

**Board of Directors Meeting**  
**Minutes of the Meeting held in Public**  
**Monday, 6 February 2017**

**at 9.30am in the Boardroom, Leighton Hospital, Crewe**

**Present**

Mr D Dunn	Chairman
Mrs T Bullock	Chief Executive
Dame P Bacon	Non-Executive Director
Mr J Barnes	Non-Executive Director
Ms E Carmichael	Director of Workforce and Organisational Development
Mr J Church	Non-Executive Director
Mr M Davis	Non-Executive Director
Dr PA Dodds	Medical Director and Deputy Chief Executive
Mrs D Frodsham	Chief Operating Officer
Mr D Hopewell	Non-Executive Director
Ms A Lynch	Director of Nursing and Quality
Mrs R McNeil	Non-Executive Director
Mr M Oldham	Director of Finance & Strategic Planning

**Apologies**

Mr J Lyons	Lead Governor
------------	---------------

**In attendance**

Mrs K Dowson	Trust Board Secretary
--------------	-----------------------

**Observing**

Mrs Barbara Beadle	Public Governor (Crewe & Nantwich)
Mrs Janet Roach	Public Governor (Crewe & Nantwich)
Mrs Pat Psaila	Public Governor (Patient & Carer)
Mrs Lynn Jones	Matron – Paediatrics ( <i>to item 17/02/02 only</i> )
Mr Matthew Hudson	Deloittes ( <i>from item 17/02/09 only</i> )

**BoD17/02/1**

**Welcome, Introduction and Apologies**

- 17/02/1.1 The Chairman welcomed everyone to the meeting
- 17/02/1.2 Apologies for the meeting were noted.

**BoD17/02/2**

**Patient Story**

- 17/02/2.1 Ms Lynch introduced the story which was nominated by the Patient Review Panel. This family had a mixed experience in the maternity and Neonatal suite and submitted a complaint after several months which was primarily in regard to communication. Mrs Jones, Paediatric Matron, presented the Trust response to their story and outlined the measures which have been put into place as a result. Mrs Jones confirmed that the parents are satisfied with the response and understand why actions took place without the parents being spoken to first. Mrs Jones added that the experience has underlined the need for careful communication with families. As a results of this conversation Mrs Jones has developed a poster and hashtag for the department #Ask before you deliver.
- 17/02/2.2 The Chairman thanked Mrs Jones for the presentation and asked for the Board's thanks to be passed on to the parents for sharing their story. Mrs McNeil observed that this story demonstrates how quickly trust can be lost with patients, despite so much training and development of staff and investment of energy, time and process by the Trust. Mrs McNeil added that communication is so often part of complaints.

17/02/2.3

Mr Barnes commented that the strapline was excellent as it sums up a simple message that all staff can learn from and this should be disseminated. Mrs McNeil observed that posters of lessons learnt are valuable but only deal with the issues of the complaint not the real heart of the problem which is what the hashtag attempts to address. Dame Patricia asked if a specific apology for the phrase used in labour had been given and if the staff member had been spoken to. Mrs Jones confirmed that this had been dealt with. Mrs Jones reflected that the complaints meetings had gone so well because there were 4-5 health professionals there to explain various aspects of the treatment. The parents had appreciated the apology and the sincerity of the views and had gone away from the meeting satisfied.

17/02/2.4

Dame Patricia commented that while this couple may have been articulate enough to express their concerns others may find it more difficult. Mrs Jones commented that this couple had felt unable to ask questions at the time it was only after a period of reflection that they had felt able to put their concerns on paper. The Chairman thanked Mrs Jones for her presentation and noted that it was good to hear the baby was doing well.

**Resolved:** The Board noted the story provided, the lessons learnt from this complaint and the importance of spreading the need for good communication at all times across the hospital.

**BoD17/02/3**

**Board Members' Interests**

17/02/3.1

There were no new interests declared. Dame Patricia advised the Board that her husband was no longer a Governor at Manchester Metropolitan University (MMU) so did not have a conflict of interest in the agenda item on MMU.

17/02/3.2

The Chairman advised the Board that he is an Honorary Fellow at MMU and this should be noted in relation to the item on MMU in the Chairman's Update. There were no other interests declared in relation to open items on the agenda.

**BoD17/02/4**

**Minutes of the Previous Meeting**

17/02/4.1

The following changes to the minutes of the meeting of 9 January 2017 were noted:

- Miss Carmichael observed that Simon Stevens surname was spelt wrong in 17/01/4.1
- Dr Dodds advised that reference should be to the Emergency Department not Emergency Care in paragraph 17/01/11.2.1
- Dr Dodds noted that in 17/01/11.2.1 that it was the Coroner's inquest, not the post-mortem which resulted in the receipt of a Regulation 28 letter.
- Dr Dodds noted that in 11.2.2, Pressure Ulcer should be inserted into the third line to read 'this was the first Community Pressure Ulcer incident to be reported'.
- Mr Barnes asked that the action at the end of 17/01/12.1.6 be clarified to say that this would take place at the end of the financial year.
- Mrs Bullock noted that Ms Lynch left the meeting at 17/01/12.1.6 with Mrs Bullock
- Mrs Bullock asked for the minutes to note that Mrs Frodsham left the meeting after the E-Rostering Business Case 17/01/12.5.3 and returned for item 17/01/13.2

**Resolved:** The minutes were agreed as a true and accurate record of the meeting held on 9 January 2017, subject to the amendments proposed.

**BoD17/02/5 Matters Arising and Action Log**

17/02/5.1 There were no Matters Arising.

17/02/5.2 The Chair asked for progress on the outstanding actions. Ms Lynch reported that the draft Quality, Safety and Experience Report 17/01/10/1.3 had been put on to the agenda for the Board Away Day on 20 February. Mrs Bullock confirmed that the Board feedback (action 17/01/11.3.1), on the Health and Safety policy had been completed. The Chairman noted that item 17/01/12.1.6 was scheduled for completion later in the year following the Trust financial year end.

**BoD17/02/6 Annual Workplan**

17/02/6.1 The Chairman asked the Board to review the Board Workplan for 2016/17 noting that Miss Carmichael had added the Workforce Race Equality Scheme to the plan. There is an annual requirement for Board review of this document and the scheme must be published by 31 January of the following year.

**Resolved:** The Board noted the addition to the Workplan for 2016/17.

**BoD17/02/7 Chairman's Announcements**

**17/02/7.1 Chairman's Action**

There were no Chairman's actions to report.

**BoD17/02/7.2 Meetings with MPs**

17/02/7.2.1 The Chairman reported that he and Mrs Bullock had met with Edward Timpson, MP for Crewe and Nantwich. They provided Mr Timpson with a general update on what is happening at the Trust including, the contract dispute position, A&E pressures, the investment required for A&E and the move towards Accountable Care Organisations (ACO).

Mrs Bullock advised that she had met with Antoinette Sandbach MP for Eddisbury and had a very positive meeting. Ms Sandbach had asked for an update on Trust performance and targets and was already aware of the contract dispute with the CCGs.

**BoD17/02/7.3 Board Committee Reviews – Performance and Finance (PAF)**

17/02/7.3.1 The Chairman reported that the first of the Board Committee reviews has taken place with Mrs Bullock, Mrs Dowson and Mr Davis as Chair of PAF. This cycle of reviews which will take place until 13 March, follows the first full year of operation within the revised committee structure. The reviews will assess performance and any lessons to be learnt. An overview of the reviews will be presented to the Board in April when they are all complete.

**BoD17/02/7.4 MMU University Partnership**

17/02/7.4.1 The Chairman reported that he will be speaking to the Vice Chancellor of MMU, following their announcement that they intend to pull out of the Cheshire campus. Professor Neil Fowler who is MMU Governor representative has also advised the Chairman that he is leaving MMU and so there is now a vacancy on the Council. MMU is the Trust's current university partner but the future of this arrangement will be discussed.

17/02/7.4.2 Mrs Bullock added that she has met with the Health faculty lead for MMU who has expressed their desire to continue the relationship with the Trust and deliver training at the hospital. This could include apprentices and nursing diplomas. Miss Carmichael and Ms Lynch will be continuing these conversations with MMU and the Board will be updated.

**BoD17/02/7.4 Additional Chairman's Items**

The Chairman and the Board congratulated Mrs Dowson on achieving her Advanced Certificate in Healthcare Governance from the Institute of Company Secretaries and Administrators.

**BoD17/02/8 Governors Items****BoD17/02/8.1 Council of Governors - 19 January 2017**

17/02/8.1.1

The Chairman reported that Council met in January and thanked Mr Davis for stepping in to Chair the meeting for the first items. The Chairman noted that it was the final meeting for several Governors and thanks were given to all those retiring. Several of these have served the full three year terms and a presentation was made to Mr John Lyons for his work as Lead Governor. The Chairman noted that Mr Mike Hadfield had provided feedback of the meeting, which was generally positive but he had articulated concerns with hearing presenters and also the confusion that the use of acronyms can bring. The Chair asked colleagues to note and act on this feedback as this is particularly relevant for the new Governors who will be starting in May.

**BoD17/02/8.2 Governor Elections 2017**

17/02/8.2.1

Mrs Dowson reported that nominations for Governors closed on Thursday and there had been a good level of responses. Mrs Dowson was pleased to confirm that Mrs Janet Ollier was uncontested in the Congleton constituency and so would be returning for a second term. There are three nominees in the Vale Royal constituency for two places, seven nominations for the four roles in Crewe and Nantwich and eight nominations for Patient and Carer Governors. These three constituencies will all progress to election.

17/02/8.2.1

Mrs Dowson advised that there had been one nomination in three of the five vacant constituencies; Clinical Support Staff, Central Cheshire Integrated Care Partnership (CCICP) Staff and Registered Representatives of Trades Unions and Staff Representatives. Mr John Osuagwu, Mr Richard Sutton and Ms Caroline Birch have been elected into these posts, subject to their acceptance of these roles. Ms Birch will be returning for a second term. There are three nominees for the Staff Registered Volunteers constituency and therefore, there will be elections in these three categories. There have been no nominations for the Medical and Dental Practitioner constituency. The Chairman thanked Mrs Dowson for the update and the effective communications campaign which has resulted in a very positive response and number of nominations.

**BoD17/02/9 Chief Executives Report****BoD17/02/9.1 Contract Update**

17/02/9.1.1

Mrs Bullock reported that the Trust still does not have an agreed settlement for the areas of dispute within the 2016/17 contract or an agreed 2017/18 contract with commissioners. The Trust is awaiting confirmation for an arbitration/expert determination date to resolve this. The Centre for Effective Dispute Resolution, (CEDR) route previously discussed with Board remains paused; the CCG have not yet discontinued although it is hoped that this will be the outcome. Mrs Bullock reported that the CCG have raised several new contracting issues in respect of the 2016/17 contract in recent weeks and signalled their intent to withhold payment on areas such as high cost drugs and procedures of limited clinical value. Arbitration/expert determination requires a resolution of all these contract issues so these new issues will need to be included. The Trust is continuing to meet and work with the CCG, NHS Improvement (NHSI) and NHS England (NHSE) to resolve these issues. Mrs Bullock advised that the Trust are holding a date for this Friday for a further meeting with Mr Simon Stevens, CEO of NHSE and Mr Jim Mackey, CEO of NHSI and their teams to discuss these issues.

- BoD17/02/9.2 Cheshire & Mersey 5 Year Forward Plan**  
17/02/9.2.1 Mrs Bullock reported that Mrs Louise Shepherd, Senior Responsible Officer (SRO) for the STP for Cheshire & Merseyside (C&M) had met with senior officials last week and awaited an update whilst noting there are growing concerns in regard to the size of the C&M STP. Several providers have concerns with the potential value added across such a large area and there are discussions underway in regard to possible solutions.
- BoD17/02/9.3 Meeting with NHSI/E Chief Executives**  
17/02/9.3.1 Mrs Bullock reported that she had met with Mr Simon Stevens and Mr Jim Mackey, together with the Chairman and the Chairs and Accountable Officer of the Clinical Commissioning Groups, (CCG) for South Cheshire and Vale Royal. Ms Clare Duggan of NHSE and Paul Chandler of NHSI had also attended. At this meeting it was noted that only six systems have failed to agree a contract for 2017/18 so far and that our system were the only ones subject to such a meeting. At the meeting, it was made very clear that CEDR was not the desired route and if resolution to the issues could not be reached then arbitration should be the route used to resolve contract issues for both 2016/17 and 2017/18. The Trust and CCG were also asked to bring back a plan on how to make the financial purse available work; this must be presented at the meeting on Friday 10 February. Mrs Bullock noted how challenging this would be.
- BoD17/02/9.4 System Wide Meeting**  
17/02/9.4.1 Mrs Bullock reported on this meeting with the CCGs and partners which was previously described as the Checkpoint meeting. NHSE conduct this meeting with the CCGs because South Cheshire CCG are 'under directions' and some of these meetings are broadened to include wider health delivery partners. Preparation for the 10 February meeting and the subsequent letter from Stephen Hays were discussed. There was some difference of opinion in the interpretation of the letter and further clarity is required in order to reach agreement on the 2016/17 contract disputes and the 2017/18 contract.
- BoD17/02/9.5 Executive Director Away Day**  
17/02/9.5.1 Mrs Bullock reported on the recent Executive Director Away Day which had reviewed the Divisional Quarterly Review process which requires a refresh. Mrs Frodsham is to take this forward with the divisions to ascertain what would be of the most value for each division and the executive.
- 17/02/9.5.2 Mrs Bullock advised that the Executives had had an extensive discussion on the Contract Dispute. The Executive recognise that whatever the outcome there will remain a significant system-wide gap, so the Trust needs to consider what it will do differently. The Trust is developing a 'Plan A' to identify what measures can be taken to reduce expenditure and bridge the gap in the health economy. These suggestions have been used for the presentation with the CCG for 10 February.
- 17/02/9.5.3 Mr Hopewell commented that the underlying issue is the historical underfunding of the health economies in Cheshire and asked what is being done to push this issue strongly. Mrs Bullock replied that both she and the Chairman have done this with MPs, Mr Jim Mackey and Mr Simon Stevens. There is an awareness of the problem, but there is no appetite to address this. Mr Hopewell observed that as a result of the funding gap services will be decommissioned and is this the time to raise public awareness. Mr Barnes asked what the impact of the local allocation is. Mrs Bullock confirmed that it is £15m across the two CCGs so there would still be a gap of £10m for 2017/18 even if this was addressed. Mr Davis suggested that this net gap of £10m should be the focus for the presentation on the 10 February with the CCG. Everything possible should be done to hold the system to account

for delivery and outlined the role of the Non-executive Directors have in taking the underfunding forward. The Chairman commented that he has not seen any evidence from the CCGs as commissioners that they have attacked the funding inequality as aggressively as they should have done and that it should be raised by the Board. The Chairman agreed that he will write formally to the four local MPs to raise this issue formally.

17/02/9.5.4 Mrs Bullock advised that there is no more money in the pot, so even if the gap was acknowledged and addressed it could only be done by taking money away from someone else. Mr Davis replied that the Trust cannot afford to be concerned about this, the Board has to represent the Trust and the local population and they are underfunded by £15m. Mr Hopewell commented that it was unacceptable to be told to stop pushing this issue as it needs to be resolved. Mr Church agreed that this debate needs to be had across the health system. Mrs Bullock commented that the best solution that could be hoped for is a transitional funding arrangement, but NHSI and NHSE would want to see a solid plan for this and this is not yet in place although it is in progress. This plan needs to show how the system will transform and close as much of the financial gap that it can.

17/02/9.5.5 Dame Patricia commented that if there is no more money there should be challenge on the cost of some national health bodies. Mrs Bullock commented that when the update on the 5 Year Forward View is released in March data may be included on how much local areas are contributing to national groups as well as commissioning groups and Commissioning Support Units, (CSU) with a view to alternative decisions being made on how to use this money more effectively.

**ACTION: A letter in regard to the funding allocation for CCGs to be written to the local MPs from the Board (Chairman).**

**BoD17/02/9.6 Cheshire & Mersey Providers CEO Meeting**

17/02/9.6.1 Mrs Bullock advised that this meeting had included the Medical Directors of each Trust as well as CEOs for the first half of discussions. There was a presentation of the work being led by the CEO and Medical Director of Warrington and Halton Hospitals NHS Foundation Trust, Ms Mel Pickup and Mr Simon Constable together with a consultancy firm. This work is leading the workstream for High Quality Hospital Care, previously called Reducing Medical Variation and Acute Reconfiguration. The presentation focused on the work with key stakeholders to identify issues with particular clinical services, examine their financial sustainability, success at meeting targets and achievements against the national quality level.

17/02/9.6.2 Mrs Bullock reported that the second half of the meeting with just the CEOs heard from Mr Chris Hopson, CEO of NHS Providers which was an insightful update on NHS finances and the measures NHSI is putting into place to resolve the financial pressures. Mr Hopson advised that the next two years will be particularly difficult as real term spending cuts begin to have an impact. In current annual plans the level of proposed CIPs has increased from 3-5% to 4-6% as Trusts try to balance their books and there is concern that these are not achievable. Mr Hopson had added that the Control Totals accepted nationally do not create a balanced national position. Mr Hopson informed the group that the Five Year Forward View report due for publication in March will set out how the sector would live within its budget and stop the continuing increase in demand. This will include cutting some services, reviewing national targets and standards and what Trusts are being asked to deliver. Only those services which can demonstrate value for money will continue. Mr Hopson reported that each STP will be given the amount that is spent on NHSI, NHSE, CCGs and the CSU which will highlight areas of potential

efficiency.

**BoD17/02/9.6 GMC Enhanced monitoring**

Mrs Bullock informed the Board that a formal letter had now been received from the General Medical Council (GMC) confirming that the Trust are no longer subject to enhanced monitoring for trainee doctors.

**BoD17/02/10 Caring  
BoD17/02/10.1 Quality, Safety and Experience Report**

17/02/10.1.1 Ms Lynch presented the report based on data from December 2016. December has had the best results for Hospital Acquired Pressure Ulcers to date and this supports observations that work in this area is having an impact. Ms Lynch added that pressure ulcers and inpatient falls are being monitored on a daily basis. Ms Lynch advised that she had chaired the first joint hearing on an avoidable pressure ulcer in CCICP as reported to the Board in January. Mr Barnes asked when agreed aims for CCICP on pressure ulcers will be in place. Ms Lynch confirmed that these will be in place for April following work to establish benchmarks for these. Mrs McNeil asked if CCICP staff were prepared and experienced in this method of examination. Ms Lynch replied that they were used to conducting Root Cause Analyses (RCA) and she had been assured by the response to the investigation by staff.

17/02/10.1.2 Mr Davis again noted his concern in regard to the adverse trend in mortality rates in the Hospital Standardised Mortality Ratio (HSMR). The Trust was previously in the middle range but is now 119 out of 139 Trusts. Mr Davis asked if this trend was likely to get worse before it gets better and whether the Quality Governance Committee (QGC) is assured that the Trust is taking all measure needed to get back into range. Dr Dodds confirmed that preliminary data indicates that this rate may get worse before it improves. Mr Barnes confirmed that as a Non-executive Director on QGC he had met with Dr Dodds to understand the Trust work on improving mortality rates and he will be reporting this back to QGC. The Chairman summarised that this adverse direction in rates was starting to look like a trend and the Board requires assurance that QGC is looking at this which Dame Patricia gave on behalf of QGC and advised she will report back to Board in March.

17/02/10.1.3 Ms Lynch advised that an RCA in regard to the MRSA reported to Board last month had been completed and an action plan is in place. The conclusion of the RCA was that it was avoidable and noted the improvements to be made. Ms Lynch reported that performance in prevention of Clostridium Difficile was doing very well against the target and remained an area of regular review.

17/02/10.1.4 Ms Lynch presented the CQUIN performance, noting that there was some missing data as results are not yet available. The flu campaign continued due to the flu outbreak on three wards. Ms Lynch confirmed that the flu outbreak has now ended and there are currently no ward restrictions. Ms Lynch advised that the Trust are in discussions with the CCG in regard to the reduction in antibiotic consumption targets as these are based on admission numbers and Community Services prescriptions without admission has had an impact on these results and is masking the improvements made in the rest of the Trust. There has also been a change to the classification of some drugs as anti-microbial and the Trust is ascertaining if this will have an impact nationally or just on the Trust.

17/02/10.1.5 Ms Lynch asked the Board to note the staffing levels report. Mr Barnes asked if there were any particular wards that were causing concern. Ms Lynch confirmed that if staffing levels drop below 85% at any time then details of this and an assessment of any impact must be provided for review. Ms Lynch reported that

three wards had dropped below this level for a number of shifts but there was no evidence of patient harm at these times. Ms Lynch advised that the report does not reflect how staff are utilised from other areas to support vacancies or absence. Mr Barnes asked if these instances were isolated. Ms Lynch replied that there are some vacancies as previously outlined and the Agency Cap means that only a limited number of additional staff can be brought in, however the Trust continues to benchmark well against other Trusts. Ms Lynch added that there are no serious underlying issues highlighted by these figures apart from the difficulties of recruiting nurses which is a national issue.

17/02/10.1.5 Dame Patricia observed that this situation is not going to improve with a drop in numbers applying for nurse training which is viewed as a result of the introduction of bursaries and evidence that staff are less willing to come from Europe following the EU Referendum result. Ms Lynch agreed that it is unlikely to get easier but she and Miss Carmichael are developing alternatives for staffing groups such as developing an Apprentice route with MMU and the Nurse Associates role which will be a registered role in the future.

17/02/10.1.6 Ms Lynch presented the Patient Experience section of the report noting that the Trust has received a Regulation 28 report from the coroner as reported verbally to the January Board meeting and the Trust has 56 days to respond to this.

**Resolved:** The Board accepted the Quality, Experience and Patient report and noted the performance of the Trust and the assurance provided.

#### **BoD17/02/11 SAFE**

#### **BoD17/02/11.1 Draft Quality Governance Committee (QGC) – 8 January 2016**

17/02/11.1.1 Dame Patricia reported the meeting of QGC in January noting that the Board Assurance Framework review for Quarter 3 and the top 5 strategic risks for Q2 have been escalated to the Board for information. Dame Patricia formally reported that as previously discussed QGC have recommended that the BAF be rolled forward for 2017/18 until the impact of the STP is understood. However, the Board will need to review the BAF and this review should take place following a review of Strategic Domains at the Board Away Day on 20 February.

**ACTION: Strategic Domains for 2017/18 to be reviewed at the next Board Away Day (P Dodds)**

**Resolved:** The Board noted the report of QGC and the items reported to the Board for information.

#### **BoD17/02/11.2 Serious Untoward Incidents (SUI) and RIDDOR Events**

17/02/11.2.1 Dr Dodds reported that there were four SUIs to report. There were three Pressure Ulcers, two of which were from CCICP. In addition, there was an RCA underway in respect of an obstetric incident.

17/02/11.2.2 Dr Dodds advised that there were no RIDDOR reportable events.

#### **BoD17/02/12 RESPONSIVE**

#### **BoD17/02/12.1 Performance Report**

17/02/12.1.1 Mr Oldham presented the Performance Report to the Board using data from December 2016. Mr Oldham noted that GP referrals are continuing to decline following the introduction of demand management schemes by the CCG. This is leading to a reduction in waiting lists in Outpatients. Mr Oldham explained that financial pressures have brought in the scheme and GPs are asked to ring up a



specialist before referring in to one of four identified specialities. Other aspects to these schemes are the changing of thresholds for referrals, for example in orthopaedics.

- 17/02/12.1.2 Mr Hopewell asked if the Trust has any insight into the demand management schemes and is there any concern that patients are having to wait longer but will still need treatment at some point. Mrs McNeil asked what the impact of this will have on elective surgery. Mr Oldham responded that it is difficult to track the link between referral and activity immediately because of the delay between referral and treatment. Mr Oldham noted that while outpatient appointments have decreased, the level of patients referred to surgery for day cases and inpatients has not declined which suggests that those referrals being stopped are the ones that do not tend to lead to surgery but may have a pathway through other options first such as physiotherapy. Mr Oldham agreed that the impact on the activity forecast for the Trust may need to be reviewed.
- 17/01/12.1.3 In response to a question from Mr Barnes, Mr Oldham advised that the Trust is performing well compared to others, Mrs Frodsham added that one day last week the A&E 4-hour transit time was down to 86% but the Trust still had the 11<sup>th</sup> best performance in the country. Mr Hopewell commented that in times of financial stress the focus should be on clinical need more than the time taken.
- 17/02/12.1.4 Mr Oldham presented the financial data for December. Mr Oldham noted that CCICP was included in the aggregate position but that CCICP performance was also presented separately for information. Mr Oldham advised the underperformance against planned activity due to the level of cancellation of elective operations over Christmas as a result of bed availability. This had been balanced somewhat by reduced costs primarily in pay as a result of vacancies in medical staffing. Mr Oldham noted that there was also a small pressure on drugs costs which is being reviewed by PAF.
- 17/02/12.1.5 Mr Oldham explained that there is now a good understanding of CCICP pay costs and the underspend on the community services budget has slowed following recruitment to some vacancies. Mr Oldham advised that there may be an underspend on the CCICP budget at year end and the CCG have requested that if so could this be returned to the CCG. The CCICP Partnership Board however recognise the need to invest in services to enable care to be delivered closer to home and to build strength into the balance sheet. Mr Hopewell agreed that there has been an historical lack of investment in Community Services and this should be a priority. Mr Hopewell added that there would not have been any additional funds forthcoming if the CCICP budget was overspent. Mrs Frodsham advised that the CCG had agreed to underwrite the contract up to £500k and share some of the risk for the Trust if necessary. Mr Davis commented that it was positive to hear that the unknown risk has almost disappeared and that staff are settled in and working well and this is a tribute to the staff who supported the transition and the staff who have transferred in. Mr Davis agreed that keeping the underspend to invest in CCICP would be the preferred option.
- 17/02/12.1.6 Mrs McNeil asked if the CCG have the right to claw any money back if the CCICP Board decides to invest back into the service. Mr Oldham replied that any decision to return money to the CCG could only be voluntary by CCICP. Partners are agreed that CCICP should not subsidise acute care. Mr Hopewell asked for confirmation that if the CCICP Board agreed to return the money the Trust would have to agree this. Mr Oldham said that this would be against the spirit of the partnership agreement. The CCICP Board would have to make a unanimous decision and the Trust are represented on the Board so would have a vote. Mr

Church observed that if CCICP wanted to overspend the Trust Board would have to agree it.

17/02/12.1.7 Mr Oldham reported that the Cost Improvement Plans (CIP) are performing well and are all on track for delivery. However, Revenue Generation Schemes are behind due to delays in getting two schemes going, Bowelscope and Orthopaedics. Bowelscope is now operating well in Chester and East Cheshire but Orthopaedics is struggling because of the availability of elective beds. Mr Oldham reported that the cash position is becoming tight and £700k worse than plan because the CCG is paying the contract value rather than activity. This has been raised with NHSI and a further capital facility may be needed.

**Resolved:** The Board noted the Trust performance reported, the risks identified and the impact on finances in the report.

## **BoD17/02/12.2 Draft Performance & Finance (PAF) Committee Notes – 26 January 2017**

17/02/12.2.1 Mr Davis reported the escalations from PAF:

- The Sustainability Development Management Plan (SDMP) was presented to PAF. This is a mandatory requirement of the NHS carbon reduction strategy. The SDMP was reviewed by the Executive Infrastructure Development Group and PAF has recommended to Board that the plan be approved and adopted. As part of this a Non-executive Director should be nominated as champion for the plan and Mr Mike Davis has accepted this role. The objectives of the plan and a strategy to meet them will be reviewed by EIDF and escalated to PAF who will review the plan on an annual basis and report this to the Board.
- The Income & Expenditure forecast for year-end was reviewed and it was noted there was a reasonable expectation that the forecast would be achieved and the Control Total met. This is subject to the results of the contract dispute.
- A loan agreement was offered by the Department of Health (DoH) to all Trusts in order to convert working capital facilities to loans which would reduce the rate of interest paid. There was a tight timescale on this with a deadline of 26 January; this was therefore agreed under Chair's Action and has now been completed. However, if the CCGs do not pay the Trust then there may be a need to create a new working capital facility.
- The Agency Cap target was breached in Q3 and this is likely to continue into Q4 due to new staffing pressures in Therapies and Radiographers and therefore the annual target will not be met. Transformation and People Committee (TAP) are aware of this breach. Mrs Bullock advised that the Trust is in discussion with NHSI as the cap was not raised when Community Services staff were transferred and this has had a significant impact on the level of agency, with over half of the overspend attributable to CCICP.
- A review of BAF domains relevant to PAF were updated in December and reflected the conditions of the time. These will be reviewed again in Q4.
- Review of the contract dispute has taken a significant amount of PAF's time with the CCGs sending through new claims to reduce the CCG liability in the year. The Trust has had excellent support from the Trust solicitor Mr Robert Breedon working weekends and unsocial hours to support the challenging deadlines.

17/02/12.2.2 The Chairman advised that he had attended PAF as part of his observations for the annual Board committee review and noted the operational focus on day to day

as well as the contract dispute. The Chairman observed that it had been a very robust meeting with good levels of discussion.

**Resolved:** The Board noted the report of PAF and the items escalated to the Board for information and noting.

**BoD17/02/12.3 Legal Advice**

17/02/12.3.1 Mr Oldham advised that the Procurement tender being developed with partners across East Cheshire and the CCG for community and hospital products is being challenged. The partners had agreed to access an existing framework managed the North of England Procurement Hub but each partner is now being challenged legally by a supplier. Initially the costs for this is being covered by the Hub who are supporting all partners and discussions are ongoing. The Chairman expressed his hope that this will not overlap with the Cheshire & Wirral (C&W) plans for a shared procurement service.

**Legal Advice for Contract Dispute**

17/02/12.3.2 Mrs Bullock advised that to date a total of £5k has been spent on the Trust solicitors for their support in presenting the Trusts case in legal terms for the arbitration/expert determination of the contract dispute which is considered very reasonable for the support provided. Mrs Bullock informed the Board that the CCG had appointed a QC to write their case whereas the Trust executives had written their own case which had then been translated into a legal case and direct responses provided to the CCG case by the solicitors

**BoD17/02/12.4 Board Assurance Framework Q3 2016/17**

17/02/12.4.1 Dr Dodds advised that the BAF was reviewed by QGC in January and is now escalated to the Board for information, with changes highlighted in red. Dame Patricia confirmed that QGC had reviewed the BAF in some detail. The Chairman noted that the BAF is reviewed in parts in other committees and it was important to ensure that risks have the correct degree of weighting. Dame Patricia confirmed that the scoring has been reviewed as well as the risk. The Chairman agreed that it is the risk that is pertinent rather than the values which are not a precise science. Dame Patricia confirmed that the Board will be reviewing the Strategic Domains at Board Away Day from which the principle risks for the BAF will then be developed.

**BoD17/02/12.5 Top Five Strategic Risks Q 2 Q2 2016/17**

17/02/12.5.1 Dr Dodds presented the top five strategic risks for the Trust which should have come to Board in January, these relate to Q2. Dame Patricia advised that QGC will be reviewing the Q3 risks next week and this will be presented at Board in March.

**Resolved:** The Board noted the changes to the BAF and the identified top five strategic risks.

**BoD17/02/13 Well-Led**

**BoD17/02/13.1 CCICP Governance Paper**

17/02/13.1.1 Mr Oldham presented the paper following an audit of the Governance arrangements of CCICP conducted by KPMG. This is intended to inform a wider discussion about new governance arrangements. Mr Oldham advised that the report has been shared with partners within CCICP for factual accuracy but the included management response from the Trust need be agreed with CCICP. Following this the report will also be considered at Audit Committee.

17/02/13.1.2 Mr Davis commented that this report was for the benefit of the Trust Board rather than CCICP and that it was difficult to comment before actions had been agreed with partners but the report had achieved its brief. Mr Oldham asked if the Board

is happy with the recommended actions. Mr Davis commented that he would like to know the view of CCICP to the management response but that actions have been taken as a result of this. Partners recognise it is written for Trust Board but as it impacts primarily on the Partnership Board it will go there for final feedback.

17/02/13.1.3 Mr Church asked if it is the Trust Board who will retain the final decision-making authority. Mr Hopewell commented that the report is a little light on clarity and there would be long-term benefits to being absolutely clear now about levels of authority. Mr Oldham confirmed that the partnership agreement has a clear list of delegated matters and anything beyond that comes into the Trust governance process and Board. For example, the development of services is a matter for the CCICP Partnership Board but if there was a financial impact it would come to Trust Board.

17/02/13.1.4 The Chairman stated that the Trust needs to be explicit about future additional changes to services if they may present a material risk to the Trust. Mrs Frodsham agreed but added that the Partnership Board need to have the authority to take action if they think a service could be lost, for example offering it to other partners to deliver. They would need to ensure that the new contractor would operate to the same agreed standards of finance and governance etc. but CCICP would have the opportunity to mitigate some of the risk. Mr Church asked if this would still come back to the Trust Board as while the Partnership Board need to be allowed to get on and do things, ultimately the Board needs the final say. Mrs Frodsham replied that this report is the starting point and it will be a complex process. The Chairman added that it is important that the Trust Board show confidence in the Partnership Board. Mr Church agreed and said that collaborative working is central to the relationship. The Chairman thanked Mr Oldham for this useful document which is about building and strengthening the relationship with CCICP which will be key to the success of this venture and noted that the Trust Board will be meeting with the CCICP on 16 March and having this document ahead of this was useful.

**BoD17/02/13.2 Draft Transformation and People (TAP) Committee Notes – 5 January 2017**

17/02/13.2.1 Mrs McNeil advised that there were some items of information for escalation to the Board. There had been some concern raised at the level of appraisal completion in Medicine & Emergency Care and a full report was presented to TAP which gave a lot of assurance that action has been taken and had effect following work by the management team and the Corporate HR team. Mrs McNeil also reported that KPMG had audited the terms of reference for recruitment and had provided only minor improvements.

17/02/13.2.2 Mrs McNeil asked the Board to note that, as reported by PAF, the Agency Cap for year end is forecast to exceed targets, the Board should be assured that work is ongoing to address this issue with particular focus on the shortage of Radiographers. Mrs McNeil also reported that while the Trust sickness rate had gone up slightly in December it still remained the best of Acute Trusts in the North West.

**BoD17/02/13.3 Draft Audit Committee Notes – 12 December 2016**

17/02/13.3.1 Mr Hopewell advised that there was only one item for escalation to the Board which was the CCICP KPMG report as already discussed by the Board.

**BoD17/02/13.4 Business Case for Medical Records Workforce**

17/02/13.4.1 Mr Oldham presented this business case which is a result of growing pressure over a number of years on the Medical Records Department. This is now becoming increasingly apparent through the worsening condition of case notes and the timeliness of response to requests for notes. The case for investment has

developed out of the Outpatient Review, which has successfully reduced non-attendance (DNAs) and improved clinic utilisation. The next step is to improve processes in medical records, this has been delayed while the move to Electronic Patient Records (EPR) is developed; however the growth in clinics and patient numbers necessitate action before EPR is introduced and these investments will improve the department readiness for EPR. Mr Oldham advised that there are currently seven staff members employed above establishment and this paper proposes to make these posts substantive and add seven more to keep pace with demand and facilitate improvements to the services.

17/02/13.4.2

Mrs McNeil commented that this case had been reviewed at TAP and was based on a time and motion study which identified that the department were short of 23 WTE staff and that this paper is a solution to the current problems until EPR is in place. Mrs McNeil added that this is an issue that the CCG have also raised in their correspondence. Mr Oldham noted that the challenge back to the department, if investment is improved, is how to improve processes as well as keep up with current demand and this is why the case is only for 14 staff not the 23 suggested in the study. Mr Oldham confirmed that this investment has been included in the Annual Plan submission, subject to contract sign off and that performance will be reviewed through the Division. Mrs McNeil observed TAP have monitored the Outpatient Rationalisation programme and have a good team in place who have already delivered results which should give the Board confidence that objectives will be achieved.

17/02/13.4.3

Mr Barnes asked for clarity in respect of the phrase 'workforce deficit' as it implies there is a lack of staff against the current establishment rather than too much work for the current establishment. Mr Barnes asked how the department will ensure that the additional seven are used to complete projects rather than for day to day business. Mr Oldham confirmed that there will be a clear project structure with aims and milestones that will be monitored for example DNAs being rebooked more quickly but advised the posts were also about maintain business as usual.

17/02/13.4.4

The Chairman noted that the case states that currently crisis management is the norm and is candid in stating the case of improvement; therefore the Board cannot ignore this. The Chairman noted that issues with historic practice in the workforce are recognised and these must be addressed. If this case is to be approved then it must be only an interim measure while EPR is introduced. There must be an expectation that processes need to be improved as outlined by Mr Oldham. Mr Barnes agreed that there must be clear evidence that the additional resource is bringing improvement.

17/02/13.4.5

Mr Barnes asked for clarity on what exactly the Board is being asked to approve. Mr Oldham again outlined the recommendations from the case and confirmed that this case will give a two-year commitment to the end of 17/18 at which point the Board will need to revisit the case and decide if the additional resource should be released. Mr Oldham confirmed that there will be a benefits realisation of this business case six months after implementation, which will review how much improvement has been embedded and whether the 14 staff are still required. Mr Barnes noted that given 2016/17 was nearly and questioned the timescales for benefits realisation given that staff need to be recruited, Mr Oldham reaffirmed that the benefits realisation case would be seen by Board in the Autumn, 6 months post-implementation.

**Resolved:** The Board approved Option 3 of the Business Case in expectation that there will be an improvement in processes and that a benefits realisation case will be brought to Board 6 months post implementation, around Q3 of 2017/18.

**BoD17/02/13.5 Visits of Accreditation, Inspection or Investigation**

17/02/13.5.1 Mrs Bullock reported that two re-accreditations have been confirmed which are:

- JAG Accreditation
- UKASS Histopathology Accreditation

17/02/13.5.2 Mrs Bullock reported that a Critical Care network review had taken place and a formal report had not yet been seen. Informal feedback on the day had been positive, with the only issues being the delay of transfers out of the Critical Care Unit and the non-supernumerary status of the unit manager

**BoD17/02/14 EFFECTIVE**

**BoD17/02/14 Consultant Appointments**

17/02/14.1 Dr Dodds reported that an Upper Gastrointestinal Surgeon and a new Obstetrics & Gynaecology Consultant have been recruited.

**BoD17/02/15 Any Other Business**

17/02/15.1 Mr Oldham updated the Board on outstanding issues on the two business cases that were approved in principle by the Board in January. Mr Oldham was able to confirm that the Email Provision business case, which was approved subject to a confirmation of available resources, has been fully included in the planning for next year. Mr Oldham also confirmed that some of the numbers presented in the Board business case for E-Rostering were different to the ones presented at PAF and these have now been updated and corrected. Mr Oldham suggested that as previously agreed at Board these figures would be reviewed with the Chair of PAF and then be approved under Chairman's Actions.

**ACTION: Email Provision business case to be reviewed by Mr Davis and then approved by the Chairman under Chairman's Actions (Mr Oldham)**

17/02/15.2 Mr Oldham advised that the Email Provision case was pressing as new provision must be in place for June 2017, so this will be implemented immediately and money is available for this. E-rostering however will be subject to funding being in place once the Contract with the CCG is signed as it is discretionary spend.

**Resolved:** The Board noted the update on the two Business Cases and the proposed actions to be taken by Mr Oldham.

17/02/15.3 Mr Oldham advised the Board that the tenders received for the expansion of the Bistro are higher than expected and now breaches the £100k Executive authorisation limit. This work is in response to the theatre redevelopments which has led to a loss of eating areas for staff. An area for the redevelopment was identified during the theatre rebuild when it became clear that there was an issue. This area originally allocated to providing an additional ambulance transfer bay was assessed to be available as changes to the redesign of the theatre scheme no longer necessitate a designated bay for theatres.

17/02/15.4 Mr Hopewell stated that the Board would need to see a business case to approve this and it should not be agreed as part of AOB. Mr Hopewell added that this was not part of the original theatre programme and that there is an issue that some tenders are coming in above estimate. Mr Oldham responded that part of the difference in estimates is due to the two-year delay between the Theatre scheme scoping and this work being ready for tender. The Chairman asked how advanced the proposal is, Mr Oldham confirmed that the area has been designed and the tender issued and that it had not been anticipated that this item would need Board approval until the tenders were opened last week.

17/02/15.5

Dame Patricia asked if there were any ongoing revenue cost implications. In support of the case Mrs Frodsham advised that the theatres business case did not include the ambulance bay specifically but the need to provide the correct infrastructure to support the theatres was a key part of the case. The ambulance bay is not required as the proposed move of the Ward 1 entrance did not take place so the existing ambulance provision is now sufficient. The issue with catering facilities for staff emerged quickly as the project began particularly given the introduction of the Surgical Admissions Lounge and fifth Endoscopy suite. The Chairman commented that all the Board would support the need to improve facilities for staff but the challenge was whether this should have come to Board formally rather than as AOB. Mr Hopewell agreed that it should have done. Mrs Bullock reiterated that it did not come to Board as it was anticipated that the scheme would be within the delegated powers of the Executive according to the Standing Financial Instructions of the Board.

17/02/15.6

Mr Hopewell stated that the bistro was not included in the theatre business case and that it is not appropriate to move around the budget between different areas. The Chairman acknowledged that the problem had been caused by the consequences of the theatre redesigns but the proposal should come formally to Board due to the value of the scheme and there is provision for this to happen through a business case. Mrs Bullock stated that developing a business case for this would take months and although she appreciated the Boards comments and concerns she advised staff are currently being lost because of poor rest facilities. Mr Hopewell said that it is not his intention to oppose this but he would like to note his concern about funds being re-appropriated from one project to another and the Board should have had more time to consider this. Mr Oldham apologised for the lack of notice to the Board but advised that this was not an issue until the tenders were opened on Friday.

**Resolved:** The Board agreed that the finance for the Bistro expansion scheme was approved.

**BoD17/02/16**

17/02/16.1

**Time, Date and Place of the next meeting**

Board of Directors Meeting to be held in Public on Monday 6 March 2017 at 9.30 am in the Boardroom, Leighton Hospital, Crewe.

The meeting closed at 12:15 hours.

**Signed**



**Chairman**

**Date: 6 March 2017**

**Board of Directors Meeting**  
**Minutes of Board Meeting held in 'Private'**  
**Monday 6 February 2017**  
**In the Board Room, Leighton Hospital, Crewe**

**Present**

Mr D Dunn	Chairman
Dame P Bacon	Non-Executive Director
Mr J Barnes	Non-Executive Director
Mrs T Bullock	Chief Executive
Miss E Carmichael	Director of Workforce and OD
Mr J Church	Non-Executive Director
Mr M Davis	Non-Executive Director
Dr PA Dodds	Deputy Chief Executive and Medical Director
Mrs D Frodsham	Chief Operating Officer
Mr D Hopewell	Non-Executive Director
Ms A Lynch	Director of Nursing and Quality
Mrs R McNeil	Non-Executive Director
Mr M Oldham	Director of Finance & Strategic Planning

**Apologies**

John Lyons                      Lead Governor

**In attendance**

Katharine Dowson          Trust Board Secretary

**BoD2/17/02/1          Welcome and Apologies for Absence**

2/17/02/01.1              The Chairman welcomed everyone to the meeting and noted the apologies given for this meeting.

**BoD2/17/02/2          Board Member Interests**

2/17/02/2/1                There were no new interests declared and no interests declared in relation to open items on the agenda.

**BoD2/17/02/3          Minutes of the Previous Meeting**

2/17/02/3.1                Miss Carmichael noted that her job title was incorrect on the minutes, it should be Director of Workforce and OD.

**Resolved:** The minutes were agreed as a true and accurate record, subject to the amendment listed of the meeting held in private on 7 January 2017.

**BoD2/17/02/4          Matters Arising and Actions from Previous Meeting**

2/17/02/4.1                There were no matters arising in addition to those included on the agenda.

2/17/02/4.2                It was noted that there were no outstanding actions to be reviewed.

**BoD17/02/5              Effective  
2/17/02/5.1              Medical Staffing Update**

2/17/02/5.1.1             Dr Dodds informed the Board that there were no new staffing issues for the Board to be made aware of.

**BoD2/17/02/6          Well Led  
2/17/02/6.1              Community Services**

2/17/02/6.1.1             Mrs Frodsham informed the Board that the integration of Community Services as CCICP continues to progress well. Mrs Frodsham noted that the Board had already reviewed the KPMG governance audit in Part I of the Board and been appraised of the discussions to in regard to end of year underspend

2/17/02/6.1.2             Mrs Frodsham advised that the quality of operational governance papers needs



to improve and progress through the governance structure more robustly. Dame Patricia asked for an update on recruitment to vacancies and Mrs Frodsham replied that is progressing well but that there are some challenging vacancies that are struggling to attract suitable candidates, such as Community Consultant Geriatricians. These posts are an integral part of the frail elderly model to prevent admissions of over-75's. CCICP may have to consider different workforce models such as GPs and nurse practitioners.

## **BoD2/17/02/6.2 Cheshire & Merseyside Provider Chief Executive Meeting and 5 Year Forward View Plan**

2/17/02/6.2.1 Mrs Bullock reported on the Cheshire & Merseyside (C&M) meeting of provider Chief Executives and partners. The principle strategic area for debate is now the size of the footprint following feedback that there is concern with its size. There are mixed views as to whether the 5YFVP should be split into two/three smaller areas and options were discussed.

### **Paragraphs removed under Section 36 of the Freedom of Information Act**

Dame Patricia asked if the ACO is still seen as the primary vehicle for organisational change and how the CCG are progressing on developing options for models. Mrs Bullock confirmed that the Trust has requested a presentation with partners as this is currently viewed as a CCG exercise and other partners remain concerned about this.

2/17/02/6.2.2 **Paragraph removed under Section 36 of the Freedom of Information Act**

2/17/02/6.2.3 **Paragraph removed under Section 36 of the Freedom of Information Act**

2/17/02/6.2.4 **Paragraph removed under Section 36 of the Freedom of Information Act**

2/17/02/6.2.5 Mr Davis asked if any progress has been made on the Women's and Children's Vanguard, particularly considering the temporary closure of the Neonatal unit at CoCH at the weekend due to incidents of unexplained deaths. Mrs Bullock responded that there was still a drive to consolidate Paediatrics and Neonatal services. However, this should only happen if the proposals can demonstrate that they meet the needs of the population of Cheshire and Mersey, provide an improvement in quality of care and an improvement in the financial sustainability of services. Recently the narratives in this area have changed and some clinicians are questioning the governance and decision making process around these areas.

2/17/02/6.2.6 **Paragraph removed under Section 36 of the Freedom of Information Act**

## **BoD2/17/02/6.3 Contract Dispute**

2/17/02/6.3.1 Mrs Bullock provided a detailed update on the contract dispute and position for the 2016/17 and 2017/18 contracts. Mrs Bullock advised that the Trust has been continuing discussions with both NSHI and NHSE to resolve the 2016/17 dispute before the arbitration meeting in London on Friday, but if this was not agreed then the joint plan with the CCGs will be presented. Mrs Bullock informed the Board that the CCG want to go with a balanced position while the Trust is prepared to go with a £15m gap remaining as the alternative would be significant for health services provided to the population of Cheshire. Notwithstanding these discussions, it is likely that the outstanding contract issues and areas of dispute for 2016/17 will go to expert determination using the Chair of the previously indicated arbitration panel as the expert to determine a formal decision.

2/17/02/6.3.2 Mr Barnes asked what the regulators view of the Trust is, Mrs Bullock replied

that NHSI have a positive view of the Trust  
Sentence removed under Section 36 of the Freedom of Information Act  
Mrs Bullock confirmed that the inability to secure an agreed contract for 2017/18; the disputes from the 2016/17 contract and the increasing acrimonious relationships were undoubtedly viewed negatively for both organisations. However, Mrs Bullock confirmed the Trust would remain professional in their conversations and the Trust is meeting regularly with the CCGs through the week, although the CCG remain resolute that there is little room for negotiation and their current focus is on challenging payments to the Trust for legitimate work already carried out rather than finding system wide solutions. NHSI and NHSE are considering a support package to help relationships and improve future working.

**Resolved:** To note the updates on CCICP, the Five Year Forward View Plans for Cheshire and Mersey and the Contract Dispute.

**BoD2/17/07**

2/17/02/7.1

2/17/02/7.2

2/17/02/7.3

2/17/02/7.4

2/17/02/7.5

2/17/02/7.6

2/17/02/7.7

**Cheshire & Wirral Shared Procurement Function**

Paragraph removed under Section 43 of the Freedom of Information Act

Paragraph removed under Section 43 of the Freedom of Information Act

Paragraph removed under Section 43 of the Freedom of Information Act

Paragraph removed under Section 43 of the Freedom of Information Act

Paragraph removed under Section 36 of the Freedom of Information Act

Paragraph removed under Section 36 of the Freedom of Information Act

Paragraph removed under Section 36 of the Freedom of Information Act

**Resolved:** The recommendations in the paper were not approved in full but the principles behind the paper and the commitment to developing a joint shared procurement function are strongly supported by the Board.

**BoD2/17/02/8**

2/17/02/8.1

**Any Other Business**

There were no further items of business.

**BoD2/17/02/9**

2/17/02/9.2

**Review of Board Meeting**

The Chairman asked all members for their views on the Board meeting. Mr Barnes reflected that there had been more robust discussions than normal. It was agreed that discussions had been productive and an agreed resolution found between the group. Dr Dodds noted that the honest and open discussion in Part I about the concerns in regard to governance processes were unfortunate in their timing given that the Well Led reviewer from Deloitte was observing but it was agreed that it could be seen as positive that Non-executive Directors felt able to challenge on items such as this.

**BoD2/17/02/10**

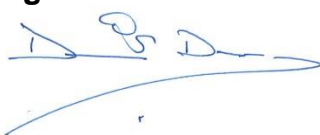
2/17/02/10.1

**Time, Date and Place of the next meeting**

Board of Directors Meeting to be held in Private on Monday 6 March 2017 following the Board meeting held in Public.

The meeting closed at 13.35 hours.

**Signed**



**Chairman**

**Date 6 March 2017**