Present:
Mr Dominic Dodd  chairman
Mr Peter Atkin  elected patient governor
Ms Jude Bayly  elected staff governor
Mrs Frances Blunden  deputy lead governor and elected patient governor
Ms Ann Brizan  elected staff governor
Mr Stephen Cameron  elected patient governor
Prof Montgomery Cole  elected patient governor
Ms Linda Davies  elected patient governor
Mrs Judy Dewinter  lead governor and elected patient governor
Dr A Isaacs  elected public governor
Mr J Kireru  elected staff governor
Ms B Lawson  elected staff governor
Mr Richard Lindley  elected public governor
Cllr Donald McGowan  appointed governor
Dr Patrick McGowan  elected staff governor
Mr David Myers  elected patient governor
Ms Aivet Phiri  elected public governor
Dr Richard Stock  elected public governor
Dr Tony Wolff  elected staff governor
Cllr William Wyatt-Lowe  appointed governor
Cllr Peter Zinkin  appointed governor

In attendance:
Ms C Clarke  chief finance officer and deputy chief executive
Ms Jenny Owen  non-executive director
Prof Anthony Schapira  non-executive director
Ms Julie Dawes  interim trust secretary
Ms Alison Macdonald  board secretary (minutes)
Mr Henry Tollitt  membership and governance officer

<table>
<thead>
<tr>
<th>2016/59</th>
<th><strong>CHAIRMAN’S INTRODUCTION AND APOLOGIES FOR ABSENCE</strong></th>
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<tr>
<td></td>
<td>The chairman welcomed all attendees to the meeting, in particular welcoming Cllr Donald McGowan to his first meeting.</td>
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<td>Apologies were received from:</td>
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<tr>
<td></td>
<td>Ms Sue Cullinan  elected public governor</td>
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<tr>
<td></td>
<td>Cllr Richard Olszewski  appointed governor</td>
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<tr>
<td></td>
<td>Prof Hans Stauss  appointed governor</td>
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<td></td>
<td>Dr Morvarid Woollacott  elected public governor</td>
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<td></td>
<td>Ms Emma Kearney  director of corporate affairs and communications</td>
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<td>Mr David Sloman  chief executive</td>
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<tr>
<th>2016/60</th>
<th><strong>GOVERNORS’ REGISTER OF INTEREST</strong></th>
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<tr>
<td></td>
<td>The governors’ register of interests as produced was confirmed as an accurate record. Governors were also reminded of their ongoing obligation to keep the trust secretary informed of any future changes in their interests.</td>
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<td></td>
<td>All</td>
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</table>
2016/61  **MINUTES OF MEETING HELD ON 18 MAY 2016**

The minutes for the previous meeting held on 18 May 2016 were approved as a true and accurate record subject to the following amendments:

- **2016/39 Review of matters arising and action log**
  - **2016/29 Specific issues escalated by governors from their attendance at board quality sub-committees, major trust project meetings or go see visits**
    - Amend first paragraph, final sentence, to read “but ultimately one solution lay in a multi-storey carpark, funded by some of the land sales proceeds.”

- **2016/44 Chairman’s report to council**
  - Amend first bullet point to read: “The resignation of Dean Finch as a non-executive director, as a result of which the nominations committee were looking at the process of how to appoint to the two vacancies.”

- **2016/45 Chief executive’s report to council**
  - Amend 4th sentence to read “The director of workforce and OD responded that the trust had a very good relationship with junior medical staff, through the local negotiating committee and the junior doctors executive forum.”

2016/62  **REVIEW OF MATTERS ARISING AND ACTION LOG**

The log of actions and matters arising from the meeting were received and noted.

It was agreed that the current year’s completed actions should be included in the briefing pack for reference purposes.

It was agreed that it would be necessary to review and possibly reschedule items programmed for September, due to the high number.

| Trust secretary |
| Trust secretary |

2016/63  **LOCAL REPRESENTATION AND ENGAGEMENT: AN APPROACH FOR THE FUTURE**

The chairman introduced this item, which was essentially an invitation for governors to join a small task and finish group to discuss how to ensure better local representation and engagement across more than one locality and in light of the changing commissioner/partners landscape. The lead governor and deputy lead governor had already agreed to take part but it would be helpful to have input from other governors, especially staff governors. In answer to a question he clarified that he thought this would be achieved from 3-4 meetings and the group would report back to the council of governors with recommendations.

Mrs Blunden, patient governor, suggested that it was important to establish what involvement and engagement the trust was doing and to build on, rather than duplicate this.

Governors were asked to contact either the chairman or interim trust secretary if they were interested in participating in this work.

| Governors |

2016/64  **GOVERNOR DEVELOPMENT SEMINAR PROGRAMME**
The chairman introduced this item, explaining that the proposal was to replace the existing governor development programme with a comprehensive trust-wide seminar programme to raise awareness and understanding of the group model as it evolved. This would mean that governors were involved in discussions about the key elements of the developing strategy. The intention was to have input from leading thinkers, both internal and external to the trust, and clinicians and senior leaders would also participate. This would be an interactive process at the end of which governors would be asked to make a formal decision about whether or not to endorse the overall direction of travel. Depending on this, there would then be decisions to make about individual organisations joining the group.

Mr Atkin, patient governor, suggested that there might be a conflict between the second and third stages. However the chairman suggested that there was a clear distinction and that an agreement in principle to the group concept did not mean that all proposals for organisations to join the group would be agreed.

It was suggested that the following topics be added, or explicitly referred to:
- Digital strategy (include in clinical innovation)
- Workforce (eg changes in medical workforce and roles)
- Regulation (include in group structure and governance)

It was also suggested that the sessions needed to be scheduled in a logical order, not according to speaker availability.

Mrs Dewinter, lead and patient governor, noted that some governors had not attended all the induction and training opportunities offered, and that more recently appointed governors had not had the opportunity to do so. This meant that not all governors were at the same stage of knowledge and understanding. The chairman responded that governors needed to commit to attending the new programme but that the trust secretary was currently in the process of developing a dedicated stand-alone governor induction programme which would be provided on an individual basis. This would comprise a series of mandatory and discretionary modules.

Cllr Wyatt-Lowe, appointed governor, suggested that fewer, longer, sessions might be helpful in terms of ensuring a high level of attendance.

Ms Davies, patient governor, was concerned that all elected governors currently had the same, limited, tenure to September 2017 and highlighted the potential loss of expertise and continuity if there was significant turnover in the governor elections. The chairman asked that this be recorded as an action noting that proposals would be presented in due course for discussion by the council of governors.

Ms Bayly, staff governor, suggested that it would be helpful to issue guidance to line managers of staff governors, confirming the trust’s expectations in terms of attendance at meetings, especially during normal working hours. Ms Davies, patient governor, suggested that aspirant governors needed to be made more aware of the time commitment required to be an effective governor, in terms of the required prior preparation and attendance at the scheduled bi-monthly council meetings, ongoing induction, training and
development sessions and regular go-see site visits etc.

There was then discussion of the general issue of attendance, which was referred to in the chairman’s report. The chairman stated that there were responsibilities on both sides, for example the trust needed to make reasonable demands on governors’ time and provide adequate notice of meetings. However, there was the expectation that governors would commit to attend both formal meetings and other governor events. Ms Dewinter, lead and patient governor, added that she wanted to have a further discussion around attendance at their forthcoming informal governors' meeting on 1 September, to understand why some governors are not attending and to explore whether the trust could do anything to help this.

Cllr Zinkin, appointed governor, suggested that the provision in the trust’s current constitution regarding attendance was not particularly well drafted. The interim trust secretary confirmed that this would be reviewed in due course as part of the required wider review of the constitution.

The council of governors:

- Supported the approach as set out in the report;
- Noted that there would be a further opportunity to discuss attendance at the forthcoming informal governors’ meeting; and
- Noted that the interim trust secretary and lead governor would in the first instance be contacting individual governors where there were concerns about their attendance. Any cases of persistent non-attendance would be automatically escalated to the Chair.

2016/65 GROUP MODEL UPDATE

The chief finance officer gave a presentation on recent developments in the sustainability and transformation plan (STP), the local patch and the RFL group. She highlighted the following points:

- The STP was an attempt for integration and co-ordination across health and social care, without the need for legislation.
- North Central London (NCL) was RFL’s main STP involving 8 NHS providers, 5 CCGs and 5 councils but the trust had an interest in two others (North West London and Herts and West Essex).
- The STP had developed a clinical case for change, focusing on analysis of the health needs facing the local population which had high and complex health needs against all indicators (longer life/poorer health, ethnicity, deprivation and inequalities, poor housing, children’s health, mental health), and issues about current health and care services. The financial case for change was based on total provider deficits of £121m at the end of 2015/16 which would build to £876m in 5 years if no action was taken. Social care would add an extra £250m. She added that the trust needed to achieve savings of 1-2% each year in order to achieve the five year financial plan and that the next three years would be extremely challenging. However the STP and the group model provided the best prospect of achieving
She then described the workstreams in place to address these issues: health and wellbeing, care and quality, productivity and enablers.

Ms Davies, patient governor, asked about the impact of Brexit. The chief finance officer responded that it was very early to say but that the key issue was the trust’s reliance on staff recruited from the EU and the need to give them reassurance about their continued UK residency.

Dr Wolff, staff governor, asked why all the planned savings could not be brought forward from future years. The chief finance officer responded that some savings relied on measures already being in place so a phased and sequential approach was necessary.

Mrs Blunden, patient governor, asked how the collaborative model being proposed, including vertical integration, could be reconciled with the competition rules. She added that it was important to ensure that the worst off could get access to healthcare and that this should be the starting point for all discussions.

The chief finance officer responded that her view was that the competitive culture which had been built into the NHS structure was very likely to change and that everything was moving towards collaboration. For example there were moves to have system-wide, rather than organisational, control totals.

Ms Owen, non-executive director, added that she was optimistic that the STP would result in real change, driving health and social care organisations to work together across their organisational boundaries.

The chief finance officer then provided an update on the North Middlesex University Hospital (NMUH). Ms Libby McManus was now interim chief, with David Sloman as interim accountable officer. Separate to this were the discussions about whether NMUH would be accepted to join the RFL group which would be subject to due diligence.

She added that NHS Improvement were pressing foundation trusts to make rapid progress on pathology rationalisation and shared services. RFL already had the pathology joint venture and was looking to expand this and was looking at back office functions. However the development of the group could accelerate this.

Finally, she referred to the partnership boards in place with RNOH, UCLH and Barts Health.

Mr Lindley, public governor, noted that the trust was moving on a number of different fronts and asked whether this might mean that resources (principally senior leaders but also money) were being spread too thinly. The chairman responded that the proposal for David Sloman to take on the accountable officer role for NMUH had been discussed by the remuneration committee who had agreed to him taking on this role and that it had sought reassurance about leadership capacity. The chairman added that the decision in principle about the group as the direction of travel, and about specific organisations joining the group, would be made in due course by the trust board and the council of governors. The chief finance officer stated that this would only be proposed if the governing objectives were met and added that there was
national Vanguard funding and also STP funding. The council of governors noted the report.

## TRUST UPDATES

### 2016/66 CHAIRMAN’S REPORT TO COUNCIL

The chairman drew attention to the following items from his report:

- Mrs Dewinter receiving a British Empire Medal in the Queen’s Birthday Honours.

- The appointment of Judy Dewinter and Frances Blunden as lead governor and deputy lead governor respectively

The council of governors formally ratified the appointment of both the lead governor and deputy lead governor with effect from 16 June 2016 for a two year period, on such terms as outlined in the respective role descriptions presented to the meeting as appendixes A and B.

The chairman then drew attention to the appointment of David Myers as chairman of the organ donation committee and invited governors to come forward who were interested in joining the works of art committee.

Finally he strongly encouraged governors to attend the forthcoming annual members meeting on 20 July 2016 noting that this was the main opportunity in the year for governors to engage with their members.

The chairman’s report was received and noted.

### 2016/67 CHIEF EXECUTIVE’S REPORT TO COUNCIL

The chief finance officer presented this report and drew particular attention to the update on non-emergency patient transport.

The chief executive’s report was received and noted.

### 2016/68 NON-EXECUTIVE DIRECTORS’ REPORT TO COUNCIL

The report on behalf of the non-executive directors was received and noted.

## REPORTS FROM THE COUNCIL OF GOVERNORS SUB COMMITTEES

### 2016/69 LEAD GOVERNOR REPORT

Mrs Dewinter, lead and patient governor, thanked colleagues for their messages of support and said that she looked forward to working with them. She reminded governors of the forthcoming informal meeting in preparation for the September council of governors meeting. To date 12 governors had confirmed that they would attend, however 10 governors had not responded. She proposed to spend some time at that meeting discussing attendance levels at formal and informal governors’ events, including ways in which attendance could be made easier. Governors were reminded that if they were unable to attend the informal meeting they were
welcome to feed in their views by emailing her or the deputy lead governor.

**2016/70**

**SPECIFIC ISSUES ESCALATED BY GOVERNORS FROM THEIR ATTENDANCE AT BOARD QUALITY SUB-COMMITTEES, MAJOR TRUST PROJECT MEETINGS OR ‘GO SEE’ VISITS**

Mr Cameron, patient governor, had submitted a number of questions:

1. **Following departure of chief information officer, what is the progress in relation to interoperability of IT systems between the trust sites and what is the timetable for achieving the NHS England target of a paperless system by 2020?**

   The chairman responded that a replacement had not yet been appointed and that future arrangements would be determined by the remuneration committee, and in the context of the group structure. The other aspects raised were part of the digital strategy which would be covered in the seminar programme.

   The chief finance officer confirmed that interoperability of IT systems had not yet been achieved. It was noted that there would be an opportunity to discuss this issue in more detail during the group model development seminar sessions.

2. **Financial position**

   The chief finance officer confirmed that the trust had been adverse to plan by £3.8m at the end of May and the June results showed little improvement. Pay expenditure was £2m over plan at the end of May and agency expenditure was too high at £40-45m per annum. A programme of work was in place to address this, led by the director of nursing and expenditure was moving in the right direction.

3. **Trust performance against targets in the context of board’s strategic objectives**

   The chief finance officer responded that board governance for this was through the trust executive committee and the monthly report to the trust board. The trust would shortly return to compliance for RTT and recovery trajectories for the other targets were in place which were being closely monitored.

4. **Cancer performance and disparity in performance between trust sites.**

   The chief finance officer responded that there had been a major increase in the number of referrals and there was a recovery trajectory at tumour site level. Removing clinical variation was one of the aims of the group model.

Ms Bayly, staff governor, asked if incentives could be offered to staff to encourage them to stop working for agencies and to join the trust permanently. The chief finance officer responded that the trust had limited
ability to do this as it should not do anything that would destabilise the local NHS job market.

Dr Isaacs, public governor, asked what approach the trust was taking to the junior doctors' dispute. The chief finance officer responded that the trust was working with the junior doctors regarding implementation but had to take approach which was consistent with neighbouring NHS employers.

Ms Davies, patient governor, asked how much was spent on recruitment and retention. The chief finance officer responded that recruitment premia formed part of Agenda for Change (the NHS pay system) but were paid in very rare cases, for example for staff in very short supply and to avoid having to use agency staff.

Mrs Blunden, patient governor, suggested that it was very important for staff to have early input to the redesign of services. The chief finance officer responded that this was part of the approach being taken with the Chase Farm redevelopment and other transformation projects.

Mrs Dewinter, lead and patient governor, referred to the Chase Farm Hospital (CFH) stakeholder meeting that had taken place recently and said that governors should be invited to such events. It was noted that the communications team had previously agreed to include governors on stakeholder distribution list for any future newsletter publications or consultation events concerning the CFH re-development. The chairman requested that the trust secretary should follow this up with the director of corporate affairs and communication.

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<tr>
<th>2016/71</th>
<th>TO NOTE ANY FEEDBACK FROM ATTENDANCE AT RECENT CONFERENCES OR EVENTS</th>
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<tbody>
<tr>
<td></td>
<td>There was nothing to report.</td>
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**ADMINISTRATIVE ITEMS**

**ANY OTHER BUSINESS**

<table>
<thead>
<tr>
<th>2016/72</th>
<th>ANY OTHER URGENT BUSINESS</th>
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<tr>
<td></td>
<td>It was confirmed that there was no other urgent business.</td>
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<tr>
<th>2016/73</th>
<th>QUESTIONS FROM MEMBERS OF THE PUBLIC</th>
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<tbody>
<tr>
<td></td>
<td>There were no questions</td>
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**FOR INFORMATION**

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<thead>
<tr>
<th>2016/74</th>
<th>COUNCIL OF GOVERNORS' FORWARD PLANNER 2016/17</th>
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<tbody>
<tr>
<td></td>
<td>The council of governors' forward planner was received and noted.</td>
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<tr>
<th>2016/75</th>
<th>GOVERNORS' BRIEFING PACK</th>
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<tr>
<td></td>
<td>It was noted that the governor briefing pack had been circulated separately.</td>
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<tr>
<td>2016/76</td>
<td><strong>DATE OF NEXT MEETING</strong></td>
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<td></td>
<td>It was confirmed that the next meeting would be held on at 6.00 pm on Wednesday 14 September 2016 at Barnet Hospital.</td>
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<td></td>
<td>There being no further business the chairman declared the meeting closed at 7.45 pm.</td>
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Signed as an accurate record:

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Dominic Dodd  
Chairman

Date: 14 September 2016