

**Council of Governors  
Minutes of the Public meeting held in Icen Centre,  
Lecture Hall,  
Colchester General Hospital  
On 22 June 2018, from 11am – 12pm**

**Present:**

Mr Jude Chin, Non-Executive Director (Chair)  
Dr Ann Alderton, Company Secretary  
Mrs Janet Brazier, Public Governor – Halstead & Colne Valley  
Mr David Gronland, Public Governor – Halstead & Colne Valley  
Ms Yaa Dankwa Ampadu-Sackey, Public Governor - Colchester  
Mr Andrew May, Public Governor – Colchester  
Mr Michael Horley, Public Governor – Colchester  
Mr Eric Prince, Public Governor – Colchester  
Dr Chris Hall, Public Governor Colchester  
Mrs Elizabeth Smith, Public Governor – Tendring  
Mr Roy Raby, Public Governor – Tendring  
Mr Ralph Nation, Staff Governor – Support Staff  
Ms Anna Swan, Staff Governor – Nursing & Midwifery  
Mrs Donna Booton, Staff Governor – Nursing and Midwifery  
Ms Sharmila Gupta, Staff Governor – Medical and Dental  
Cllr Helen Chuah, Stakeholder Governor – Colchester Borough Council  
Cllr Lynda McWilliams, Stakeholder Governor – Tendring District Council  
Major Royston Dove, Stakeholder Governor – Colchester Garrison

**In attendance:**

Mr Shane Jarvis, Administrator (minutes)  
Mr Neill Moloney, Managing Director  
Dr Shane Gordon, Director of Integration

***Items were not necessarily discussed in order of the agenda, but have been recorded here to reflect the agenda.***

**36/18 WELCOME & APOLOGIES**

Mr Chin welcomed all to the meeting and apologies were noted for Mr White, Professor Jackson and Mr Allen.

Mr Chin thanked the Council for their support of the Trust over the years and he gave acknowledgements to all the outgoing Council members.

**37/18 DECLARATIONS OF INTEREST**

There were no new declarations of interest.

**38/18 DRAFT MINUTES OF THE PREVIOUS MEETING HELD IN PUBLIC ON 14 JUNE**

The minutes from the previous meeting were approved as an accurate account.

### **39/18 MATTERS ARISING**

Mrs Booton gave feedback from the NHSI visit of 21 June 2018, to review the Trusts progress in quality standards. She stated that the visit was a success with positive feedback being given. She wanted to give special thanks to the governors who supported the visit. She reflected that it was great for staff to be able to showcase and receive acknowledgement for improvements in their work.

Mrs Smith considered the visit was conducted in a professional manner, with a good mix of staff expertise on show. Mr Gronland considered that staff had displayed compassion during the visit.

### **31/18 LONG-TERM PARTNERSHIP BETWEEN COLCHESTER HOSPITAL UNIVERSITY NHS FOUNDATION TRUST AND THE IPSWICH HOSPITAL NHS TRUST; TRUST CONSTITUTION**

Mrs Smith expressed concern over the lower level of detail of patient benefits recorded in the full business case. Dr Gordon informed that typically hospital mergers would combine clinical services, so a patient benefit case would inform considerations. He commented on the challenges to simultaneously combine clinical and corporate services. He stated that the organisation chose to focus on combining corporate services first, whilst the clinical strategy was being developed to identify further clinical opportunities, informing this would lead to consultations in 2019/20.

Mrs Booton stated that the clinical discussions needed clear methodology. Dr Gordon confirmed there would be clear methodology, noting that there would not be a proposal to reconfigure service without a quality benefit.

Mr Prince questioned what was the planned date for day one of ESNEFT. Dr Gordon confirmed that it was planned for the organisation to be known as East Suffolk and North Essex NHS Foundation Trust from 1 July 2018. He stated that the regulators were agreeable to this, and that they were liaising with the secretary of state to help realise this date.

Dr Gordon gave a summary of the joint Board meeting held earlier in the morning of 22 June 2018. He advised on the final stages of the transaction with Ipswich hospital, reporting on the letter issued by NHSI to give the transaction risk rating of amber. He noted that it was expected to receive a risk rating of amber due to the Trusts financial position. He advised on the conditions set by NHSI, which included ensuring the Non-Executive Director recruitment process was concluded by 1 January 2019; that the Board continued its development programme; NHSI would review the Trusts CIP (cost improvement plan); and the regional team would continue to monitor the Trusts development of the clinical strategy. He informed that the CIPs and clinical strategy would be reviewed on a monthly basis during the regulatory scrutiny meetings. He reflected that the letter was very positive.

Dr Gordon advised that the Board had formally accepted the amber risk rating issued by NHSI and the conditions. He informed that the application to dissolve Ipswich hospital would be submitted pending to governor vote on the transaction resolution. He stated that the letter of support from the Secretary of State would follow, reflecting that there were no concerns anticipated. He explained that the application to proceed with the transaction would be amended to state that the transaction was to proceed, pending the letter of support from the Secretary of State.

Governors were reminded that the Trust would only be able to apply for a merger, acquisition, separation or dissolution, with the approval of more than half of the members, following which the resolution was put to a vote.

**Resolved: the Council of Governors unanimously voted in favour of the following resolution:**

**The Council of Governors is satisfied that the Board of Directors of the Trust has been thorough and comprehensive (i.e. undertaken appropriate due diligence) in reaching its proposal to merge with Ipswich Hospital NHS Trust (IHT) and has obtained and considered the interests of Trust members and the public as part of the decision-making process. Therefore in accordance with section 56A(2) of the National Health Service Act 2006 and the Trust's constitution, the Council of Governors resolves to approve the Trust's and IHT's joint application to Monitor (operating as NHS Improvement) in accordance with sections 56A and 56AA of the NHS Act for the acquisition of IHT by the Trust.**

**Signed by Chair:**



Jude Chin (Non-Executive Director & Deputy Chair)

**Date:** 22/06/18

Cllr McWilliams expressed her disappointment at the lack of engagement with stakeholders regarding the stakeholder governor representation changes to the constitution. She considered that one appointed stakeholder governor representing both Tendring District Council and Colchester Borough Council was not suitable, due to the different needs of the demographics.

Member of public, Ms Tina Bourne, Colchester Borough Council, disputed whether criterion 2 was satisfied by the board, as she did not consider that the District and Borough Councils were engaged with on this matter. She recognised that Ipswich hospital did not have a Council of Governors and so, the need to manage the representation of the Council of Governors for ESNEFT. She considered that the Trust's Council of Governors gave Colchester Borough Council a conduit to have effective engagement with constituencies.

Dr Alderton advised that the organisation needed to extend the reach of its Council of Governors for ESNEFT, commenting on the importance of having a balanced representation. She informed that it was realised that by mirroring the current stakeholder governor arrangements it would lead to an excessive number of governors. She explained that the organisation did not want to lose representation, informing that Healthwatch representation was also desired.

Cllr Chuah considered that the constitution changes had not been mentioned in previous meetings of the Council of Governors. She reflected that there were vast differences between the communities of Colchester Borough Council and Tendring District Council.

Mr May highlighted that the constitution had been socialised with the Council of Governors on several occasions in recent meetings. He reflected that given this recent exposure of the constitution he was surprised by this late objection to the constitution changes.

Ms Ampadu-Sackey considered that there were other outlets for the Borough and District Councils to engage and feedback into the organisation.

Mr Chin considered this was an unfortunate position, and he apologised for the way it had been handled by the Trust.

The draft constitution was put to a vote to the Council of Governors.

**Resolved: the Council voted in favour to approve the Trust constitution, thirteen votes for and three against.**

**32/18 APPOINTMENT OF CHAIR AND TRANSITIONAL NON-EXECUTIVE DIRECTORS TO THE BOARD OF EAST SUFFOLK AND NORTH ESSEX NHS FOUNDATION TRUST**

Dr Alderton reported on the proposed transitional arrangements for the Chair and Non-Executive Directors for East Suffolk and North Essex NHS Foundation Trust.

The Council of Governors were asked to approve the proposed transitional arrangements for the Chair and the Non-Executive Director.

**Resolved: the Council approved the transitional arrangements for both the Chair and the Non-Executive Directors.**

**33/18 DATE OF THE NEXT MEETING**

To be confirmed.