

**Board of Directors Meeting, 26 February 2009**  
**Extract of approved minutes**

**Present:**

Non-Executive Directors	Prof. Sir Christopher Edwards	CE	<i>Chairman</i>
	Charles Wilson	CW	
	Andrew Havery	AH	
	Karin Norman	KN	
	Richard Kitney	RK	
Executive Directors	Heather Lawrence	HL	<i>Chief Executive</i>
	Lorraine Bewes	LB	<i>Director of Finance and Information</i>
	Andrew MacCallum	AMC	<i>Director of Nursing</i>
	Amanda Pritchard	AP	<i>Deputy Chief Executive</i>
In Attendance	Catherine Mooney	CM	<i>Director of Governance and Corporate Affairs</i>
	Dianne Holman	DH	<i>Interim FT Secretary</i>
	Matt Akid	MAk	<i>Head of Communications</i>

As Author of Paper  
3.4/Feb/09

The Meeting was called to order following a seminar led by the Chairman.

## **1 GENERAL BUSINESS**

### **1.1 Apologies for Absence**

Apologies were received from Mike Anderson and Colin Glass.

### **1.2 Declarations of Interest**

No declarations were recorded.

### **1.3 Minutes of the Meeting of the Board of Directors held on 26 January 2009**

The minutes were agreed as a correct record subject to the following amendments:

Karin Norman to be recorded as present.

Richard Kitney to be referred to as 'RK' throughout: references to 'RG' and 'DK' to be replaced with 'RK'.

Page 3 line 15: '32 days' to be changed to '32 creditor days'

Page 5 line 9: 'admissions' to be replaced with 'attendances'.

Page 5 line 44: 'The decision....than us.' to be removed and annexed to the end of line 43.

P6 , item 2.2: Add 'KN suggested that we looked at how other Trusts addressed this'

**ACTION: To amend the minutes**

**ACTION: To sign minutes after amendments are made**

**DH**

**CE**

## **1.4 Matters Arising**

### **1.6/Jan/09**

The meeting discussed the plan to progress the actions agreed at the Members Council Away Day on 4 December 2008:

1. One kiosk would be moved to outside the PALS area and there would be interior refurbishment including bench seating and screening to enhance the area. IT to resolve the technical problem of failing kiosks.

2. Constituent meetings to be taken forward. A system will be developed to track queries raised and subsequent actions. *Computershare* will be invited to a Members' Council meeting to raise awareness of benchmark performance and actual penetration into the different geographic, demographic and psychographic segments of membership constituencies. This will also inform the analysis on funding requirements for recruitment which will be taken forward by the Members' Council Membership Development & Communications Sub-Committee.

3. There were a number of noteworthy initiatives for engagement and communication: The Spring Seasonal Working Conference to which members will be invited; the Engagement & Membership post which was about to be advertised; special members' edition of the Trust News; quarterly staff and patient panels; and more effective data-mining of the membership database..

4. HL suggested a dedicated strategy meeting in April 2009 using a facilitator. AH expressed his disagreement to this on the grounds of value for money. The Chairman, whilst having some sympathy with this view, supported the use of a facilitator on this occasion.

5. CE suggested that the focus should be the patients' experience which was an important component of quality, which will include complaints and PALS but will be wider

6. CE confirmed that the proposals should include the statutory responsibilities of Council Members and in addition, roles and responsibilities under the Code of Governance. The roles of the membership include joining local focus groups and giving the Trust feedback. It was agreed that the roles and responsibilities document should be updated.

7. A number of ideas for 'Task & Finish' groups were suggested. The Board also explored existing representation in local networks and the opportunities for further involvement in Local Area Agreements and Local Strategic Partnerships. The Board also acknowledged the potential benefits of mystery shopping.

### **1.7.2/Jan/09**

AP confirmed that this paper had been sent to the Chairman.

**1.7.3/Jan/09**

To be discussed under Item 3.6/Feb/09

**2.1/Jan/09**

LB reported that we have signed up to the PASA framework for gas and electricity until 2011.

**ACTION: to obtain the PASA contract and ascertain penalties for early withdrawal.** LB

**2.2/Jan/09**

To be discussed under Item 2.2/Feb/09

**3.1/Jan/09**

In Mike Anderson's absence, CM informed the meeting that the number of *C.Difficile* patients on Proton Pump Inhibitors (PPIs) for this year was not known at the moment. In the preceding year, the percentage was 66% based on a 6 month audit. A review from the antibiotic pharmacist indicated that 2/3 of patients admitted with PPI had no clear review of the need. CM confirmed that pharmacy would monitor *C.Difficile* and PPI prescribing before and after pharmacy intervention. The Chairman proposed that this was an opportunity for the Trust to play a leading role in investigating the benefits and risks of PPIs.

**Regarding the MRSA action, the Chairman confirmed that the Board would like HL to write to the Care Quality Commission on the issues raised regarding patients admitted with infections.**

HL

**3.2/Jan/09**

LB confirmed that the business planning objectives were amended.

**3.4/Jan/09**

HL proposed that the estates' strategy is deferred until a clearer picture of the developing NWL landscape emerges.

**3.8/Jan/09**

The Board noted the record of the use of the seal and the next review date.

**3.9/Jan/09**

CM informed the meeting that the Register of Interests had been updated.

**3.12/Jan/09**

**ACTION: to discuss updated treasury policy with KN and AH** LB

**1.5 Chairman's Report**

CE reported that the minutes of the meeting of the Remuneration Committee held on 16 December 2008 were ratified by the non-executive directors.

CE informed the meeting that he had had discussions that morning

regarding a research strategy and had now agreed a group. The group would have two aims, to detail a vision and to distribute residual Culyer funds. He had also met with Jill Gilmore, Service Director for the International AIDS Vaccine Initiative. He felt that most people have no idea of the activity going on and that we needed an audit of the activity and space for research. He urged the board to seize the opportunity to change the perceptions and profile of the Trust through research activity.

**ACTIONS: to commission an audit of research activity, to link corporate developments to the research programme (for example, Dean Street Clinic), to set up a working group and to table a board session on developing and facilitating the research vision.** CE

CE also gave an overview of the challenges for the health economy in North West London, the reconfiguration of services and migration of activity from the acute care sector. The Chairman also discussed the need to develop a plan to ensure financial resilience in anticipation of the economic downturn.

## 1.6 Members' Council Report

The Board noted the report and the relatively small number of staff opting out of membership, but acknowledged that the large growth in the staff constituency was a one-off change, and that we still needed to concentrate on building the public and patient constituency.

## 1.7 Chief Executive's Report

HL and the Board congratulated AP on her excellent performance in leading the Trust's during HL's annual leave. This period was fraught with several additional challenges including an SUI, a weather incident and an infection outbreak and AP responded to these challenges well.

The Board confirmed agreement to LB's designation as the Senior Information Risk Officer pursuant to the requirements of the Information Governance Toolkit.

In response to the Monitor guidance on coping with lower levels of future funding growth and related risks and pressures emerging in the health and the wider economy, HL has been looking at the actions of US hospitals in developing financial resilience. LB warned that there were changes to the tariffs and thresholds and that there was even the possibility that existing HRG regimes could be reviewed or withdrawn. **KN proposed that a plan is formulated to respond to the challenges identified.**

HL/LB

HL confirmed to the Board that the risks associated with the labour ward had been escalated on the risk register rather than placed on the risk register in the wake of her recent visit to the Labour Ward. HL also confirmed that the lack of adequate supervision by C&W

clinical managers was not a temporary problem occasioned by the recent half term break but an ongoing situation. In the interim, the situation was being monitored daily by AP and AMC and would be resolved by recruitment, more effective utilisation of management tools like MAPS, and enhanced rates for bank staff. HL reminded the Board that we had agreed to reduce specialist rates and as a result of the recruitment situation and the high utilisation of agency staff we are reviewing this. **It was agreed that this would come to the Board.**

**AP**

AP reflected on the role of the Medihome pilot service in managing the recent Norovirus outbreak and the Board hoped that this tangible demonstration of utility would engage the commitment of clinicians to using this service, provided that the costs were in line with value. HL that the outbreak had provided an opportunity to enforce a policy of 'bare below the elbows'.

CW noted that the HR report does show a deficit in numbers of midwives and we need to focus on this and what we should be doing. AP expressed concerns that managers had become complacent about using agency workers while waiting for recruitment process to begin. AMC proposed the implementation of a trigger to alert management when the ratio of agency staff had become acceptable and ensure supervision and accountability. AH proposed that the rostering system is reviewed to ensure that the most experienced staff are not monopolising the more desirable shifts.

AP also confirmed that the Trust Executive did consider that the large number of complaints about Maternity were justified and stressed that the Trust needed to manage the risk as well as improve the patient experience in order to reduce complaints.

## **2 PERFORMANCE**

### **2.1 Finance Report**

CE noted that the Finance and Investment Committee had not had the opportunity to review the report before it came to the Board, as is the usual case. LB reported that year-to-date the Trust was ahead of its planned income & expenditure surplus by £1.46 million but, for the month under review, the Trust was behind by £0.14 million. LB explained that cost improvement delivery and interest receivable were behind target. The cash position was behind plan due to timing differences..

LB confirmed that the provisions released year-to-date to support the position amounted to £3.3 million of which approximately £0.7m would not be required and would be written back. In addition, there was another £1.0m in provisions which could be drawn down to provide flexibility. LB also confirmed that none of the capital schemes had been deferred or abandoned due to the gloomier forecast for the wider economy.

KN expressed her concerns about the risks of cash balances in Lloyds and RBS. LB explained that this was an operational requirement to discharge liabilities to creditors.

**ACTION: to present the table in paragraph 12.3 with balances under each bank to enable monitoring of the concentration of risk and to explore the possibility of using the PGO account to settle creditors.** LB

## 2.2 Performance Report

LB reported that the Trust was on track to achieve its Monitor targets and that a new methodology had been received and the Board would be updated in a future meeting.

HL proposed monitoring of *Choose & Book* in order to ensure attainment of this target should this be re-introduced in the future, and *Discharge Summaries* which may be subject to a higher threshold in the future.

LB also pointed to the Rapid Access data which was requested at the previous meeting and confirmed that outpatient waits were putting pressure on the pathways and this was the reason for the difference in 18-week performance between admitted and non-admitted patients.

**Action: To update the Board on revised methodologies for performance targets and to monitor Choose and Book and Discharge summaries** LB

## 3 ITEMS FOR DECISION / APPROVAL

### 3.1 Financial Planning Update

LB explained that there had been a lack of progress in finalising the expenditure plan and CIP requirement. This would be reported at the next Board Meeting.

LB explained that the NHS Clinical Income Assumptions had increased by £6million to reflect growth plus items not previously reflected or quantified including Stroke, Commissioning for Quality and Innovation (CQUIN) initiatives Excluded Drugs and Non-Contract Activity net of Reassessment of HRG4, Provision for loss of maternity investment, Burns and Dean Street.

LB asked the Board to note, in particular, the new contract provisions on page 5 of the paper and to expect the facilities contract inflation to exceed generic inflation.

**ACTION: to confirm that cost pressures for radiology maintenance costs of £492k included both parts and labour.** LB

### 3.2 Monitor Code of Governance Compliance

Compliant areas: The board confirmed that it agreed with the assessment of compliance in areas marked with a tick.

Partial compliance – actions ongoing: The Board agreed to issue formal letters of appointment where these had not previously been issued.

**ACTION: to confirm with Renae McBride that formal letters of appointment were issued by previous Chairman (Juggy Pandit), alternatively, to issue formal letters of appointment.** CM

Partial compliance – actions to be agreed: The Board deferred consideration of G2.1 and G2.2 until presentation of Third Parties Stakeholders Schedule and agreed to actions as recommended in the paper except for C.1.9.

**ACTION: as outlined in A.1.9; A.3.1; B.1.4; C.1.1; D.2.1; G.1.1; G.1.2** CM/AMC

**ACTION: To evaluate the Board in a seminar at the March 2009 meeting of the Board using the comments from the non-executive directors as part of the appraisals and seeking the views of the executive directors.** CE

Partial compliance – actions to be agreed C.1.9: Option 1 was recommended as the preferred option. HL expressed her concern that the Nominations Committee was unlikely to have the expertise to evaluate what is required of executive directors.

**ACTION: To propose revisions to Nominations Committee for consideration at next Board Meeting** CM

Non-compliance: The Board agreed to remain non-compliant on C.2.1

**ACTION: to present revised assessment of compliance and revised governance statement.** CM

### **3.3 Third Party Stakeholder Schedule (Monitor Code of Compliance)**

CM highlighted a few additions. The schedule was agreed subject to these additions. The Board confirmed that there were effective relationships and processes in place.

### **3.4 Open Day 2009**

MAk joined the meeting for discussion of this item. The Board agreed the proposals set out in the paper and made several additional proposals.

**ACTION: to consider incorporating additional themes including patient pathways, patient choice, NHS Champions, showcasing NHS careers to student midwives and more generally to staff migrating from the private sector. It was also proposed that the Open Day was used promote the opening of private maternity, paediatric developments and the engagement of children and families.** Open Day Steering Group

**ACTION: to raise media profile of event by inviting Mayor of London or, alternatively, a celebrity maternity patient.**

**Open Day  
Operational Group**

**ACTION: to write to the Charity and say that although we are not requiring sponsorship from them there are opportunities to be involved.**

**MAk**

**ACTION: To confirm membership of Charles Wilson on the Steering Committee and to invite Colin Glass.**

**HL**

### **3.5 MedMedia Update**

CE invited MAk to remain for discussion of this segment.

CE updated the Board on proposals to install screens in clinical areas and the pharmacy. The content would include main messages created and issued by the Trust and subsidiary messages indicating the commercial organisation sponsoring the main messages. The intention is capitalise on all available opportunities to supplement the Trust's income in anticipation of reduced funding growth in the future.

The Board noted that screens were already installed by the Members' Council and that it was important not be perceived to be competing with these. It was also important that the screens linked in with hospital arts.

MAk left the meeting.

### **3.6 Urgent Care Centre**

The Board noted the report and discussed the model and in particular, the financial and reputational risks linked with implementation.

The Board concurred that these risks were neither acceptable nor transferable and the best strategy was one of containment by enabling direct influence over the clinical model.

## **4 ITEMS FOR INFORMATION**

### **4.1 Draft minutes of the Audit Committee meeting on 20 January 2009**

The minutes were noted.

### **4.2 Draft minutes of the Finance and Investment Committee held on 27 January 2009**

The minutes were noted.

### **4.3 Minutes of the Assurance Committee's meetings on 12 January 2009 and 9 February 2009**

The minutes were noted.

**5 ANY OTHER BUSINESS**

There being no further business, the meeting was adjourned.

**6 DATE OF NEXT MEETING**

The next meeting is scheduled for 26 March 2009.

NB: These minutes are extracts from the full minutes and do not represent the full text of the minutes of the meeting. For information on the criteria for exclusion of information please contact the Foundation Trust Secretary.

**Signed by**

A handwritten signature in blue ink that reads "Christopher Edwards". The signature is written in a cursive style with a large initial 'C'.

**Prof. Sir Christopher Edwards  
Chairman**