

**ITEM: 1**

**MEETING:**

Trust Board, Wednesday 16 April 2008

**TITLE:**

Minutes of the Trust Board meeting of 19 March 2008

**SUMMARY:**

Attached are the minutes of the Trust Board meeting held on 19 March 2008

**ACTION:** For information and agreement

**REPORT FROM:** Mary Field, PA to Directors

<p><b>Financial Validation</b> Lead: Director of Finance</p>	<p>Not applicable</p>
<p><b>Compliance with statute, directions, policy, guidance</b> Lead: All directors</p>	<p>Not applicable</p>
<p><b>Compliance with Healthcare Commission Core/Developmental Standards</b> Lead: Director of Nursing and Clinical</p>	<p><b>Reference:</b> Not applicable</p>
<p><b>Compliance with Auditor's Local Evaluation standards (ALE)</b> Lead: Director of Finance</p>	<p><b>Reference:</b> Not applicable</p>
<p><b>Compliance with requirements of FT application and monitoring regime</b> Lead: Director of Strategy and Performance</p>	<p><b>Reference:</b> Not applicable</p>

<b>Present</b>	Joe Liddane	Chairman
	David Sloman	Chief Executive
	Susan Sorensen	Director of Strategy and Performance
	Margaret Boltwood	Director of Human Resources and Corporate Affairs
	Kate Slemeck	Director of Operations
	Deborah Wheeler	Director of Nursing and Clinical Development
	Richard Martin	Director of Finance
	Philip Ient	Director of Facilities
	Siobhan Harrington	Director of Primary Care
	Celia Ingham Clark	Medical Director
	Maria Duggan	Non Executive Director
	Anna Merrick	Non Executive Director
	Robert Aitken	Non Executive Director
Edward Lord	Non Executive Director	
<b>In attendance</b>	Helena Kania	Chair, Patient & Public Involvement (PPI) Forum
	Faridoon Madon	Member of the PPI Forum
	Caroline Allum	Consultant, Department of Radiology
<b>Minute taker</b>	Mary Field	PA to Directors

**08/039     Apologies for Absence     **Action****

08/039.1 Anne Johnson, Non Executive Director

**08/040     Declarations of Interests**

08/040.1 None

**08/041     Minutes of the meeting of 20 February 2008**

08/041.1 The minutes were agreed as an accurate record subject to the following amendments:

***08/018.8 Risk and Performance Management – Sources of Assurance***

In line 12 correct spelling to “Victoria Klimbie” and refer to it as the “Laming Report”

***08/021.2 CIP 1008/1009***

*In line 2 change “quarters” to “wards” and “quarter” to “ward”*

***08/023.4***

Add “**and the Governors’ Responsibilities and Code of Conduct**” to the items noted and agreed

***08/025.1 HCC review of maternity services***

Correct “staffing culture” to “safety culture”

08/041.2 **Matters arising**     **Action**

08/041.3 **08/022 Board and sub-committee membership**  
Following the postponement of the application for Foundation Trust status, **the Board agreed that Edward Lord should be appointed Deputy Chairman of Trust Board in the interim**

08/041.4 The Chairman reported that the non-executive directors wished to review the extent of their involvement on sub-committees of the Board to ensure that they are able to maintain their independence and ability to challenge the executive directors. It was felt that the range of sub-committees should be reduced in the interests of good governance. A paper on this will be brought to the next Board meeting. They also requested that Board meetings should be held on a monthly basis as part of the induction process for new Board members and to facilitate the working together of the whole Board.

JL

08/041.5 **The Board agreed that Board meetings should be held on a monthly basis.**

08/041.6 Helena Kania commented on the change in style of the minutes in that Board members who raised issues were no longer being named. She said that when the Whittington becomes a Foundation Trust, the Council of Governors has a duty to consider how non-executive directors are performing and naming directors in minutes would assist with this. It was noted that the change had been discussed in the November 2007 Trust Board minutes, item 07/101.2. It was also noted that guidance from the Institute of Chartered Secretaries is that the name of the person introducing the report should be identified and the chairman's summing up should be recorded. Other names should not be recorded. **It was agreed that this style of minutes should be followed and reviewed if necessary**

#### **08/042 Chief Executive Report**

08/042.1 David Sloman said that the "good news story" was the achievement of level 3 against the CNST risk management standards, which was evidence of the high quality of maternity services at the Whittington. It also entitled the Trust to an additional discount of £169k on the premium.

08/042.2 David Sloman asked the Board to ratify the Estates Strategy, which had previously been approved by the Finance & Performance Committee. Concern was expressed about the procedure as the new members of the Board have not had a chance to study and review the strategy. **It was agreed that the full Estates Strategy should be brought to a future Board meeting for discussion**

PI

08/042.3 Board members asked for the principles of the Single Equality Scheme to be discussed at the April Board meeting as Board members have statutory responsibility relating to equality and diversity

MB

08/042.4 All Board members are invited to work alongside a nurse in the hospital on 12 May 2008, International Nurses Day. Board members are asked to confirm their availability and preferences for any clinical area to Deborah Wheeler by 30 April 2008

All

08/042.5 David Sloman informed the Board that he had received confirmation from the Strategic Health Authority that the Trust's risk rating for 2008/09 would be 3 for financial risks and green for governance, services and quality and safety. This is an improvement from last year's ratings **Action**

**08/043 Foundation Trust update and approval of final submissions for the Integrated Business Plan**

08/043.1 David Sloman recommended to the Board that the Trust should request a 6-months' postponement which would give adequate time to resolve the technical aspects and ensure that the new Board was embedded and in a position to effectively challenge the executive directors. Time would be needed to establish the new committee structures as Ernst & Young had been unable to provide an unqualified opinion on the Trust's Financial reporting procedures. David Sloman, with the agreement of the Chairman, has written to Monitor asking for a postponement to the Foundation Trust application. He told the Board that the technical aspects could be resolved quickly but time was needed to embed the new Board.

08/043.2 Susan Sorensen informed the Board that the Trust had responded to all the items raised in the letter from Monitor following the Board to Board meeting on 4 March 2008. There has been no feedback yet but this will follow when the FT application process resumes

08/043.3 The Board noted the Trust's response to the issues arising from the Board to Board meeting on 4 March 2008

08/043.4 The Board noted that the Integrated Business Plan will be reviewed

**08/044 Stage 2 Foundation Trust assessment**

08/044.1 Susan Sorensen informed the Board that Ernst & Young had completed their Stage 2 due diligence assessment and had given an unqualified opinion on the Trust's working capital. They had, however, given a qualified opinion on the Trust's financial reporting procedures .

**08/044.2 The Board agreed that the executive directors should report to TB on the technical issues identified in the Stage 2 Ernst & Young due diligence report.**

08/044.3 The Board reviewed the Action Plan drawn up in response to Ernst & Young's Stage 1 report and made the following comments:

08/044.4 In the Action Plan, ESP7, Ref: P41, last point under Trust progress report column, AM or MD should discuss independent assessment with the auditor, rather than RM

08/044.5 In the Action Plan, ESP7, Ref: P48, last point under Trust progress report column, it was noted that it is not realistic to complete by March 2008

08/044.6 The Board noted the progress on the Action Plan arising from the Ernst & Young Stage 1 Historic Due Diligence Review November 2007

**08/045 Board Memorandum on Projected Working Capital**

08/045.1 The Board noted the Board memorandum on Projected Working Capital and Financial Reporting Procedures and accepted the chief executive's advice that it should not be signed off in view of the Ernst & Young report.

08/045.2 **In the light of the previous discussion, the Board agreed that the Trust should ask Monitor for a six month postponement.** DS/JL

08/045.3 Susan Sorensen reported that elections for governors were going ahead as planned and the Council of Governors would be in place in April. Concern was expressed that there would be loss of momentum if the governors had no meaningful role, but there would be a benefit in having the opportunity to act as a Shadow Council.

**08/046 Project Initiation Document (PID) for Maternity and NICU business case**

08/046.1 Susan Sorensen informed the Board that the next stage in the Maternity and NICU development project was to approve the revised PID to address the current inadequate facilities.

08/046.2 Concern was expressed that the non executive directors did not have any background information on the options being proposed and that it was premature to approve a PID when the shortlist of four options had not been evaluated. Monitor had pressed the Board hard on whether the PCT was committed to the project and the Chief Executive was asked for confirmation of their support. He was also asked to review the appointment of the Senior Responsible Officer of the project. DS

08/046.3 **The Board agreed that Business Case for Maternity and NICU should be brought to the next Board meeting for detailed discussion** SS

**08/047 Finance report Month 11 – February 2008**

08/047.1 Richard Martin informed the Board that financial performance was on target to deliver the planned surplus.

08/047.2 The Board noted the financial performance to date and the year end forecast

08/047.3 **The Board agreed the initial opening budgets for 2008/09** and noted that these will be updated to reflect the recently signed Service Level Agreements

**08/048 Capital Programme 2008/09**

08/048.1 **The Board approved the Trust Capital Programme for 2008/09**

**08/049 Clinical Governance report**

08/049.1 The Board noted the report

**08/50 Annual review and Assurance Framework**

08/50.1	Following discussion of the Assurance Framework the Board asked for the following amendments:	
	- The risk to the reputation of the Maternity Department following the Dispatches programme should be included on the Assurance Framework and the Risk Register	DW
	- Item 2.9, Trust exposure to PFI legal and statutory non-compliances that cannot be addressed through the payments mechanism: the status of medium priority should be reduced from an overall risk level of 25.	PI
	- Item 9.1, Education funding is reduced: the likelihood should be reduced from 4 as a significant cut in funding is not expected. Deborah Wheeler requested that it should be retained as a risk in view of the sudden and unexpected reduction of the training budget for nurses by £1 million by the SLA in the previous financial year	MB
08/50.2	<b>The Board ratified the Assurance Framework</b>	
08/50.3	David Sloman recommended that a review of the Board's self-certification procedures should be carried out	DS
08/50.4	<b>The Board approved the Assurance Framework policy, the revised risk management strategy and the terms of reference for the Assurance Committee with the proviso that they will be subject to further consideration and amendment following the review of the Trust's committee structure and the role of non-executive directors</b>	
<b>08/051</b>	<b><u>Healthcare Commission (HCC) declaration of performance against standards</u></b>	
08/051.1	Deborah Wheeler recommended to the Board that it was able to declare full compliance for 2007/08 to all 24 core HCC standards. She informed the Board of the progress that had been made by the Trust to maintain compliance for the two standards for which it was not compliant for the previous full year (2006/07) - C4a reducing the risk of healthcare associated infection and C4c decontamination. The Trust had not been fully compliant with these standards until the latter half of the previous financial year. The evidence to demonstrate full year compliance with C4a is based on the 45% reduction in incidence of MRSA bacteremias since last year and the positive assessment from the Healthcare Commission on isolation rooms. Systems and processes are in place for assessing patients' needs for isolation rooms.	
08/051.2	The Board requested that in future fuller evidence should be submitted to the Board in advance to enable it to assess compliance	DW
08/051.3	The Board asked for clarification of the Comparative Indicators	DW
08/051.4	<b>The Board agreed that the Trust should declare compliance with all 24 core standards for 2007/08</b>	
<b>08/052</b>	<b><u>Clinical Excellence Awards</u></b>	
08/052.1	The Board noted the report	

**08/053 Treasury Management Policy**

08/053.1 **The Board approved the treasury management policy**

**08/054 Approve changes to Standing Orders and SFIs**

08/054.1 **The Board confirmed agreement of the key changes required to the Integrated Governance Document outlined in section 2**

08/054.2 **The Board agreed to delegate authority to the Audit Committee for finalising the Integrated Governance Documents, which will now incorporate Standing Financial Instructions plus Reservation and Delegation of Powers**

**08/055 Any other urgent business**

**08/055.1 Misuse of Computer network:**

Helena Kania informed the Board that she had been contacted by a member of the local press concerning misuse of the hospital's computer network. She asked the Board how the Trust ensured that the computer network was not misused and how breaches were brought to the attention of senior managers. David Sloman responded that the Trust has a blocking system via Bluecoat, which normally performs well. The non executive directors asked in future to be forewarned of issues of risk to the reputation of the Trust in case they were approached by the media

**SS**

08/055.2 The Board noted that Helena Kania and Faridoon Madon were standing down from the PPIF as it was being dissolved. They were thanked for their contribution to the work of the Trust.

**08/056 Opportunity for questions from the floor on matters considered by the Board**

08/056.1 None

**08/057 Date of next Trust Board meeting:**

16 April 2008 at 2 pm, Postgraduate Centre room 4

SIGNED.....(Chairman)

DATE.....