Present:
Roger Hill (RH) Chair
Orli Berman (OB) Swindon Constituency
Pauline Cooke (PC) Northern Wiltshire Constituency
Mike Hallwell (MH) Northern Wiltshire Constituency
Louise Hill (LH) Swindon Constituency
Ian James (IJ) Nominated Governor
Janet Jarmin (JJ) Central Wiltshire Constituency
Sheila Parker (SP) Nominated Governor, Wiltshire Council
Peter Pettit (PP) West Berkshire and Oxfordshire Constituency
Martin Rawlinson (MR) Gloucestershire, Bath and North East Somerset Constituency
Saul Richardson (SR) Staff Governor, Hospital Nursing & Therapy
Ros Thomson (RT) Swindon Constituency
Margaret White (MW) Central Wiltshire Constituency

Also in attendance
Robert Burns (RB) Non-Executive Director
Oonagh Fitzgerald (OF) Director of HR
Adrian Griffiths (AG) Interim Chief Operating Officer
Karen Johnson (KJ) Director of Finance
Julie Marshman (JM) Deputy Director of Quality Governance
Kevin McNamara (KM) Head of Communications and Stakeholder Engagement
Nerissa Vaughan (NV) Chief Executive
Carole Nicholl (CN) Company Secretary & Head of Corporate Services

Matters Open to the Public and Press

<table>
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<tr>
<th>Minute</th>
<th>Description</th>
<th>Action by whom</th>
<th>Action by when</th>
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<tr>
<td>21/15</td>
<td>Apologies for absence and Chairman’s Welcome</td>
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RH welcomed everybody to the meeting and advised that apologies for absence had been received from the following:

- David Barrand (Nominated Governor Prospect Hospice)
- Roger Bullock (Public Governor, Northern Wiltshire Constituency)
- Lisa Campisano (Staff Governor)
- Peter Hanson (Staff Governor)
- Brain Mattock (Nominated Governor Swindon Borough Council)
- Kevin Parry (Public Governor, Swindon Constituency)
- Bob Wotton (Public Governor, Swindon Constituency)
- Liam Coleman (Non-Executive Director)
- Hilary Walker (Chief Nurse)

The Chairman welcomed Saul Richardson (Staff Governor - Hospital Nursing & Therapy Sub-Class), Phrynette Morrison (Nominated Governor - Swindon & North Wiltshire Academy) and Pauline Cooke (Public Governor - Northern Wiltshire Constituency), the recently appointed Governors to their first meeting of the Council of Governors.
Declarations of Interests

Robert Burn, Angela Gillibrand, Roger Hill, Jemima Milton and Julie Soutter each declared a personal interest in the report of the Nominations and Remuneration Working Group in so far as the report related to their respective appraisals as Non-Executive Directors. The each left the meeting during consideration of the report (Minute 27/15 refers).

Results of 2015 Elections

The Council of Governors considered a report on the Elections and recent nominations to the Council of Governors with updates provided by the Company Secretary as follows:

1. Public Governors

There were 12 public governor seats of which two remained vacant.

A contested election was held for the Gloucestershire and Bath & North East Somerset Public Constituency for 1 seat to serve for the remainder of the term of office ending November 2017. There were two candidates and Martin Rawlinson was duly elected.

An uncontested election was held for the Central Wiltshire Public Constituency for 2 seats to serve for a three year term ending November 2018. Janet Jarmin and Margaret White were both re-elected.

Mike Halliwell and Roger Bullock had not stood for re-election and their terms as Governor ended in November 2015. An uncontested election was held for the Northern Wiltshire Public Constituency for 2 seats to serve for a three year term ending November 2018. Pauline Cooke was elected. Only 1 candidate stood and therefore a vacancy remained in this constituency.

There remained insufficient membership to trigger an election for the Wiltshire Southern Constituency.

2. Staff Governors

There were 4 staff governor seats of which one remained vacant.

It was noted that following the resignation of Shane Apperley on 8 July 2015, staff governor from the Hospital Nursing and Therapy Sub-Class, a by-election was held in August 2015 but no candidates stood. Therefore a further election was held in the quarter and Saul Richardson was elected uncontested to fill the vacancy for the remainder of the term of office ending November 2016.

It was reported that Hayley Madden had resigned from her role as Governor of the Community Nursing and Therapy Sub Class of the Staff Constituency on 6 November 2015. A by-election would be scheduled in due course.

3. Appointed Governors

There were 6 appointed governor seats.

During the quarter, Phrynette Morrison was nominated as the Governor representing Swindon & North Wiltshire Health and Social Care Academy for the remainder of the term ending in November 2017.

On 1 September 2015, Ted Wilson had resigned as the Governor representing Wiltshire Clinical Commissioning Group. Anna Collings had been nominated as a
replacement for a three year term ending November 2018.

4. Thanks recorded

At this point in the meeting, the Chairman was joined by everyone present in recording thanks and appreciation to Mike Halliwell, Ted Wilson, Hayley Madden and Roger Bullock for their respective contributions to the Council of Governors and in wishing them well for the future.

RESOLVED

that the report on elections and nominations of governors be received.

24/15 Lead and Deputy Lead Governors Elections

The Council of Governors was invited to appoint Lead and Deputy Lead Governors in accordance with the provisions of the Constitution, noting that nominations had been invited prior to the meeting.

CN reported that there were two nominations for each position as follows:

   Lead Governor Nominations
    Orli Berman, seconded by Sheila Parker
    Margaret White, seconded by Ros Thomson

   Deputy Lead Governor Nominations
    Orli Berman, seconded by Sheila Parker
    Peter Pettit, seconded by Margaret White

CN explained that the term of office was for a period of one year and governors could be reappointed for a second year.

At this stage the meeting was adjourned for 10 minutes to allow a secret ballot. The meeting adjourned at 5.46pm

The meeting reconvened at 6:46pm and the results of the secret ballot were declared as follows:

   Lead Governor Votes cast
    Orli Berman - 1
    Margaret White - 11

   Deputy Lead Governor Votes cast
    Orli Berman - 3
    Peter Pettit - 9

The Chairman declared that Margaret White and Peter Pettit were duly appointed Lead and Deputy Lead Governor for a term of 1 year ending November 2016.

The Chairman thanked Ros Thomson, the outgoing Lead Governor for her hard work in the role.

RESOLVED

a) that Margaret White be elected as Lead Governor for a period of 1 year ending in November 2016; and

b) that Peter Pettit be elected as Deputy Lead Governor for a period of 1 year ending in November 2016.
RESOLVED

(a) that the minutes of the meeting of the Council of Governors held in public on 16 April 2015 be adopted and signed as a correct record subject to the following amendment:

Minute 10/15 the deletion of the word “complements” in the bullet points and the substitution thereof with the word “compliments”

(b) that the minutes of the Joint meeting of the Board and Council of Governors held in public on 11 June 2015 be adopted and signed as a correct record; and

(c) that the minutes of the Joint meeting of the Council of Governors and the Annual Members Meeting held in public on 17 September 2015 be received.

Action Tracker and Work Plan

The Council of Governors had before it an action tracker and work programme and governors were asked to consider progress against planned actions. CN advised that the progress on the Work Plan was on track and that there were no issues to draw to governor’s attention.

On consideration of this item, Governors also reviewed a programme of areas where the Council of Governors had previously indicated that they wished to hold the Non-Executive Directors to account for the performance of the Board. These priorities had been identified at the governor effectiveness review held in 2014. CN explained that a further effectiveness review was scheduled for December 2015 and it was planned that further priorities going forward over the next two years would be identified.

The Council of Governors considered the “Holding the Non-Executive Directors to account for the Performance of the Board Schedule” and noted that the following priorities had been challenged by the Council of Governors during the year and no issues of concern remained to be flagged for the attention of the Board: -

- Risk Management Strategy
- Claims Management Strategy
- Integrated Community Health
- Elective Care and Waiting Times
- Mortality Rates
- Do Not Attempt Resuscitation Procedures
- Safeguarding
- Cleanliness and Infection prevention
- New Medway Implementation
- Nursing Skills Mix

All governors were encouraged to attend this year’s effectiveness review to contribute towards the development of areas for focus next year.

RESOLVED

a) that the Work Plan and Action tracker be received; and

b) that the “Holding the Non-Executive Directors to account for the Performance of the Board Schedule” be received and it be agreed that there are no items remaining to draw to the attention of the Board.
Questions from the public and governors

The Council of Governors received and considered a tracker of questions and answers received in 2015, a copy of which was circulated at the meeting. It was noted that question topics included operational matters, social media and finance.

**RESOLVED**

that the questions and answers as set out on the tracker be received and it be agreed that there are no issues to draw to the attention of the Board for further response.

Listening to our patients

The Chairman invited governors to identify any issues flagged to them by patients or carers in respect of Trust services.

**Caring**

PP commented on a patient who had been treated by the Accident & Emergency (A&E) Department following a fall. PP highlighted that the patient had been well looked after and the registrar on duty had been exceptional.

PP commended the Trust’s performance in meeting cancer standards. NV reported that there had been extensive coverage in the media on cancer care nationally.

RT commented that she had received patient feedback regarding a recent attendance in the A&E Department. The patient had been impressed by the staff's compassionate caring despite the Department being under considerable pressure.

MW highlighted that she knew of a patient who had had a bad experience in another hospital and had ultimately been transferred to the Great Western Hospital and admitted to Woodpecker Ward. MW commented that the Ward staff had been extremely caring and she expressed her thanks to the excellent care provided which had supported a speedy recovery of the patient.

The Chairman thanked the Governors for their feedback from patients.

Report of the Chairman

The Chairman made a verbal report as follows:-

**Monitor**

The Chairman highlighted that Monitor’s investigation into the Trust’s financial position had been continuing since December 2014 with the Trust continuing to comply with Monitor’s information requests. Regular performance review meetings were held and progress was being made to deliver a sustainable financial position. There had been significant improvement in financial governance during the course of the year.

**Independent Financial Governance Review**

The Governors were reminded that the Trust had commissioned an independent review of financial governance following which a series of recommendations had been made. The Chairman reported that action to address all of the recommendations was now complete.

**Care Quality Commission (CQC)**

The Chairman reported that the CQC inspection had continued and the Trust expected to receive a draft report by the end of November 2015. RH highlighted that the Trust would not receive the final report until the Quality Summit on 18 January 2016, at which point the findings would be shared with Governors.
## Board Appointments

The Chairman reported that Karen Johnson had been appointed as the Director of Finance, (Executive Director on the Board) replacing Maria Moore who had left the Trust's employment in April 2015. It was noted that Karen had been the interim Director of Finance since February 2015.

The Chairman reported that Michelle Kemp had left the Trust’s employment in May 2015 and that Adrian Griffiths had been appointed as an Interim Chief Operating Officer (not a Board Director appointment). Recruitment for a substantive Board Director would be reviewed in 2016.

## Junior Doctor Strike Action

The Chairman reported that a ballot for potential strike action by Junior Doctors was expected. The Trust would seek to mitigate any risks associated with industrial action and contingency plans had been developed.

## Agency Spend

The Chairman reported that the Government had introduced a National cap on all doctor and nursing agency spend in a bid to reduce spending throughout the NHS.

### RESOLVED

*that the report of the Chairman be received.*

## Report of the Chief Executive

The Council of Governors received and considered a report by the Chief Executive which covered the following:

- Winter preparedness
- Working with the Care Quality Commission (CQC)
- Our financial recovery
- Lord Carter’s individual savings targets
- Our recruitment drive continues
- Wiltshire children’s services
- Seasonal flu campaign
- Emergency Department waiting times
- Radiotherapy Appeal reaches £200,000

### Winter Preparedness

NV reported that the Trust was focussing on meeting the increased demands during the winter months. NV highlighted that the Assessment Unit had been extended, while areas within Ambulatory Care had been expanded. NV reported that the Trust had commenced a new rapid triage service to improve treatment times and patient flow.

### Lord Carter’s individual savings targets

NV reported that Lord Carter had produced a comprehensive report on how the NHS could save money by doing things more efficiently. NV highlighted that Lord Carter would be visiting the hospital to discuss the report and the Trust's targets.

### Wiltshire children’s services

NV reported that Virgin Care Services Ltd had been awarded the contract to provide community child health services in Wiltshire for the next five years. NV highlighted that the Trust was in the process of decommissioning to hand the service over in March 2016.

### Radiotherapy Appeal reaches £200,000

NV reported that Brighter Futures had reached the milestone of £200K against an
overall target of £2.9m for their Radiotherapy Appeal. The fund raising appeal would continue.

Arising upon consideration of the report, SP questioned how a merger between Monitor and the NHS Trust Development Authority (TDA) to form NHS Improvement would affect the Trust. NV responded advising that NHS Improvement would have broader remit than Monitor and it would bring all providers under one umbrella.

Following a question from SP, NV explained that the DTOC (Delayed Transfer of Care) was high, partly due to a lack of care provision in Swindon. NV highlighted partner organisations were finding it difficult to improve this and that this was a focus of the Trust’s Strategic Transformational Group.

**RESOLVED**

that the report of the Chief Executive be received.

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**Chair of Audit Risk and Assurance Committee Report - Verbal**

RB, the Chair of the Audit, Risk and Assurance Committee made a verbal report on the work of the committee as follows:

- The Committee met 6 times per year and the purpose of the Committee was to review the Annual Accounts on behalf of the Board, as well as look at both Risk Management and Business Assurance structures.
- RB clarified that the Committee had close links with both the Finance, Investment and Performance Committee and the Governance Committee with an overlap of membership to ensure a triangulation of assurance.
- RB explained that the Committee was concerned with looking at the processes for the management of risk, while the Governance Committee was focused on clinical governance and the Finance, Investment and Performance Committee was focused on the Trust’s finances.
- RB expanded on the role of the Committee by advising that at least three times a year the Committee reviewed the risks which had a rating of 15+ to ensure that the process for managing risks was effective. RB explained that twice a year, risks with a rating of 12+ were reviewed by the Committee to highlight any particular areas or themes that needed to be addressed.
- RB announced that the Committee also reviewed the Business Assurance Framework (BAF) to ensure that assurances were in place around strategic risks and that there was a consistency in reporting.
- RB reported that the Committee also looked at fraud and counter fraud, detailing how the Trust always aimed to recover money lost through fraud. RB clarified that the Trust did not have high levels of fraud.
- RB reported that an audit programme was agreed each year and the internal audit reports were considered by the Committee. If the audit highlighted any areas of concern then the Committee would look for actions to improve the situation. The Committee would also keep a log of outstanding audit actions and make sure they were actioned in a timely way.
- RB informed the Council of Governors that the Committee reviewed the reports of both the internal and external auditors.
- RB reported that the Committee had a significant amount of work at year end which included consideration of the Trust’s Annual Governance Statement, Quality Accounts, Governance statements and auditor letters.
- RB advised that in 2015 the external auditors were unable to provide opinions on the Referral to Treatment Times (RTT) due to inconsistent data provided by the Trust. RB advised that there had been a lot of work on this through the Executive Committee and the Finance, Investment & Performance Committee and the external auditors would follow this up.
- RB explained that the Committee had a specific focus on service reviews.
which had limited or no assurance such as PFI management contract, compliance with estate and medicines management.

- RB advised that during September 2015 the Committee had focused on the BAF and had expressed concern that it had become complex. Therefore the framework had been redesigned by CN and was now much clearer with areas for focus being followed up.
- RB reported that Committee had analysed IT security and had challenged the service review response. The Acting Head of IT had attended a Committee meeting to present an action plan. RB highlighted that the concerns were based on the location of network nodes within the Great Western Hospital and that all desktop computers did not have all the security updates that were required. RB commented that the cost of these improvements had been the cause of the problem.
- RB highlighted that the Committee had also sought assurance from IT regarding levels of temporary staff, bank staff and the level of governance around clinical audits. RB advised that meetings had included reviews of fundraising and charitable funds, however the Committee did not focus solely on financial assurances.

In response to a question from OB, RB explained that some of the IT servers were on site, while the Trust had back up facilities off site. RB expanded on this by informing the Governors that while there was not a dedicated backup site, the Trust could always retrieve backed up data.

RB responded to a further question from OB, advising that all of the IT servers were located within the UK.

RB reported that as patient records were the largest form of data which the Trust had been responsible for, there was a need to digitalise these records to improve their security and storage.

**RESOLVED**

that the verbal report of the Chair of the Audit, Risk and Assurance Committee be received and it be agreed that there are no issues of concern to draw to the attention of the Board.

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<tr>
<th>32/15</th>
<th>Chair of Finance, Investment and Performance Committee report - verbal</th>
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<tr>
<td>RH advised that unfortunately LC was unable to attend the meeting and therefore it was agreed that consideration of this item would be deferred to the next Council of Governors meeting on the 11 February 2016.</td>
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<table>
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<tr>
<th>33/15</th>
<th>Chair of Governance Committee Report - Verbal</th>
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<tr>
<td>AG, the Chair of the Governance Committee made a verbal report on the work of the committee as follows: -</td>
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<td>- The Committee usually met 4 times per year. However additional meetings had been held during the last year to enable the Committee to further review safety and quality within the Trust.</td>
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<td>- The Committee had been concerned with maintaining a focus on quality.</td>
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<td>- The Committee had more recently considered the initial feedback from the Care Quality Commission (CQC) inspection.</td>
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<td>- AG reported that the Committee had been focused on embedded a quality culture throughout the organisation.</td>
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<td>- A Quality Assurance Framework (QAF) had provided the Committee with specific areas of assurance and had enabled a focus on quality across a series of questions covering strategy, measurement, leadership and culture. AG expanded on this by reassuring Governors that there were few</td>
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- The Governance Committee had focussed on ensuring that quality of care was not compromised because of the Trust’s financial position and efforts to make cost reductions.
- AG highlighted that the CQC inspection had increased the level of scrutiny on each of the service areas and the Committee had received presentations from each of the divisions on how they rated their services across the domains of quality.
- The CQC had also introduced new standards around fit and proper people checks; duty of candour and display of ratings.
- AG advised that the Trust was awaiting receipt of the final report from the CQC on its Inspection.
- Annually in May, the Committee reviewed the Quality Account, which formed part of the Trust’s Annual Report. The Governance Committee had focussed on quality indicators and reporting of those.
- AG reported that the Committee had received assurance that the Trust had met the guidelines around safeguarding adults and children and there had been a designated safeguarding lead within community services.
- The Committee had also focused on improving the standards of cleaning within the Trust.
- AG commented that the Committee had focused on internal governance, particularly relating to quality reporting.
- The Committee had considered progress in actions to improve End of Life care.
- The Committee had performed a deep dive into medical records and the Trust had been investigating ways to digitise patient notes.

In response to a question from PP, NV reported that the Trust had been encouraged by the CQC inspection, albeit it was recognised that there was work to do and had already responded to a survey from the CQC. AG commented that the Trust would be given an opportunity to respond to factual accuracy before the publication of the final CQC report.

In response to a question from OB, AG explained that complaints were reviewed through a formal process within the Patient Advice and Liaison Service (PALS) Team and the Governance Committee did not review Facebook comments. KM expanded on this by highlighting that a formal process was in place to capture all comments through social media, with a member of staff responding to comments every day and flagging any concerns to the PALS Team. In response to a further question from OB, KM explained that where it was considered that the comments made on social media indicated that there was a risk to patient safety, then the person making the comments was contacted through private messaging. It was emphasised that not all patients who posted on social media wished to make a formal complaint.

OB expressed her concern that she had been following comments on the Trust’s Facebook page for the past 12 months and she was not satisfied that all patients were responded to appropriately. KM responded to this by assuring OB that all individuals were responded to.

**RESOLVED**

that the verbal report of the Governance Committee be received and it be agreed that there are no issues of concern to draw to the attention of the Board.
KJ stated that the month 6 position showed an accumulative deficit of £5.1m, while the run rate was £0.4m which had been £0.4m better than plan. KJ reported that pay expenditure was significantly below plan and non-pay expenditure was also below plan.

Cost Improvement Programmes
KJ reported that the Cost Improvement Programmes (CIPs) continued to deliver savings each month.

Cash Flow and Forecasts
KJ highlighted that the cash position of the Trust stood at £11.3m, which had been £6.8m above plan due to an early payment of £7.5m from Swindon Clinical Commissioning Group (CCG.)

KJ reported that the Trust was in discussions with the Department of Health (DoH) regarding cash grants to achieve a surplus cash position.

Income and Expenditure Forecasts
KJ sought feedback on the layout of the Income and Expenditure Forecast page and encouraged Governors to provide suggestions and improvements.

KJ highlighted that the cash reserve figure had not been included on the sheet and that the forecast outturn at month 6 was a deficit of £12.4m. KJ informed the Governors that the figures had been provided for the best case, likely case and worse case forecast outturn.

KJ advised that Monitor was encouraging the Trust to improve its run rate and delivery of CIPs to improve the year end position.

RT referred to the financial governance arrangements and questioned whether KJ was now satisfied with the reporting processes and forecasting. KJ responded that she was pleased with the progress made but still wanted to see more improvement. KJ reported that the biggest challenge was to ensure that the Divisions owned their individual financial positions.

In response to a question from SP regarding expenditure on equipment, it was explained that the Trust did re-use equipment wherever possible and that the Physiotherapy Team encouraged equipment to be returned for reuse.

In response to a question from SP, OF confirmed that agency staffing figures had peaked in May, June and August. However the Trust was now profiling annual leave to try to improve the spread of agency staff throughout the year. OF also commented that the Trust had introduced E-Rostering and staff were being trained on this.
In response to a question from IJ, KJ explained that a high level of creditors did cause some pressure, particularly when cash balances were lower. KJ highlighted that most of the Trust's suppliers were aware of the Trust's financial position and were content with their regular payment arrangements.

MR questioned whether there had been any benchmarking with Trust's in a similar financial position. KJ advised that the Trust had national performance targets, some of which had not been achieved. KJ highlighted that although no specific benchmarking had taken place around how other Trusts in similar financial difficulties had recovered, she was in regular contact with Salisbury NHS Foundation Trust and Royal United Hospitals (RUH) Bath Trust who were both in a very similar position and ideas and initiative to improve were being shared.

**RESOLVED**

that the Finance Report Month 6 (ending 30 September 2015) be received and it be agreed that there are no issues to draw to the attention of the Board.

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**Quality Report**

JM presented the Quality Report for October 2015, a copy of which was circulated separately prior to the meeting with further copies circulated at the meeting for consideration which covered the following:-

- Quality Dashboard
- Mortality Rates
- Patient Safety Indicators
- Clinical Audit and Effectiveness
- National Audits
- Infection Prevention and Control
- Clinical Incidents
- Overdue IR1 Investigations
- Medicines Safety
- Complaints, Concerns and Compliments
- Complaint Themes
- Friends and Family (FFT)
- NHS Choices
- Whistle Blower Alerts
- Care Quality Commission (CQC)
- Team Visits
- Sign up to Safety

In presenting the report, the following points were made: -

**Mortality Rates**

JM reported that a Hospital Standard Mortality Rate (HSMR) of 85.6 had been achieved, which put the Trust as one of the best performing providers in the South West. It was highlighted that there was a continued trend of improvements in mortality rates.

**Infection Prevention and Control**

JM highlighted that the Trust had found maintaining low Clostridium Difficile (C-Diff) rates in 2015 challenging with 16 cases reported against a trajectory of 20 for 2015/16. JM advised that the Trust was not an outlier for C-Diff rates and that only 1 of the 16 reported cases could have been avoided.

JM commented that there was an overall cleaning score for September of 96% which reflected the improvements that had been made to the cleanliness within the hospital.
Clinical Incidents
JM reported that there had been a never event in Endoscopy which had been caused by changes to the electronic referral system. JM reassured Governors that the process was now considerably safer.

In response to a question from RT, JM confirmed that there were different processes in Endoscopy for patients with dementia.

JM reported that there had been 4 Serious Incidents reported during September 2015. One case related to a child self-administering the wrong dose of insulin and this was currently being investigated.

Complaints, Concerns and Compliments
JM reported that there had been a decrease in the number of complaints received and that themes and top areas of concern were being flagged by the Patient Advice Liaison Service (PALS) Team.

JM highlighted that the Trust had not achieved the 80% response rate for complaints within 25 days for low to moderate complaints or for high to extreme complaints.

JM informed the Governors that comments received via NHS Choices for September 2015 had been included within the report.

CQC
JM advised that the draft inspection report from the CQC was expected on 26 November 2015 at which point the Trust would have 10 working days to respond for factual accuracy ahead of the report publication at the Quality Summit on 18 January 2016.

RESOLVED
*that the Quality Report for October 2015 be received and it be agreed that there are no issues to draw to the attention of the Board.*

36/15

Patient Experience Working Group
MH, Chair of the Patient Experience Working Group informed the Council of Governors that there had been meetings of the Group on 11 May 2015, 3 August 2015 and 2 November 2015. MH advised that the meetings had been very informative and he had written to Deborah Tapley (Head of PALS) to thank her for her contribution to the group following the end of his term as public Governor.

MH provided an example which he wished to highlight where a patient had contacted him late in the evening regarding their concerns. MH had collected summary details and sent the information to the PALS Team and within one day the PALS Team had telephoned MH to advise that the concern had been dealt with and the patient was being cared for. MH highlighted that there were a number of similar examples over a period of 3 years and those patients had all had a positive experience of the Trust. MH commended the work of the PALS Team and asked that this be so recorded.

MH reported that the Working Group had considered a wide variety of subjects including Risk Management, Safer Staffing, Do Not Resuscitate Guidelines, as well as Cleanliness and Infection Prevention. MH also commented that Governors had been invited to visit Chippenham Hospital and this had proved to be very informative to Governors in helping them to understand community nursing and care.
MH thanked Governors for their support during his term of office and wished them well for the future.

**RESOLVED**

a) that the minutes of the meetings of the Patient Experience Working Group held on 11 May 2015 and 3 August 2015 be received and it be agreed that there are no issues to draw to the attention of the Board; and

b) that the verbal report of the meeting of the Patient Experience Working Group held on 2 November 2015 be received and it be agreed that there are no issues to draw to the attention of the Board.

**37/15 Finance Working Group**

RT, Chair of the Finance Working Group reported that there had been meetings of the Finance Working Group on 24 June 2015, 9 September 2015 and 11 November 2015. RT advised that although the Trust’s financial situation had been very challenging, the Working Group were assured of actions in place being overseen by the Board around financial recovery.

**RESOLVED**

(a) that the minutes of the meetings of the Finance Working Group held on 24 June and 9 September be received and it be agreed that there are no issues to draw to the attention of the Board; and

(b) that the verbal report of the meeting of the Finance Working Group held on 11 November 2015 be received and it be agreed that there are no issues to draw to the attention of the Board.

**38/15 Membership Working Group**

It was noted that meetings of the Membership Working Group had been held on 1 June 2015 and 7 September 2015. The Working Group had considered membership recruitment and engagement.

**RESOLVED**

that the minutes of the meetings of the Membership Working Group held on 1 June 2015 and 7 September 2015 be received and it be agreed that there are no issues to draw to the attention of the Board.

**39/15 Governor Development Group Minutes**

It was noted that meetings of the Governor Development Working Group had been held on 9 June 2015 and 8 September 2015. The Working Group had considered governor involvement on Trust Committees and Groups, the Training and Development Work Plan and “Engagement in Action”.

**RESOLVED**

that the minutes of the meetings of the Governor Training and Development Working Group held on 9 June 2015 and 8 September 2015 be received and it be agreed that there are no issues to draw to the attention of the Board.
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<tr>
<th>40/15</th>
<th><strong>Membership and Terms of Reference of Working Groups</strong></th>
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<tbody>
<tr>
<td></td>
<td>The Governors received and considered a report on the Membership and Terms of Reference of the Council of Governor Working Groups. The Company Secretary reported that Governors had been invited to discuss and approve proposed changes to the Working Groups and indicate their membership preference.</td>
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<td>It was explained that a number of changes to the terms of reference of the Working Groups was proposed in order to improve the effectiveness of those meetings and to more accurately reflect the Trust’s 6 Strategic Objectives and align to Board reporting. Details of the proposed changes were summarised as follows:-</td>
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<tr>
<td></td>
<td><strong>Patient Experience Working Group</strong>&lt;br&gt;The Patient Experience Working Group was to be expanded to become the Patient Quality and Operational Performance Working Group.</td>
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<td><strong>Finance Working Group</strong>&lt;br&gt;The Finance Working Group was to be expanded to become the Finance and Staffing Working Group. This group would be informed of the Trust’s finances as well as staffing issues, such as staff reports and staff surveys. The membership of the Group would increase from 5 to 9 Governors.</td>
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<tr>
<td></td>
<td><strong>Membership Governor Training Working Group</strong>&lt;br&gt;The Membership Working Group and the Governor Training Working Group were to be amalgamated to become the Membership and Governor Training Working Group. The proposed change had been proposed following suggestions from Governors regarding attendance levels, work load and the effectiveness of the two previous Working Groups. The membership of the Group would increase from 5 to 9 Governors.</td>
</tr>
<tr>
<td></td>
<td>It was explained that there were no proposed changes to the Nominations and Remuneration Working Group or the Joint Nominations Committee.</td>
</tr>
<tr>
<td></td>
<td>The Council of Governors welcomed the refreshed Terms of Reference for Working Groups. RT commented that she was pleased to see that all areas of the work of the Board would now be reflected in the working groups, notably operational performance and staffing.</td>
</tr>
<tr>
<td></td>
<td>The Council of Governors was invited to agree membership of Working Groups which it was agreed should be confirmed outside of the meeting. CN requested that all Governors indicate their preference by the end of November 2015.</td>
</tr>
<tr>
<td></td>
<td><strong>RESOLVED</strong></td>
</tr>
<tr>
<td></td>
<td>(a) that the Terms of Reference of the Council of Governor Working Groups be approved; and</td>
</tr>
<tr>
<td></td>
<td>(b) that the Company Secretary in consultation with the Lead Governor be delegated authority to agree the membership of each Working Group with Governors being asked to indicate their membership preferences by the end of November 2015.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>41/15</th>
<th><strong>Calendar of Meetings</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>The Council of Governors received and considered the proposed Calendar of Meetings for 2016. CN sought feedback and invited the Governors to approve the proposed schedule of meetings.</td>
</tr>
</tbody>
</table>
**RESOLVED**

*that the Calendar of Meetings 2016 be approved.*

<table>
<thead>
<tr>
<th>42/15</th>
<th>Date of Next Meeting</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>It was noted that the next meeting of the Council of Governors would be held on 11 February 2016 at 4.30pm in Lecture Hall 1, The Academy, Great Western Hospital, Swindon.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>43/15</th>
<th>Public Urgent Items (if any)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>There was no urgent public business.</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>44/15</th>
<th>Exclusion of the Public and Press</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td><strong>RESOLVED</strong></td>
</tr>
<tr>
<td></td>
<td><em>that representatives of the press and other members of the public be excluded from the meeting having regard to the confidential nature of the business to be transacted, publicity of which would be prejudicial to the public interest when the following items are considered:</em>-</td>
</tr>
<tr>
<td></td>
<td>- Private Minutes</td>
</tr>
<tr>
<td></td>
<td>- Five Year Plan Update</td>
</tr>
<tr>
<td></td>
<td>- Nominations and Remuneration Working Group</td>
</tr>
<tr>
<td></td>
<td>- Private Urgent Items (If any)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>45/15</th>
<th>Minutes</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>The Council of Governors adopted and signed as a correct record the minutes of the meeting of the Council of Governors held in private on 16 April 2015.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>46/15</th>
<th>Five year plan update</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>The Council of Governors received a presentation on the Medium Term Financial Plan. Governors received the Overview of the Medium Term Financial Plan and were invited to feed any additional comments on the Plan to the Director of Strategy outside of the meeting. It was noted that there would be a further update on the Annual Plan to the Council of Governors in February 2016.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>47/15</th>
<th>Nominations and Remuneration Working Group</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td><em>All Non-Executive Directors present at the meeting had declared an interest in this item and they left the meeting during its consideration.</em></td>
</tr>
<tr>
<td></td>
<td>Ros Thompson Lead Governor took the Chair for this item.</td>
</tr>
<tr>
<td></td>
<td>Ros Thompson in the Chair.</td>
</tr>
</tbody>
</table>

|       | The Council of Governors received the minutes of the meeting of the Nominations and Remuneration Working Group held on 3 November 2015, copies of which were available at the meeting. The minutes reflected consideration of the appraisals of the Chairman and Non-Executive Directors. |
|       | The Council of Governors received the minutes of the meeting of the Nominations and Remuneration Working Group held on 3 November 2015 be received and |
agreed the recommendations contained therein, notably that there had been a robust appraisal of the Chairman and the Non-Executive Director.

<table>
<thead>
<tr>
<th>48/15</th>
<th><strong>Private Urgent Items (if any)</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>There were no private urgent items.</td>
</tr>
</tbody>
</table>

The meeting ended at 6.30 pm

Chair ..................................................  Date...........................................