

10 May 2007



Members' Council Meeting, 8th February 2007 Minutes

Present:

[Quorum: 12 Council Members with a minimum of 4 public/patient, 1 Staff and 2 appointed]

Council Members: Juggy Pandit (JP), Chairman
Julie Cooper (JC), Foundation Trust Company Secretary

Brian Gazzard (BG), Staff – Medical & Dental
Nigel Grant (NG), Staff – Management – Attending later
Sue Harris (SH), Staff – Nursing & Midwifery
Cathy James (CJ), Staff – Support, Admin & Clerical

Frances Taylor (FT), Appointed) - Royal Borough of Kensington & Chelsea
Sandra Jowett (SJ), Appointed – Thames Valley University
Andrew Kenworthy (AK), Appointed, Kensington & Chelsea PCT
Catherine Longworth (CL), Westminster PCT

Judith Blakeman (JB), Public – Kensington & Chelsea 1
Christine Blewett (CB), Public – Hammersmith & Fulham 2
Michael Henry (MH), Patient
Jean Hunt (JH), Patient
Jane King (JK), Patient
Dorothy Pease (DP), Patient
Martin Rowell (MR), Patient
Jim Smith (JS), Patient

In Attendance: Matthew Akid (MA), Head of Communications
Lorraine Bewes (LB), Director of Finance and Information
Maxine Foster (MFo), Director of Human Resources
Andrew MacCallum, Director of Nursing and Patient Affairs
Catherine Mooney (CM), Director of Governance and Corporate Affairs
Amanda Pritchard (AP), Deputy Chief Executive

1. GENERAL BUSINESS

1.1 Apologies for Absence

Apologies for absence were received from:
Valerie Arends (VA), Public – Kensington & Chelsea 2
Marilyn Frampton (MFr), Vice-Chair, Foundation Trust Board of Directors
Elizabeth Thomas (Patient)
Mervyn Maze (MM), Imperial College
Alison Delamare (AD), Staff – Contracted
Richard Kitney, Non-Executive Director
Nicky Browne (NH), Royal Marsden NHS Foundation Trust

Sarah Mallet (SM), Public – Wandsworth 1
Lionel Foulkes (LF), Public – Wandsworth 2

The Chairman apologised for the delay in sending out the papers. The Chairman then welcomed members of the public.

1.2 Register of Interests

JC circulated the register and asked for Council Members who have not yet provided details to do so.

1.3 Minutes of the Previous Meeting Held 8th February 2007

The following amendment was made to the minutes:

Item 2.2

At the end of the first paragraph, insert "and this had been approved by Monitor".

Item 3.3

At the end of the paragraph insert "JB asked if the Council had a budget to allow it to fulfil its role and responsibilities, JP said there was no budget for the Council."

NB: JP had stated that there was no budget available for the Council for year 06/07, however he did clarify that we would be working to secure funds for 07/08 for matters including training.

Item 3.5, final paragraph.

Add at the end of the first sentence "... and the Board would no longer meet in public".

Subject to the changes listed above, the minutes were agreed as a true and accurate record.

1.4 Matters arising

Register of Interests (1.3/Nov/06)

The register was circulated at the meeting.

Chairman's Report (1.4/Nov/06)

JP confirmed that a session was held with Members of the Council to review the Corporate Plan.

Monitor NHS Foundation Trust Code of Governance (3.2/Nov/06)

JC reported that no queries had been received.

Finance Report (3.4/Nov/06)

JC reported that a glossary of terms had been attached to the finance report.

Disability and Equality Scheme (3.8/Nov/06)

JC confirmed that a list had been forwarded to JB.

Members' Council Development Needs (3.10/Nov/06)

JP confirmed that a letter was sent to all Council Members with dates through March 2007.

Information requirements – Oral Report (3.12/Nov/06)

No comments were received.

JB asked if the terms of office and which Council Members would come off had been addressed. JP responded that it would be covered under point 2.5 (Vacancies) further down on the agenda.

Other Matters Raised

JB asked for an update on MRSA (item 1.4 from minutes). AP said that the Dept. of Health (DoH) is not willing to reconsider the MRSA target as they are committed to have a maximum of a fixed number of cases. She said we will continue to lobby for the DoH to consider 'rate of infection'. AP explained that the common target is a 50% decrease from the 2004 baseline. As we had a low number of cases that year, we now have a difficult target as a result. She said that our target is 22 cases and that we are on target at the moment.

JB also queried the statement under 3.5 of the minutes that relations with the OSC would remain the same. She said this would not be the case as the connection was via the public Board and the Board minutes were now confidential.

CB asked if Trust Board meetings being held in private was negotiable. JP said that as there was now personal liability that the Board needed to have more robust and challenging discussions. He made the point that when the meeting was open, most of the tough discussions were held outside the meeting. JB queried whether the bulk of the meeting could be held in public with the confidential matters being discussed in private?

JP explained that it was not necessarily the confidential matters, but rather the difficult and sometimes tense discussions that needed to take place that might be misconstrued by a member of the public. He felt that having members of the public present might also hinder these discussions from taking place. BG suggested as a compromise that we might invite Council Members' to attend the Trust Board as representatives. JP felt that this would require restrictions on the Members' Council similar to those on the Trust Board and he did not think this was possible.

CB suggested that we make this an agenda item at another point later in the year. JP said that the Board had already agreed to make relevant papers available and he was prepared to make a recommendation to the Board that the minutes, subject to restriction on commercial and staff and patient confidential items, were also circulated.

ACTION: JP to take this matter back to the Board.

JC

1.5 Chairman's Report

JP reported that the Trust was performing well against its financial plan with a predicted income/expenditure surplus, and was meeting most of its service performance targets although there is some risk of missing the outpatients waiting target of 13 weeks.

JP reported that the Nominations sub – committee had now been formed. He reported that the Committee consisted of Prof. Brian Gazzard, Mrs Valerie Arends and Mr Andrew Kenworthy and himself. JP stressed that there remains an opportunity for Members to join the Disability and Equality Action Group. JB expressed her interest in joining the Disability and Equality Action Group. She also expressed an interest to join the Disability and Equality Steering Group. DP also expressed her interest to join the steering group.

Action: Follow-up with JB and DP regarding next steps for joining these group(s)

AP

2. ITEMS FOR DECISION/APPROVAL

2.1 Ratification of Appointment of External Auditor

JP asked the Members' Council to confirm the auditors for this year and he recommended that their appointment be reviewed in September at the AGM. JP reported that Deloitte has been doing a satisfactory job. LB stated that normal practice would be to maintain a contractor for a period of between 3-5 years, and that the Audit

Committee would make a recommendation to the Members' Council. FT asked if Deloitte was expensive. LB explained that the Audit Commission sets the range of rates and that they were within this range. The contract is market tested at regular intervals.
Agreed: The Council approved the continuation of Deloitte as the Trust financial auditor.

2.2 Communication Sub-committee Update

MA reported that the Communications sub-committee had met twice for which the minutes and matters arising were attached. MA called for more members to join. MA explained the scope of work of the group and that they would most likely meet quarterly. MA emphasised that all matters relating to strategy and policy would be brought to the full Members' Council for approval. The Members' Council approved the terms of Reference.

MA explained the decision to seek consent for posting Members' photos and profiles on the internet and in select publications. The register was circulated. MA confirmed that Members could provide a different photo for this purpose, if they wished. CB suggested that the current profiles were sent to members for approval and for profiles would be sought from those who have not provided one. MA confirmed that no addresses or phone numbers would be given out. MA stressed that the deadline for final items for the April mailing was in 2 weeks time. JP suggested that we have a system for recruiting all new patients to join the Foundation Trust. AMC expressed his opinion that all new registered patients should be invited to join.

Action: Explore the possibility of inviting new registered patients to join the hospital. AMC/JC

Action: Arrange for Membership recruitment poster to be outside the PALS office JC/AMC

Action: MA to follow-up with Sue Harris, who expressed an interest to join the sub-committee. MA

Action: Send all Members' Council papers by post on the Tuesday prior to the meeting, and then electronic copies would only be provided upon request. JC

2.3 Nominations Committee Update

JP informed the group that the Nominations sub-committee held its first meeting on the 29th January. JP stated that the role of the Nominations Committee is to lead for the Members' Council on all aspects related to the recruitment, retention and terms and conditions of non-executive director (NED) appointments to the Trust's Board of Directors (including the chairman). JP noted that the chair and one NED will be finishing their terms of office in October 2007 whilst two more whose terms also finish in October have expressed a willingness to be considered for reappointment. The nominations sub-committee recommends to the Council that NEDs are appointed for terms of up to three years. NEDs can then be reappointed for further terms subject to a satisfactory appraisal (as stated in the constitution) and subject to a maximum period on the Board of nine years. For existing NEDs, our constitution stated that they serve either until the end of their term, and if less than one year, for one year. JP clarified that time served in the NHS Trust Board would count towards the maximum.

JP stated that the terms for four out of six NEDs are coming to an end in October. One NED (Andrew Havery) had served four years and expressed a willingness to stand again. He also suggested that the Council reappoint Charles Wilson, who had served eight years, for an additional year. He noted that this would be subject to an appraisal of their performance by the Chair and the Nominations Committee.

JP suggested that the Nominations committee focus on appointing a chair person and then the chair could be involved with the selection of the new NED. JP then gave an overview of the recommended levels of remuneration with Chairs at 40,000, Chair of the Audit Committee at 18,000 and NEDs at 12,000. . He explained that under the NHS the levels had been relatively the same for 10 years and that PCTs had recently done a review and raised levels significantly.

FT inquired how much time they did for that money. JP clarified that they did a minimum of 1 day per week, but the Chairman of the Audit Committee would do more and the Chairman would work about 3 days per week.

JB stated that she was not opposed but felt the NEDs raise was quite high plus it is out of line with public bodies. AK stressed that looking forward there are difficult times and issues on the horizon. To this end, he felt that the remuneration needed to reflect the difficult tasks at hand. JP also stressed that becoming an FT now means that NEDs carry both a personal as well as reputational risk, and there is extra liability. BG shared his feeling that we must get it right as offering too little would be an insult.

CB noted that she did not feel it was necessarily too high, but it did look like we became an FT and doubled the salary for NEDs which does not read well. JC circulated a table comparing NEDs salaries amongst FTs. JC pointed out that C & W proposal was not particularly high.

Action: Nominations sub-committee to make formal recommendation for reappointments for approval by the full Members' Council. N.S.C.

2.4 Members' Council Development Needs

JP reminded the group that we ran two initial corporate inductions which roughly 70% of members attended. He said that if members had particular interests or learning needs mini training sessions could be arranged. JP explained that the King's fund has set up a National Governors' Forum and that all members would be able to join if the Trust paid the annual fee of approximately 2500.

It was agreed that it would be important for Council Members to be part of this Forum.

Action: Include annual fee in Budget and request to join Network JC
Action: Inform Kings Fund of our decision to join JC

2.5 Vacancies on the Members' Council

JP explained that this paper included a proposal to save money by holding elections twice per annum, with one election being linked to the annual members meeting. However, this would not be possible at present without a change to the constitution. JC confirmed that we will be running the elections for the three existing vacant seats shortly and that we will be using ERS. JP explained the problems surrounding succession planning. He reminded the Council that the transitional schedule covered the first cohort of members and stipulated that the third with the highest votes go off in 2009, the third with the second highest votes go off in 2008 and the remainder go off in 2007. He shared the difficulty in discerning this last third and informed the group that advice has been sought from both a legal firm as well as the ERS. It was agreed that JP write a letter to all those Council Members who had missed two consecutive meetings and remind them that the Council has the option to ask them to step down if they miss a third meeting. The letter will also ask Council Members to indicate if they are intending to step down for any other reason.

Action: Make formal proposal for succession planning JC
Action: Chairman to write letter to Council Members who have missed two meetings. JC/JP

3. ITEMS FOR INFORMATION

3.1 Corporate Plan 2007/08 Update

LB informed the Council that a session had been held for Council Members to share their thoughts and suggestions around the corporate plan. She informed the Council that a road show throughout the Trust was also taking place to gather further input. This paper was provided to highlight the changes and suggestions made as a result of this consultation process. LB outlined changes which included the following:

- Section on Teaching and Research was expanded to cover all staff.
- Wording now emphasised our objective to maintain our research portfolio
- Document is less full of jargon
- Introductory paragraph has been included

LB clarified that SLR meant Service Line reporting. She explained that it allowed us to drill down costs of specific services. She stressed that this was ultimately important as Monitor will expect us to report any loss and a strategy to fix it. JB asked that bullet 3 include efficiency, effectively and transparency. CB asked that the session on teaching include maintaining our undergraduate teaching status.

THE FURTHER AMENDMENTS WERE AGREED.

4.1 Finance Report

LB explained that she had provided an executive summary of the Finance report, together with a glossary of terms and the full performance report that was presented to the December Trust Board meeting. She emphasised that she was happy to accommodate the needs of the Members' Council. JB commented that the current executive summary was a bit too short, but that the full report would be too detailed, and something in between would be better.

LB outlined some of the key information from the report which details the Trust's position at the end of December 2006. LB explained that the year to the end of September represents the end of the period as an NHS Trust prior to authorisation as a Foundation Trust on October 1st. The Trust reported a surplus of £440k and was forecasting a year end surplus of £1.5m.

LB explained that last year we had an aggressive savings plan of 5% and we are now actively planning efficiency for the next year. We are also agreeing contracts much sooner, so that the costs are clearer. She emphasised that there is a significant change in activity as we adapt to the 18 week target. LB said that in cash terms we are way ahead, with a 16.6 million balance we are £8M ahead of the plan which was submitted to Monitor. JP congratulated staff on achieving the savings. He shared that the main concern of the Board when debating becoming an FT was running out of cash.

AK congratulated the Trust and said that the challenge was to maintain a steady ship whilst making savings. He said that partnership working was key as C & W were part of a wider health economy. The PCT was forecasting to achieve balance if the economy is struggling it will affect the Trust.

Action: Include a report on the broader health economy in future reports.

LB

4.2 Performance Report

LB explained to the Council that the Performance Report addressed the Trust's performance in a number of areas including external indicators, activity, workforce, service level agreements, access times, productivity and efficiency.

LB highlighted that our initial risk rating was 4. She stated that if we stay on plan we

will maintain this rating.

She explained that on governance we had an amber rating due to MRSA rates being considered high. She referred the group to the Dashboard on page 6. She explained that we had had some breaches in maximum outpatient waits but that there had been none in the last quarter. She stated that on MRSA we had done well against target and that we had recovered our position. She stated that the other area of risk was the 18 week milestone. She stated that we are looking at admissions and first outpatient appointments, and we are looking to work with the PCT around this area. JB inquired whether deaths involving MRSA were coded as such.

BG stated that it is never that clear cut and that MRSA would rarely be the actual cause of death recorded on the death certificate. He said the benefit of MRSA 'scare' is that the hospital is cleaner.

4.3 Disability and Equality Scheme

AP stated that the final Disability and Equality scheme was being shared with the Members' Council for their information, as a draft version had been brought to the last meeting. AP highlighted that pages 11-13 outlined the consultation process. She stressed that although we have finalised the document, we are still interested in comments. AP stated that there is a questionnaire on the Trust website and that we are encouraging feedback. She informed the group that the action plan will be updated yearly. CB asked if a definition of disability was actually included.

AP said that we will be using electronic records to try and have a more accurate picture of which staff have a disability. She stressed that we also want to create an environment where people feel comfortable to disclose this information. BG shared his view that it was equally nice that so many staff members viewed them selves as not having a disability.

4.4 Monitor Guide for Governors: Audit Code for NHS Foundation Trusts

JP explained that Monitor had provided this guide for Governors and that it was attached to everyone's papers.

QUESTIONS FROM THE PUBLIC

There were no questions from the public.

5. ANY OTHER BUSINESS

5.1 Substitutes

JP informed the group that Prof. Maze could not attend and that he had wanted to send a substitute from Imperial College. JP shared his view that this would certainly not be allowed for public or patient members, but perhaps should be permissible for appointed members. JB shared her view that it might be acceptable if it was an 'informed' designated delegate. MR stated that we must be careful to avoid situation whereby the original appointee never attends. AK shared his view that it might be useful as it would be difficult to make every meeting. CB raised the issue of whether a substitute could vote and if not, perhaps there was no great value in attending. BG suggested that we invite Members to provide written comment on matters of concern to be shared in their absence.

AFTER SOME DISCUSSION THE CONCLUSION WAS THAT SUBSTITUTES WOULD NOT BE PERMISSIBLE.

5.2 Congestion Charge

FT raised the issue of the congestion charge as she wanted to be sure that the hospital had a procedure to discern who was eligible for exemption, as well as a process by which to recuperate our money.

AP explained that the charge was certainly a huge issue for staff and patients. She said that the Trust was trying to keep all affected parties informed. She explained that if the patient had an exemption that they would be reimbursed by the hospital cashier and that we would then recoup from DoT. She assured the council that we would be monitoring the effects of the congestion charge from all aspects e.g. shift changes.

Action: Trust to monitor impact of the congestion charge and report back at next meeting. AP

5.3 Open Day

CM informed the group that the Trust Open Day would be 12 May and that it would be important to have as many Members of the Council present as possible. She explained that two groups have been created to see the Day through to fruition. She expressed her hope that some representatives of the Council would join the steering group, and the operational group.

6. DATE OF THE NEXT MEETING

The next meeting is scheduled for 10 May 2007 at 4.30pm.