1	Topical areas of interest presented by the Lead Governor arising since the last Council of Governors meeting on 18 July 2018.
2. Main Report	
2.1	The Council of Governors continue to be actively involved with supporting the Trust and members.
2.2	<p>There continues to be very positive achievements for the Trust. These include the following:</p> <ul style="list-style-type: none"> the appointment of the Strategic Estates Partner following an extensive tender process; the commencement of the communication with staff regarding the re-development of the Emergency Department; and the successful appointment of the new Company Secretary. <p>Governors have continued to be actively involved in PEER Reviews which again have provided the opportunity for our engagement and input to the acute and community hospital functions.</p> <p>However, as stated in the July report, the Trust continues to have challenges to address. This includes RTT and other key waiting time targets combined with the further expectation of a cost saving in excess of £20 million.</p> <p>Governors will be actively involved with the interview process for the replacement of the Chief Executive on 24 September 2018.</p>
2.3	The Strategy Focus Group will meet on 27 September to fully develop the skills matrix audit and induction programme for new governors. These will be for governor comment and consideration later.
2.4	The nominated NEDs for the Torbay and South Hams constituency are now actively involved with both constituencies. Teignbridge will continue to invite a NED as and when required.
2.5	The Lead Governor advised that Peter Smerdon, South Hams Nominated Governor, has now been provided with the dates of CoG meetings.
2.6	IT training for governors has now been arranged and the dates have been circulated.

- 2.7 The Lead Governor reminds colleagues that we need to review questions for the NED and Chairman appraisal process for next year. She proposes that this is developed for consideration by the Nomination and Appointments Committee.
- 2.8 The Governors Communications Log has now been reviewed and trialled for 3 months. Feedback from governors on process is welcomed.
- 2.9 Key areas for future meetings include:
- SWAST Presentation;
 - Governor training by External Audit arranged for today's meeting;
 - ICE Creates;
 - Presentation on the work of the Communications Team;
 - NED portfolios; and
 - 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.

Governors are requested to provide proposals for other areas of training or interest.

3. Recommendations

- 3.1 As at section 2.2, could governors agree to the further work that is required in the development of the skills audit.
- 3.2 As at section 2.8, could governors please feedback further changes which may be required to the Communications Log.
- 3.3 As at section 2.9, 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 on 14 November.

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

CONSTITUENCY REPORT

Constituency:	South Hams
Meeting date:	Tues 10/7/18
Governors present:	Simon Wright (SW) Peter Coates (PC) Mary Lewis ML) Craig Davidson (ACD) Vikki Mathews (VM) Peter Smerdon (PS)
Apologies:	None
Author of the report:	ACD

Agenda

1. Constitution

The group welcomed Cllr Peter Smerdon as SHDC representative and Vikki Mathews, recently appointed TSDFT NED, and thanked Cllr Simon Wright for his input over the past 2-3 years. SW is now deputy leader of SHDC. PS is a farmer in Rattery and has 8 yrs experience as councillor for South Brent, an area that includes Dartmoor. He was closely involved in the consultation on closing Ashburton CH. His wife is an ex nurse/ midwife at Torbay and their daughter a trainee manager in the NHS at RDE. VM was appointed NED in Feb 2018. She lives in Kingsbridge and has extensive board managerial experience (Plymouth University, Nike & Vodafone). VM has kindly agreed to attend our Constit meetings as her diary allows. Vikki expressed concern about being seen as “attached” to the SH group. The group appreciate that her attendance is a trial to aid Governor & NED interaction and understanding.

The group discussed the role of governors and their relationship with NEDs and the Board and some of the current areas of concern. It was recognised that some of the current public unrest is due to the complexity of the issues eg the overlap between continuing care and intermediate care. ACD commented on how CH matrons distinguished between CH patients who are receiving medical care (daily medical input) and those patients receiving Intermediate Care, the majority at home and only occasionally in care homes or CHs. ML suggested that a paper defining terms and explaining the interaction between social care and health care would be helpful. The group also thought a plan of how Newton Abbott might function as a hub CH and other places of safety in the community might work as spokes eg 2-4 beds in Dartmouth. **Action: proposal to COG.**

2. Health & Wellbeing Centre Dartmouth.

SW gave an update on the offer by SHDC to provide land for a new HWC to be built in Dartmouth. The group welcomed the plan but called for more information and the need for speed and better communication both to stakeholders and to the general public. It is recognised that the public has lost faith in the usual channels of communication such as Town council, PPG, League of Friends, Dartmouth Caring

and DMP. The result has been the creation of the Dartmouth Health Action Group who have asked FOI questions of the Board and recently attended the PPG as guests.

The group discussed the general public's principal concerns : adequacy of IC provision (patient experience), it's wish for bricks and mortar and physical beds and a perceived loss of leadership (and a timely medical service) from Dartmouth Medical Practice. A proposed way forwards was better (much) communication, pace in getting to the contracting stage, a disposal plan for the old hospital and commissioning of nursed beds in Dartmouth.

3. Contact with PPGs

ACD & ML attended the recent PPG meeting at which there had been a lengthy discussion about healthcare in Dartmouth. The action group guests were listened to and some misunderstandings corrected. The provision of a "cuts and bruises" service at DMP was discussed and the need for the practice to advertise the service and for signposting in the town. **Signage for the old hospital should be removed ASAP.**

4. Social prescribing

Held over to Oct meeting

5. SWAST

ACD presented recent performance figures he had obtained. These show continued increase in call outs to South Devon (around 12, 000 pm) but stable for SH (400 pm). Response times for Cat 1 acceptable but for Cat 2-4 less so with non life threatening but still serious illness/injury regularly taking 2-4 hrs at times. Ken Wenman has invited Governors to the Exeter HQ to better understand the ambulance service. **Action ACD to arrange.**

6. Trust matters

Current areas of concern : Finance, in particular, estate planning, capital spend on equipment and balance of clinical and corporate costs (PC), intermediate care quality performance, discharge information booklet and provision of Care Plan, non invasive ventilation service (ACD), an explanation of "care in the community" and recruitment of members (ML) and NHS staffing (VM).

7. AOB.

PC again raised concern at the perceived communication difficulties between Norton Brook GP surgery, Torbay and Kingsbridge CH. He feels that the problem of living on the border between Plymouth & Torbay catchment boundaries was not sufficiently appreciated.

Date of next meeting. 15/10/18 10.0-12.0

Minutes sent to Trust office 18/7/18

PUBLIC

Meeting Date:	September 4th 2018 4.30pm – 6pm Members Room Torbay Hospital
Governors present:	WM, KA, BB, EW, LH, NA
Apologies:	PL, AP, JL
Author of the report:	KA

Agenda

1. Welcome
2. Approval of Minutes of last meeting - 25th June 2018
3. Matters arising
4. Feedback from Governor observer roles. KA
5. Nominated NED attendance.
6. Agenda Items for next Council of Governors.
7. Priorities for Torbay governors in next year.
8. Governor attendance at local stakeholders meetings.
9. Guest speakers. PL
10. Membership/ Communication with the public.
11. A.O.B.
12. Date and time of next meeting.

Minutes of Meeting:

1. KA welcomed all present
2. Minutes of last meeting – 25th June 2018 were approved as circulated
3. Matters Arising: a) item 6 - Ref feedback from PPG letter to CCG – WM reported that there will be no September meeting but the November meeting is on; b) item 14 – LH has still had no response re the Children's and Young People's Engagement Forum with Torbay and Young Persons Engagement that she was asked to attend.
4. Feedback from Governor Observer Roles – WM reported that Committees are now being better supported though there is still a struggle at times to cover for absences; KA reported that he had attended a TP Board Meeting; LH reported from the Membership Meeting: i) there is potential for road shows to go ahead in Newton Abbot and Dawlish; ii) a roadshow at South Devon College, primarily for their health and social care students is at last coming to fruition – we are awaiting the name of the new contact since the previous principal has left; the idea is being supported by our senior management and the format could be used in other locations. We are awaiting a date from the College; iii) concern expressed at the

quality of existing Membership Recruitment materials

5. Nominated NED attendance – agreed – ours is JL as previously discussed.
6. Agenda items for next CoG Meeting: The importance of communication with the membership and recruitment of new members (a legal requirement)
7. Priorities for Torbay Governors for next year - see AOB
8. Governor attendance at local stakeholder meetings – see AOB
9. Guest speakers – not discussed – PL absent
10. Membership Communications with the Public – see item 6 and AOB
11. AOB: a) concern expressed as to what preparation is taking place for the AMM on 21st September – how to measure success at membership recruitment and communications, plus lessons learned; b) concern expressed at development of communications/interaction with Practice Groups - members to attempt to start/develop dialogue with their local Practices and report back – potential to get GP's to give talks in various places to strengthen ties between Practices/Hospital and Members (?? Is there any budget available for this??); c) Need to develop relations with Healthwatch Torbay – Pat Harris – CEO.
12. Date/Time of next Meeting: Proposed dates for next 12 months are as follows: 8th November, 17th January, 12th March, 14th May, 23rd July, 17th September – all at 4.30pm to 6pm; to be confirmed with Trust Office/Room bookings.

Agenda items for Council of Governors, Board to Council Meetings

Theme

Membership recruitment and retention; Development of marketing communications materials for members; regular newsletters; events, budgets, etc.

Source e.g. Governor direct Constituency meeting or Constituency member

Matters requiring immediate attention – SEE ABOVE

Topics of interest/agenda items for next constituency meeting

1. Follow up on external communications ideas/concepts

**DRAFT Minutes dated12th September 2018.....Circulated to Trust office,
Lead Governor and all other Governors.**

Yes

No

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

Torbay and South Devon NHS Foundation Trust

Annual Audit Letter

Year ended 31 March 2018

**Government &
Public Sector**

May 2018





The Council of Governors
Torbay and South Devon NHS
Foundation Trust
Torbay Hospital
Lowes Bridge
Torquay
TQ2 7AA

May 2018

Report to the Council of Governors

Dear Ladies and Gentlemen,

We are pleased to present our Annual Audit Letter summarising the results of our audit for the year ended 31 March 2018. We look forward to presenting these findings to the Council of Governors of Torbay and South Devon NHS Foundation Trust as part of the Annual Members Meeting on 21 September 2018.

Yours faithfully

PricewaterhouseCoopers LLP

Reports and letters prepared by external auditors and addressed to governors, directors or officers are prepared for the sole use of the NHS Foundation Trust and no responsibility is taken by auditors to any governor, director or officer in their individual capacity, or to any third party.

PricewaterhouseCoopers LLP, 2 Glass Wharf, Bristol, BS2 0FR
T: +44 (0) 117 955 7779, F: +44 (0) 117 309 2005, www.pwc.co.uk

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1. Introduction

The purpose of this document

This letter provides the Council of Governors of Torbay and South Devon NHS Foundation Trust (“the Trust”) with a high level summary of the results of our audit for the year ended 31 March 2018, in a form that is accessible for you and other interested stakeholders.

We have already reported the detailed findings from our audit work to the Audit Committee in the following reports:

- audit opinion on the financial statements for the year ended 31 March 2018;
- report to those charged with governance (ISA (UK) 260);
- limited assurance opinion on the Trust’s Quality Report for the year ended 31 March 2018; and
- the ‘Governors Report’ (long form report) setting out the findings arising from our work on the Quality Report for the year ended 31 March 2018.

Scope of work

We performed our audit in accordance with the International Standards on Auditing (UK) (“ISAs UK”) and the Comptroller and Auditor General’s Code of Audit Practice (“the Code”), which was issued in April 2015. Our reports and audit letters are prepared in accordance with the ISAs (UK) and the Code and all associated Audit Guidance Notes issued by the National Audit Office and relevant requirements of the NHS Act 2006.

The Board of Directors is responsible for preparing and publishing the Trust’s financial statements, including the Annual Governance Statement. The Board of Directors is also responsible for putting in place proper arrangements to secure economy, efficiency and effectiveness in the use of the Trust’s resources.

As auditors we need to:

- form an opinion on the financial statements;
- review the Trust’s Annual Governance Statement;
- form a conclusion on the arrangements in place to secure economy, efficiency and effectiveness in the use of the Trust’s resources; and
- perform procedures on the Trust’s Quality Report, including:
 - provide an opinion on the content of the Trust’s Quality Report and the consistency of the document with a number of information sources specified by NHS Improvement;
 - provide an opinion on two performance indicators included within the Trust’s Quality Report, as specified by NHS Improvement; and
 - provide a summary of findings arising from our work on one performance indicator selected by the Governors.

We carried out our audit work in line with our 2017/18 Audit Plan that we issued in January 2018.

2. Audit findings

Financial statements

We completed our audit work over the financial statements during May 2018 and issued an unqualified audit opinion on the financial statements on 24 May.

We have not identified any misstatements for reporting to the Audit Committee as part of our audit. We raised two control recommendations, which are summarised in Appendix 3.

Value for Money

Under the Code of Audit Practice, we must satisfy ourselves, by examination of the financial statements and otherwise, that you have made proper arrangements for securing economy, efficiency and effectiveness in your use of the Foundation Trust's resources. As part of our audit we are required to conclude on whether the Trust had in place, for the year ended 31 March 2018, proper arrangements to secure economy, efficiency and effectiveness in its use resources.

We issued an unmodified conclusion on 24 May 2018 in respect of Value for Money.

We are also required to disclose, either in our auditor's report on the financial statements or in this letter, 'enhanced auditor reporting' information about the scope of our work relating to the Value for Money work that we perform. This is included in Appendix 2.

Annual Governance Statement

The aim of the Annual Governance Statement ("AGS") is to give a sense of how successfully the Foundation Trust has coped with the challenges it faced, drawing on evidence on governance, risk management and controls. We reviewed the AGS and considered whether it complied with relevant guidance and whether it was misleading or inconsistent with what we know about the Foundation Trust.

We found no areas of concern to report in this context.

Quality Report

We were required by NHS Improvement to review the content of the 2017/18 Quality Report, test three performance indicators and produce two reports:

1. **Limited assurance report:** This report is a formal document that requires us to conclude whether anything has come to our attention that would lead us to believe that:
 - The Quality Report does not incorporate the matters required to be reported on as specified in the FT ARM and the “Detailed requirements for quality reports for foundation trusts 2017/18”;
 - The Quality Report is not consistent in all material aspects with source documents specified by NHS Improvement; and
 - The specified indicators have not been prepared in all material respects in accordance with the criteria set out in the FT ARM and the “Detailed requirements for external assurance for quality reports for foundation trusts 2017/18”.

As a result of our work we issued an unqualified opinion.

2. **Governors report:** A private report on the outcome of our work that is made available to the Trust’s Governors and to NHS Improvement.

We identified no recommendations as a result of our testing over the quality report indicators.

Appendices

Appendix 1: ‘Enhanced auditor reporting’ relating to our work on ‘Value for Money’

We are required to provide ‘Enhanced auditor reporting’ in relation to the work supporting our conclusion on whether the Trust had in place, for the year ended 31 March 2018, proper arrangements to secure economy, efficiency and effectiveness in its use of resources. As permitted by Application Guidance Note 7 ‘Auditor reporting’, issued by the NAO on 21 December 2017, we have elected to include this reporting in this letter.

The scope of our audit

The scope of our work is determined by the requirements outlined in Application Guidance Note 3 ‘Auditor’s work on Value for Money (VFM) arrangements’ (AGN 03) issued by the NAO on 9 November 2015

As part of designing our work on VFM, we considered materiality and assessed the risks of the Foundation Trust not having put in place proper arrangements to secure economy, efficiency and effectiveness in its use of resources.

AGN 03 requirements us to use the following evaluation criterion to form our opinion:

“In all significant respects, the audited body had proper arrangements to ensure it took properly informed decisions and deployed resources to achieve planned and sustainable outcomes for taxpayers and local people”

In order to help us consider this overall evaluation criterion, the NAO have outlined the following sub-criteria which are intended to guide our work and reach an overall judgement;

- informed decision making;
- sustainable resource deployment; and
- working with partners and other third parties.

These criteria are not separate and we are not required to reach a distinct judgement against each one.

Key audit matters

Key audit matters are those matters that, in the auditors’ professional judgement, were of most significance in forming the conclusion on whether the Trust had in place proper arrangements to secure economy, efficiency and effectiveness in its use resources and include the most significant assessed risks of failing to put in place proper arrangements identified by the auditors, including those which had the greatest effect on:

- the overall audit strategy;
- the allocation of resources in our work; and
- and directing the efforts of the engagement team.

These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our work on arrangements to secure value for money as a whole, and in forming our conclusion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks we identified.

We determined that there were no key audit matters applicable to the Trust to communicate in our report.

How we tailored the scope of our work

We tailored the scope of our work to ensure that we performed enough work to be able to report on whether the Trust had put in place proper arrangements to secure economy, efficiency and effectiveness in its Use of Resources.

Appendix 2: Summary of recommendations (financial statements audit)

Deficiency	Recommendation	Management's response
There is no formalised review process in place to review the appropriateness of users' access and assigned privileges on the Patient Admin System (IHCS). Best practice is that management review as a minimum privileged access roles at least annually with evidence of review retained and documented.	A process is implemented to ensure that all users access rights are reviewed annually.	We will undertake a piece of work starting in June that will review the process for granting, revalidating and revoking access across all key clinical systems to both improve the efficiency of the process from a clinician's perspective but to also address the recognised risk of inappropriate access to these systems following staff changing roles. This project will be led by the senior manager for the Information Asset Support Team.
We selected a sample of buildings valued during the year to compare the Gross Internal Area used by the District Valuer to the value held by the Estates Department. We identified one building with a large difference but this did not have a material impact on the valuation of the estate.	We recommend management provide the updated the Gross Internal Areas to the District Valuer to ensure that these accurately reflect any recent building work.	<p>We understand that the area where the larger discrepancy is - is the relatively newly constructed front entrance and new critical care unit. If so, the district valuer was provided with the floor plans for this development during 2016-17 and the Trust's understanding is that these were then used to calculate the value of the asset in both the 16-17 and 17-18 financial statements. It is more probable that these GIAs were simply not transferred into the summary schedule as opposed to their being a valuation error.</p> <p>But in principle the recommendation is agreed and will be actioned</p>



In the event that, pursuant to a request which you have received under the Freedom of Information Act 2000 (as the same may be amended or re-enacted from time to time) or any subordinate legislation made thereunder (collectively, the "Legislation"), you are required to disclose any information contained in this report, we ask that you notify us promptly and consult with us prior to disclosing such information. You agree to pay due regard to any representations which we may make in connection with such disclosure and to apply any relevant exemptions which may exist under the Legislation to such information. If, following consultation with us, you disclose any such information, please ensure that any disclaimer which we have included or may subsequently wish to include in the information is reproduced in full in any copies disclosed.

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