

BOARD OF DIRECTORS

MINUTES OF MEETING

29 JANUARY 2014

BOARDROOM EDUCATION CENTRE ARROWE PARK HOSPITAL Present:
Michael Carr Chairman

David Allison Chief Executive (part)
Cathy Bond Non-Executive Director
Richard Dutton Non-Executive Director

Jill Galvani Director of Nursing & Midwifery

Sharon Gilligan Director of Operations

Anthony Hassall Director of Strategy and Partnerships

Graham Hollick Non-Executive Director

Jeff Kozer Deputy Chair & Senior Independent Director

Cathy Maddaford
Lyn Meadows
Evan Moore
Alistair Mulvey
Jean Quinn

Non-Executive Director
Non-Executive Director
Director
Director of Finance
Non-Executive Director

Apologies:

Sue Green Director of Human Resources & Organisational Development

attandanas

In attendance:

Mark Blakeman Director of Informatics

Peter Bohan Head of Organisational Health and

Effectiveness (Item 7.4 only)

Joanne Herndlhofer Corporate Governance Manager (minutes)

Governors:

Members of Staff: Barbara Crampton

Members of the Alison Mursell

Reference	Minute	Action
BM 13- 14/088	Apologies for Absence Apologies were received from Sue Green.	
BM 13- 14/089	Declarations of Interest There were no declarations of interest.	
BM 13- 14/090	Patient Story The Director of Nursing and Midwifery read a patient story which reflected the positive experience of a patient who had attended the hospital for emergency care.	
BM 13- 14/091	Chairman's Business The Chairman reported feedback following the meeting between Monitor and the Trust held on 22 January concerning the Trust's financial position. It was noted that the meeting had been 'firm but fair' with Monitor listing a number of concerns regarding the Trust's rigour in planning and forecasting including the level of control and oversight that the Board has of critical elements of planning and performance, the plans in place to ensure a COS 3 at year end and the pace and realism of the Trust's CIP	

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	planning compared to other trusts.	
	In respect of these concerns, Monitor had requested further information of the 2014/15 CIP schemes including a RAG rating and the terms of reference and outcome of the recent KPMG root cause analysis (RCA) of the Trust's 2013/14 planning process. Taking this information into account, and the Trust's progress to year end, the Board noted that Monitor would make a decision as to whether the Trust was in breach of its licence in March or April 2014.	
	Following a review of NED representation on the Trust's assurance committees, it was recommended that Jeff Kozer be appointed to the Quality and Safety Committee until the end of his term of office on 30 June 2015. The Board approved this recommendation.	
	The Board noted that the Nominations Committee had started the recruitment process to appoint to the 2 NED vacancies with terms of office commencing on 1 st July 2014. Advertisements had been placed in the Sunday Times, Wirral Globe and NHS Jobs and interview dates set for Thursday, 1 May 2014.	
	Forthcoming diary dates to note were:	
	Wednesday 12 February 2014 at 3.00pm – Governor workshop session including a joint Annual Plan consultation session with Board representatives.	
	Tuesday 18 March 2014 at 5.00pm – Council of Governors meeting.	
BM 13- 14/092	Chief Executive's Report The Board received and noted the Chief Executive's Report.	
	 The following issues were discussed or noted: The Vision 2018 developments were progressing with the commencement of fortnightly meetings and the establishment of a set of sub groups with Trust senior level representation. It was anticipated that Vision 2018 work would dovetail into the Annual Planning guidance process as detailed in the discussions under minutes BM 13-14/93 and 94. The Trust was engaged in ongoing discussions with the CCG regarding the 2013/14 contract performance position. Due to the health economy's challenging financial situation and the imminent discussions regarding the future delivery of secondary care, the Board noted that concluding contract negotiations by 28 February would be a challenge. Building on the partnership with the CCG and the integration agenda, the Board was pleased to note that David Allison and Abhi Mantgani, Chief Clinical Officer Wirral CCG, had been awarded a place on the NHS North West Leadership Academy's Leadership for Integration and Innovation Programme (L4II). Engagement with primary care partners was progressing; the second Primary Care Engagement Conference had taken place in 	

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Reference	November 2013 with a further event scheduled for spring 2014, planning for which was already underway. As described in the paper circulated by the respective Chief Executives, regular discussions were continuing with the Countess of Chester Hospital in a number of clinical areas, notably orthopaedics and urology the development of which would pick-up pace during 2014/15. The Board discussed both the value of determining and clearly stating the Trust's priorities as they related to its strategy and the importance of clinical engagement and support in the early stages of any discussions; the Board recommended that in future, these two areas be recognised in papers on joint clinical proposals to the Board and its committees. The Board also discussed the performance models for measuring levels of improvement in service delivery and the governance arrangements for joint clinical services and agreed that these should be given due consideration. The South Mersey Arterial Network (SMART) Board update would be discussed under minute BM 13-14/93. A consultation on the proposed Combined Authority for the Liverpool City Region closed on 22 January 2014. The Trust had submitted its response to the proposal recommending that careful consideration be given to the boundary areas and the diverse set of health and social care needs of the region's local communities. Possible fundraising projects had been discussed by the executive team with consideration being given to projects that support care of the elderly, children's services and diagnostic equipment. Before finalising a proposal, it was agreed that the fundraising programme would require full alignment to the Trust's 5 Year Strategy. A proposal would be shared with the Board in September 2014. The Board noted the successful Deanery visit on 13 December 2013 which included meetings with 40 junior doctors who all indicated that they would recommend their post and highlighted the educational team as 'amazing'. The Board noted that ischness absence rates had notably falle	Action
	areas to manage levels of sickness.Progress with the Listening into Action (LiA) work stream was	

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	standards of care and how it delivers caring and responsive services. Verbal feedback since the meeting had been very positive with the formal report imminent. The implementation of the Trust's internal action plan would be reviewed by the Clinical Governance Group which would in turn report back to the Quality and Safety Committee. • The Trust was working with Cheshire Wirral Partnership NHS Trust to support the smoke free hospitals campaign which would be launched at the Clatterbridge site on 3 February 2014. The Director of Nursing and Midwifery would lead the campaign for the Trust. • The Trust had been approached to participate in the NHS Leadership Academy's Executive Fast Track Programme, supported by the Secretary of State. The Board discussed the programme at length including the benefits and commitment required by the Trust. As a host organisation, the Trust would not incur any financial burden or risks, and would not be obliged to offer a substantive post beyond the secondment period. It was anticipated that candidates would be of an exceptional calibre with the ability to make significant contributions both operationally and at an executive level. The Board agreed to support the proposal for the Trust to participate in the programme with the caveat that confirmation that the initiative carried no ongoing commitments and liabilities for the Trust should be provided in writing.	DA
	Strategy and Development	
BM 13- 14/093	Transfer of specialist vascular services to Countess of Chester The Board received a briefing paper and business case on the transfer of specialist vascular services to the Countess of Chester Hospital; this recommended the formal transfer to the SMART Centre on 1 April 2014 with a period of derogation until this date. It was noted that the business case was based on a prescribed service specification to deliver a fully compliant vascular service for the South Mersey population focused on a centralised model of care and resources at the Countess of Chester hub, with a decision pending later in 2014 on the repatriation of patients to the spoke sites for rehabilitation. The Board noted that the finances for year 1 were robust, but that financial support from commissioners in year 2 had not been confirmed at this stage and that approval of finances would be subject to Year 2 commissioning support. The proposal to proceed would rely on all three Boards (Chester, Warrington and Wirral) agreeing to a 1st April 2014 start date, noting that any deferred decision or decision not to proceed could have significant consequences for all three organisations in the Network and potentially for the future of vascular services in the South Mersey locale. Disappointment was expressed that the paper failed to relate these current proposals with previous Board discussions and concerns about this matter, which would inevitably extend discussion. A lengthy discussion then followed around the implications operationally, clinically and financially and which highlighted the following key concerns some identified as requiring additional assurance: • Patient experience and safety - The Board received the draft	

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	clinical pathways for the new service, and asked that the Quality and Safety Committee review these in greater detail and seek assurance form the SMArt network that these are working and improving the service to and care of patients. The Board requested that a further report on the implications for patient experience and safety be presented to the Quality and Safety Committee.	ЕМ
	 Workforce - availability of specialist and sufficient numbers of staff, such as those required in critical care. The Board was assured that processes were in hand to address the staffing requirements which included a small number of staff being TUPE'd across and a nurse recruitment drive by the Countess of Chester. The Trust did not foresee the loss of a significant number of staff but had some concerns regarding the future recruitment of nurses given the demand elsewhere. The process was being managed via a HR work stream and had also included staffside involvement. Governance arrangements - a SMART management group, chaired by the Trust's Chief Executive from March 2014, would oversee governance arrangements and report to the Network partners' boards. It had been agreed that Clinical Governance arrangements would be those of the Trust hosting the surgery or treatment (Chester). Discussions had also taken place regarding the use of information systems in the partner organisations and it had been agreed that staff would use the systems of the host trust with staff 	
	receiving induction and training where appropriate. The Director of Informatics would meet with the Countess of Chester Hospital's Director of Informatics in the week commencing 2 February 2014 to conduct a table-top exercise to establish the robustness of the processes being proposed.	МВ
	 Clinical environment and capital requirements – the Countess of Chester had provided assurances that all the necessary clinical requirements would be in place prior to the 1 April and as part of their capital programme had committed to a theatre building project in 2015/16 in support of vascular surgery. The Board requested that this commitment be secured in writing. 	DA
	 Operational pathways and targets – the respective Directors of Operations had devised the basis of an operational policy including agreed waiting times for respective parts of the pathway. This, along with the model handover arrangements for 1 April, would be finalised and signed by all partners. 	ShG
	 Communication strategy – the Board expressed the importance of a unified communication strategy across the network, ensuring that primary care partners, patients and staff were fully informed of the arrangements for transfer and operationally thereafter. It was noted that responsibility for Communications lay with the Countess of Chester. 	
	Financial – the Board expressed concerns regarding the loss of income for the Trust - although this had been factored into the Trust's CIP planning - and the uncertainties for year 2 and subsequent years of the service which required a commitment of support from commissioners. Given the risk to the future strategic and financial viability of the Trust, the Board also agreed that the case be reported under risk 21 and 22 of the Board Assurance	

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	Framework (BAF) and that the level of assurance be registered as incomplete. To conclude, the Board agreed to support the business case subject to the indicated financial support from the commissioners for year 2 being formally confirmed in writing. If this was not forthcoming, then the Board agreed that it would need to reconsider its position.	
BM 13- 14/093	Annual Plan – update and agreement of Annual Objectives 2014/15 The Director of Strategy and Partnerships presented a paper on the Trust's set of strategic milestones and Annual Objectives for 2014/15 for agreement. The Board noted that each strategic objective had specific, measurable targets associated with them which would inform the construction of the Trust's operational plans. The Board discussed the difficulty in identifying a metric for the 'Shared Pathways of Care' headline measure and suggested that this be raised in discussions with the CCG. The Board noted and approved the milestone plan.	
	The Board noted that Monitor had published its guidance on the production of the Operational and Strategic Plan and acknowledged that the requirements were significantly different compared to previous years and the timescales challenging given the level of engagement expected. The Board was pleased to note that headway had been made with the process and that consultations had taken place with several stakeholder groups.	
	The Board received and agreed the Annual Objectives.	
BM 13- 14/094	Monitor Annual Planning Guidance – delivering sustainability – discussion paper on requirement for possible external support The Director of Strategy and Partnerships presented a paper which outlined the potential benefits of seeking external support to develop and validate a five year 'sustainability' plan for the Trust, as set out as a mandatory requirement in Monitor's Annual Plan Guidance. Given the level of detail and analysis necessary and the requirement to include a 'Declaration of Sustainability', the Board was asked to consider the relative merits of commissioning external support.	
	In respect of the local health economy and the requirement to work alongside commissioners in the development of a sustainable health service, the Board questioned whether it was prudent and/or possible to work on a Trust sustainability plan in isolation. The Board was assured that the plan would be based on a detailed assessment of the wider health economy, but that the Monitor guidelines also required trusts to provide a more detailed organisational level sustainability plan and demonstrate how this would be managed at service line level.	
	The Board noted that other trusts were using differing approaches to the development of their respective sustainability plans dependant on a whole variety of contextual factors, and that some were planning on using external input.	
	The Board was mindful that it would need to consider the process and costs associated with this approach; given the commercially sensitive nature of the information required, the Board agreed to resume discussions during the closed meeting. Board of Directors 29 January 201	

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	Performance and Improvement	
BM 13- 14/095	Integrated Performance Report Integrated Performance Dashboard The Board received the integrated performance dashboard, noting performance to the end of December 2013. Exception reports were provided for metrics that were rated red as follows: • Friends and Family Test (ED and Combined) – the Board noted that whilst performance continued to be a concern, the Net Promoter (NP) for December had been the highest it had been to date with the reconfiguration of ED beginning to impact on the NP reflected in a score of 64 in January 2014. • Outpatient DNA rate – the Board discussed the actions being implemented to minimise DNAs and improve clinic efficiency and productivity, monitoring of which was being conducted in detail by the Finance, Performance and Business Development Committee. It was noted that whilst the actual rate of 9.3% was in excess of target (7.5%) the position compared favourably to the same period last year. • Non Core Pay Spend – the Board noted a slight increase as Winter pressures had been felt but noted that controls were in place to review posts and continue control of non-core spend at a senior level. • Qualified nurse vacancies – the Board noted that the significant number of new posts following the nursing review, the demand for quality nurses across the healthcare economy and the delays in recruitment continued to keep the figure above target. • Advancing Quality - partly due to change in metrics, but improvement was required to ensure patients receive all evidence based interventions prescribed by AQ – the Board noted that AQ indicators were linked to CQuiN, and that there was a risk that the heart failure metric would not be achieved in 2013/14. The Board noted the report but also agreed that in future should the Monitor risk rating for Governance be other than green, then an exception report should be provided within the report. Month 9 Finance Report This report was received and discussed, as recorded under Minute BM13-14/97 below.	
BM 13- 14/096	Chair's Report – Quality and Safety Committee The Chair of the Quality and Safety Committee presented the reports for the December 2013 and January 2014, highlighting a number of key themes arising from the workforce dashboard, the clinical quality dashboard, the NHS Claims Litigation Report and the Quality Review Update.	
	The Board noted that the Quality Review Update had highlighted the risks	
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	associated with the shortage of medical histopathology staff which had now been included in the risk register.	
	Concerns regarding MEWS compliance and assistance with eating and drinking were being now being addressed with plans in place for improvement and monitoring. Assurance on this matter was still incomplete for the moment.	
	The Board noted that the Committee had agreed to recommend the 'Open and Honest Care (Transparency in Care) initiative -The Board Compact' which involved the publication of data on patient harm, experience and staffing levels on the Trust website. The Board supported the publication of this data as appropriate.	
	The Board noted the report.	
BM 13- 14/097	Chair's Report – Finance, Performance and Business Development Committee The Chair of the Finance, Performance and Business Development Committee (FPBDC) presented the reports for December 2013 and January 2014, highlighting the key risks to delivery of the financial plan including CIP delivery being heavily weighted towards quarter 4, continued overspend, income shortfall and a deteriorating cash position. The Committee had been advised that the Trust had received notification that its clinical negligence premiums would increase by £1.6m in 2014/15. The increase in the premium had been driven by an historic over payment of claims by the NHSLA and represented an increase of 25%. The Director of Finance had shared his concerns over the affordability of such a stepped increase with the NHSLA and would be meeting with the Director of Finance of the NHSLA later in the month to explore available opportunities for reducing the premiums.	AM
	The Committee and its chairman congratulated staff for their commitment and hard work in achieving all key access targets in quarter 3, notably the A & E standard and the 62 day cancer target, both of which were challenging through the quarter.	
	The Board noted that the review of the revised terms of reference for each of the sub groups reporting to the Committee would be brought back to the February meeting as there had been insufficient time to complete this during the meeting.	
	The Board noted that the CIP target was largely dependent on the efficiency savings of the Elective Surgery Pathway which amounted to £1.4m over the remainder of the financial year. The Chief Executive had met with surgery to discuss the requirement for a robust plan of action; this had now been implemented and was moving at pace to achieve the target cost savings. The Board noted that the Committee's concerns regarding progress with CIP centred more on the need to be kept informed about the implementation of plans and their outcomes.	
	The Board discussed the significant impact of the cash situation on liquidity and noted that the Trust had £25m cash balance last year in	

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	comparison to the £10m this year. The Board agreed that this was unsustainable and as an interim measure recommended that the Finance, Performance and Business Development Committee explored the option of reinstating the working capital facility.	AM
	The Committee had given full consideration to the Q3 Board declarations and expressed concerns regarding the maintenance of a COS 3 for the next 12 months, although recognising the COS achievement of 3 for quarter 3 and the forecast 3 for quarter 4. Given the significant challenge associated with 14/15 CIP and without being in receipt of any proposed contract offer for 14/15 the Committee felt unable to recommend an anticipation that a COS of 3 would be secured for the coming 12 months. This situation was reviewed by the Board and the update recorded under minute BM 13-14/0100.	
	The Director of Finance presented the Month 9 financial position, reporting a cumulative deficit of £2.6m which was £4.9m worse than planned; CIP was marginally behind the Trust's internal plan and would need to gather pace over the coming months. Whilst the COS in Month 9 reflected continued improvement from the rating of 2 reported at Month 7, the margin between the Trust achieving a 2 or 3 was noted as extremely narrow and would only take a relatively small change in the position for the rating to deteriorate. As a consequence of the poor income and expenditure performance in the year to date, the cash position had deteriorated, although this had in part been mitigated by a lower than planned level of capital expenditure for the period. Therefore the final three months of financial deliver would be critical in the Trust maintaining a sustainable position both in year and into the coming financial year.	
	The Board noted the ongoing turnaround plans/forecasts with each Division to improve the financial position without detriment to quality and safety. The Trust was also working closely with commissioners in order to develop as much certainty around the income position for the remainder of the financial year as was possible. Further action was also being taken to tighten control on expenditure, including Executive scrutiny of every vacancy and curtailment of all non essential spend. The Board acknowledged that alongside the management of the 2013/14 position, the Trust would also be working up financial plans for 2014/15	
	and subsequent years as part of the annual planning process. Progress would be reported through to the Finance Management Group and up to the Finance, Performance and Business Development Committee.	
BM 13- 14/098	Health and Safety Compliance Review and Strategy Following the receipt of the Estates Compliance Review at its October 2013 meeting, the Board had requested further information and a review of the Trust's compliance with statutory health and safety standards in order that it could be assured that the estate was being managed in a safe, effective and compliant manner. The Head of Organisational Health and Effectiveness attended the meeting to present the conclusions of the review to the Board.	
	The Board discussed the report at length and noted that the Trust had a	

Reference	Minute	Action
	large number of areas of risk with regard to statutory compliance which required immediate intervention and action. These were principally of a procedural nature. To ensure that the Trust addressed its statutory obligations with rigour and speed, the Board agreed that the Chief Executive determine an appropriate course of action and present a progress report to the Board at its next meeting in April 2014 with an interim progress report via email. Given the areas of statutory non-compliance, the Board discussed the	DA
	potential requirement to inform its regulators and noted that the Trust would need to review its CQC self -declaration in respect of a safe working environment.	DA/EM
BM 13- 14/099	Emergency Plan Review The Board received a paper on the Emergency Planning Annual review for its consideration. The Director of Nursing presented the paper and explained that all plans had been updated in line with national guidance. The Board noted that a live test of the Trust's Major incident Plan had not been conducted within the last three years and that this had been recorded on the risk register; to address this a live test had been scheduled for 11 March 2014.	
	It was also noted that actions were underway to ensure the emergency preparedness of all appropriate staff and that the role of Emergency planner was being developed for inclusion in the Director of Nursing and Midwifery structure.	
N.	The Board noted and accepted the report.	
	Regulation and Assurance	
BM 13- 14/0100	Monitor Q3 Statements The Board gave consideration to the assurances received from the FPBDC in respect of the finance and governance declarations.	
	Given the ongoing concerns regarding the Trust's financial situation, the Board reflected on their earlier discussions and the uncertainty this posed in achieving a COS rating of 3. It was agreed that this could not be fully confirmed at present and that this status be reported to Monitor, supplemented by a statement outlining the reasons for the absence of full certification and the action the Trust proposed to address the situation. The Board supported this action and noted that the Chief Executive and Director of Finance would discuss this further with the Trust's Monitor relationship managers and circulate a proposed form of words to the Board in support of the Monitor declaration for its approval.	DA/AM
	In respect of Statement 2 for Governance ('sufficient plans to ensure ongoing compliance with existing targets'), the Board agreed with the recommendation from the FPBDC to declare compliance with this statement.	
	The Board also approved a declaration of compliance with the final statement, confirming that there were no further matters arising.	

Reference	Minute	Action
BM 13- 14/0101	External Assurances: Q2 Letter from Monitor 2013/14 The Board received and noted the confirmed Q2 Monitor ratings – FRR 2, Shadow COS risk rating 2 and a Narrative Governance Risk Rating.	
	The Board noted the Executive Summary report from Monitor, including a reference to the Trust's unplanned Risk Rating of 2, the narrative governance risk rating and investigation into the Trust's financial performance.	
	External Assurances: CQC Report The Board was pleased to note that the Trust had met every quality and safety standard as part of the inspection and recognised that this signalled significant improvements for the Trust.	
	Governance	
BM 13- 14/0102	Chair's Report – Audit Committee The Chair of the Audit Committee presented the report, highlighting in particular the Committee's establishment of a process for reviewing compliance with the provider licence in order to identify risks of breach; the Board noted the additional rigour this provided to the existing assurance processes.	
	The Board noted the report.	
BM 13- 14/0103	Charitable Funds: Review of corporate trustee role The Board received the report and noted the Board's role as Corporate Trustee of the charity as exercised via the Charitable Funds Committee. The Board noted the report.	
Board of Dir	ectors:	
BM 13- 14/0104	Minutes of the Previous Meeting (30 October 2013) The minutes of the previous meeting were reviewed for accuracy.	
	As a matter arising, the Board noted that as part of minute BM 13-14/066 it had been reported that under the CQC's new inspection regime and publication of the new Intelligent Monitoring Tool, the Trust had been placed in Band 5 but noted that subsequently it had been rebanded to Band 6, the lowest risk banding.	
	The minutes of the meeting held on 30 October 2013 were received, approved and signed by the Chairman.	
BM 13- 14/0105	Board Action Log The Board reviewed the Action Log and confirmed that Actions 1, 6, 8, 9, 11 and 14 could be closed. It was agreed that the timeframe for Action 3, 4 and 15 would now be April 2014 and for Action 12, September 2014. On Action 13, a further report would be provided at the April 2014 Board meeting with an interim progress report to the Board by email	

Reference	Minute	Action
	Standing Items	
BM 13- 14/0106	Any Other Business There was no further business.	
BM 13- 14/0107	Items for BAF / Risk Register As discussed under minute BM 13-14/093, the Board requested that the transfer of vascular services be registered on the BAF as a risk to transformational change (ref 21) and delivery of clinical services that best meet the needs of patients and ensure sustainability (ref 22).	
BM 13- 14/0108	Date and Time of Next Meeting Wednesday 30 April 2014 at 9.00am, in the Boardroom, Education Centre, Arrowe Park Hospital.	

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