

## COUNCIL OF GOVERNORS' MEETING

10 NOVEMBER 2016

Paper Title:	Minutes of the Council of Governors' Meeting held on 11 August 2016
Section:	Public – Standing Items
Lead Director:	Michael Smith, Chair
Paper Author:	Stella Jackson, Deputy Trust Secretary
Agenda Item:	3

### EXECUTIVE SUMMARY:

Attached are the minutes of the Council of Governors' meeting held on 11 August 2016.

### RECOMMENDATION:

- The Council is asked **to approve** the minutes.



## **BRADFORD DISTRICT CARE TRUST**

### **Minutes of a Meeting of the Council of Governors held at Bradford District Care Trust, New Mill, Saltaire, Shipley, BD18 3LD at 5.30 pm on Thursday, 11 August 2016**

Present:	Michael Smith	Chair (for agenda item 6 onwards)
	David Spencer	Public Governor, Bradford West
	Mahfouz Khan	Public Governor, Bradford West
	Kevin Russell	Public Governor, Bradford East
	George Deane	Public Governor, Bradford South
	Sandra McIntosh	Public Governor, Bradford South
	Hazel Chatwin	Public Governor, Craven
	Nick Smith	Public Governor, Keighley
	Ann West	Public Governor, Shipley
	Hayley Lomas	Public Governor, Rest of England
	Noel Waterhouse	Clinical Staff Governor (until agenda item 6)
	Debbie Cromack	Clinical Staff Governor
	Tanya Graham	Appointed Governor, Craven District Council
	Nussrat Mohammed	Appointed Governor, City of Bradford Metropolitan District Council
	Alison Lowe	Appointed Governor, Sharing Voices
In attendance:	Stella Jackson	Deputy Trust Secretary
	Simon Large	Chief Executive
	Andy McElligott	Medical Director (for agenda items 1-4 and 6-16)
	Debra Gilderdale	Deputy Director, Mental Health, Acute and Community Services (for agenda items 1-4 and 6-16)
	Rob Vincent	Non-Executive Director (for agenda item 4)
	Sue Butler	Non-Executive Director (for agenda items 1-4 and 6-16)
	Nadira Mirza	Non-Executive Director (for agenda items 1-4 and 6-16)
	Louise Hussain	Patient Advice and Complaints Manager (for agenda items 7-8)

One Public and one Staff member of the Trust

#### **1. WELCOME AND APOLOGIES**

The Deputy Trust Secretary welcomed everyone to the meeting. She reported the Chair would be joining the meeting at agenda item 6 and that the Lead Governor (on appointment) would Chair the meeting for agenda items 3-5.

Apologies had been received from Council members Mr Oversby, Mrs Woffendin, Mrs Martin-Richards, Mr Perry, Ms Howes, Ms Arora, Mrs Jones, Mrs Congdon and Ms Eggett. Cllr Gibbons and Dr Nawaz were also absent from the meeting but apologies had not been forwarded.

## **2. LEAD GOVERNOR APPOINTMENT**

The Deputy Trust Secretary reported one expression of interest had been received for the Lead Governor role. This had been received from the existing Lead Governor, Mr Spencer. There had been no expressions of interest for the Deputy Lead Governor role.

### **The Council of Governors:**

- **Approved the appointment of Mr Spencer as Lead Governor for the period August 2016 to August 2017; and**
- **Agreed not to appoint a Deputy Lead Governor.**

## **3. DECLARATIONS OF INTEREST**

There were no declarations of interest.

## **4. RE-APPOINTMENT OF THE CHAIR**

The Senior Independent Director reported the Council of Governors was responsible for considering and approving the re-appointment of the Chair. Mr Vincent outlined the circumstances in which the Council of Governors might make an alternative decision then highlighted the achievements of the Trust during the 2015/16 financial year. The Council of Governors' Remuneration Committee had considered a paper about the Chair's personal performance. This showed a consistently high assessment by Governors and Board members. Mr Vincent informed Governors the Chair had confirmed he would be willing to continue in the role for a further term. He then informed Governors the re-appointment had been considered by both the Trust Board Nominations Committee and the Council of Governors' Nominations Committee. Both committees recommended that the Chair be re-appointed.

**The Council of Governors approved the re-appointment of Mr Michael Smith as Chair of the Trust for a second period, from 17 September 2016 to 16 September 2019.**

## **5. NED AND CHAIR REMUNERATION**

Mr Spencer reported the Council of Governors' Remuneration Committee had considered NED and Chair remuneration at its meeting on 11 July. It had agreed to recommend to the Council of Governors an uplift of 1% to Non-Executive allowances, subject to confirmation that all staff on Agenda for Change had received the same uplift. This had subsequently been confirmed. During consideration of the recommendation the following key points were made:

- Due to an increase in national insurance contributions, a number of staff had suffered a 0.4% reduction in their net pay;
- The benchmarking exercise undertaken by the Trust had offered insufficient information about the level of uplift offered to Non-Executive Directors of local trusts (due to two trusts not responding to requests about the level of uplift and one trust not yet decided);
- The uplift awarded during 2015/16 should be taken into consideration; and
- The Foundation Trust Code of Governance contained a provision that pay should be sufficient to attract, retain and motivate individuals of the right calibre (without paying too much).

**Following a vote, the Council of Governors agreed:**

- **To apply a 1% uplift to the Chair and NED allowances in line with Agenda for Change; and**
- **To backdate the increase to 1 April 2016.**

## **6. WELCOME FROM THE CHAIR**

The Chair, Mr Smith, joined the meeting and welcomed Ms Lowe and Cllr Graham to their first Council of Governors meeting. He also welcomed Ms Gilderdale who had been appointed as the interim Director of Operations and Nursing with effect from 1 September 2016. He reported the Trust was currently inviting nominations for the Keighley Public Governor vacancy and the Non-Clinical Staff Governor vacancy. Should these positions be contested, ballot papers would be distributed on 21 September and the results would be announced by 21 October.

## **7. ANNUAL APPRAISAL OF THE NON-EXECUTIVE DIRECTORS**

The Chair introduced his paper which presented the results of the Chair's appraisal of Non-Executive Directors and outlined the focus of NED objectives for 2016/17. He reported the Council of Governor Remuneration Committee had, at its meeting on 11 July 2016, considered the individual appraisal summaries and objectives.

**The Council of Governors noted:**

- **The results of the Chair's appraisal of the NEDs;**
- **The focus of NED objectives for 2016/17; and**
- **That feedback about NED performance during 2016/17 would be sought from a range of people, including Governors.**

## **8. MINUTES OF THE MEETING HELD ON 4 MAY 2016**

The minutes of the meeting held on 4 May 2016 were agreed as a true and accurate record, subject to the following amendment:

Item 10: Feedback from Governors – the word `Intensive' in the second sentence of the final paragraph to be changed to `Improving'.

## **9. MATTERS ARISING FROM THE MEETING HELD ON 4 MAY 2016**

### Actions

12/11/15-6: Governor Work Programme – the Chair reported the content of a future bitesize training session on finance and funding would now be considered by the Chair and Interim Chief Executive.

## **10. FEEDBACK FROM GOVERNORS**

### The Amalgamation of PALS and Complaints

The Chair informed Governors that a request had been received to provide feedback about the amalgamation of the Patient, Advice and Liaison Service (PALS) and Complaints.

Mrs Hussain then outlined the rationale for the amalgamation and the ways in which feedback had been sought about the service provision prior to a different service name/provision being implemented.

During discussion, the following key points were made by Governors:

- The PALS name/brand was widely recognised. In response, Mrs Hussain acknowledged the PALS brand was still used in some trusts and reported a number of other trusts had adopted a similar model to BDCFT and amalgamated the service with the Complaints department;
- PALS played a key role in preventing concerns leading to complaints. In response, Mrs Hussain reported a review undertaken at BDCFT had revealed PALS sometimes dealt with complex issues which would have been better managed as a complaint;
- The use of the word `complaint' within the service title could deter people from raising a concern. This was due to the fact that a number of people believed that the making of a complaint could impact on their quality of care. This was a particular issue in BME communities where people lived with their complaint rather than lodging it. Consequently, it was important that the Trust consider how it might capture views from those people that did not feel able to raise a complaint. In response, Mrs Hussain reported the new service name had been identified following consultation;
- Governors should be provided with information about: any trends and themes arising from complaints; the level of complaints received; and the key characteristics of those people raising complaints; and
- Governors should have been consulted about the amalgamation.

Following discussion, Mrs Hussain reported:

- The number of formal complaints raised had reduced since the PALS and Complaints services had been amalgamated and this continued to be monitored;
- The Trust provided feedback to all complainants in writing and, where possible, in meetings as this seemed to increase satisfaction with the outcome; and
- The effectiveness of the revised complaints process would be considered at a workshop during September. Those people that had raised complaints would be invited to attend the workshop and Governors would be provided with an update following the review. **Action: Patient Advice and Complaints Manager.**

#### Feedback from Individual Governors

The following key points were highlighted:

- Feedback had been received that funding had been withdrawn for the Champions Show the Way service provision in Craven. **Action: Deputy Chief Executive to respond to Governors;**
- The Lead Governor nomination form contained a suggestion about the setting up of a steering group. **Action: Governors to forward their comments about the suggestion to Mr Spencer;**
- The Haven service had opened at The Cellar Trust. The Trust have worked in partnership with The Cellar Trust and Bradford Council to open the service as a safe and supportive place for those in mental distress to visit as an alternative to the A&E department;
- Waiting times to access the BANDS service were significant. This was due to commissioning restraints and the CCGs had been made aware of the issue. Governors considered it appropriate that they raise a concern with the Local Healthwatch or directly with CCGs. **Action: Governors;**
- The Nursing Awards and 'You're a Star' events had highlighted a number of inspirational stories;
- Black History month celebrations would be taking place during October: **Action: Mr Deane to advise the Trust about the events programme;**
- Sharing Voices would be hosting a World Mental Health Day event in October; and
- The Trust would be hosting a World Mental Health Day Art exhibition at Salts Mill in October.

**The Council of Governors noted:**

- **The changes in roles within the Complaints department and the Patient Advice and Liaison Service; and**
- **Feedback received from individual Governors.**

## **11. CHAIR'S REPORT ON BOARD OF DIRECTOR MEETINGS**

The Chair presented his paper which highlighted key issues discussed during Board meetings during the months of May, June and July 2016.

A number of comments were made by Governors. In particular, Governors:

- Queried the impact of the flood related insurance claim on the Trust's future premiums. Whilst this information was not yet available, it was acknowledged the number of claims made in the local area following the Boxing Day Floods was likely to have an impact;
- Referred to an item relating to higher levels of sickness absence within Inpatient Services and sought assurance that staff did not feel pressured into returning to work. In response, Ms Gilderdale reported the Trust provided a range of support to those staff who were absent due to sickness. The Employee Health and Wellbeing team also supported staff on Inpatient wards to stay well. Mr Large added that detailed information about sickness levels was contained within the Trust Board Integrated Performance Report (available on the Trust website).

**The Council of Governors noted the report on Board of Director meetings.**

## **12. CONSTITUTION REVIEW**

The Deputy Trust Secretary reminded Governors about concerns/suggestions raised by them relating to the elected Governors' terms of office and constituency boundary areas. These had been addressed through a recent review of the constitution. Additional areas had been addressed relating to the Non-Clinical Staff Constituency criteria and the ability to pass written resolutions. Other proposed changes related to general housekeeping/formatting matters. The amendments required the approval of both the Trust Board and the Council of Governors. The Board had agreed the amendments at the July Trust Board meeting.

**The Council of Governors:**

- **Approved the proposed amendments to the constitution;**
- **Noted that once the amendments had been approved, the draft Council of Governors' Governance Manual would be updated accordingly; and**
- **Noted that the approved copy of the constitution would be sent to NHS Improvement for their website.**

## **13. INTEGRATED PERFORMANCE REPORT**

The Chief Executive provided an overview about the Integrated Performance Report (IPR) for quarter one of 2016/17. He highlighted the following key points:

- Following a Chief Inspector of Hospital inspection by the CQC in 2015, the Trust had been advised about two 'must-do' actions it needed to pay attention to. A subsequent visit by the CQC confirmed the actions had been addressed and the Trust had been rated as 'good' across all five CQC domains. This was reflected in the CQC rating on the front page of the IPR. BDCFT was the only trust in Yorkshire and Humber to achieve this outcome; and
- The NHS Improvement Financial Sustainability Risk Rating (FSRR) had moved from a four to a three due to the challenging financial situation. The Executive Management

Team had identified contingencies which would enable the Trust to meet its year-end financial target and these would be subject to a quality impact assessment. Governors outlined the importance of the Board holding the organisation to account for its financial performance and Mr Large recommended that the Chair of the Finance, Business and Investment Committee be invited to a future Council of Governor meeting to outline the work being undertaken by the Committee to monitor and scrutinise the financial position. **Action: Chair/Deputy Trust Secretary to timetable into the work programme.** Governors also highlighted the importance of local organisations working together to identify innovative and more cost-effective ways in which to deliver healthcare services. Mr Large concurred then informed Governors about a requirement for the Trust to achieve its control total in order to qualify for the Sustainability and Transformation funding. The Chair outlined the importance of the organisation not losing sight of its wider ambitions during this challenging period. The Chair then invited Governors to attend a future Finance, Business and Investment Committee meeting. **Action: Deputy Trust Secretary to circulate the dates of the meetings.**

**The Council of Governors noted the Integrated Performance Report.**

#### **14. RESULTS OF THE COUNCIL OF GOVERNORS' PERFORMANCE EVALUATION**

The Deputy Trust Secretary introduced a paper which contained the results of the Council of Governors' Performance Evaluation survey.

**The Council of Governors:**

- **Noted the survey results; and**
- **Agreed to hold an additional meeting on 22 September 2016 from 6.00 pm – 7.30 pm to review the results and develop a resultant action plan.**

#### **15. ANNUAL REPORT AND ACCOUNTS, QUALITY REPORT AND ARRANGEMENTS FOR THE 2016 ANNUAL MEMBERS' MEETING**

Dr McElligott introduced the Quality Report. This outlined how the Trust had performed in relation to quality during the 2015/16 financial year and contained quality goals for 2016/17. A Council of Governor Quality Account task and finish group had been established to review the Quality Account. The input of those Governors had proven invaluable in helping to develop a more effective document.

The following comments were made in relation to the Quality Account:

- The local authority had statutory responsibility for carrying out carers assessments. However, the Trust was responsible for identifying those people that cared for its service users and patients and signposting them to appropriate services; and
- An analysis would be undertaken to determine the characteristics of those people identifying themselves as carers. **Action: Lead Analyst and Patient Experience Lead.**

The Chair then reported the paper also contained details about the Annual Report and Accounts (which had received a clean audit opinion from the External Auditor) and the Annual Members' Meeting.

**The Council of Governors noted:**

- **The Annual Report and Accounts and Quality Account; and**
- **The arrangements for the 2016 Annual Members Meeting.**

**16. COUNCIL OF GOVERNORS' BUSINESS CYCLE**

The Deputy Trust Secretary introduced the business cycle which contained proposed agenda items for the November meeting. The following additions to the programme had been noted during the bite-size training session and meeting:

- A paper/presentation regarding the protected characteristics of those people using mental health services (comparing current data with that available at the time of the 'Count me in' campaign) – date to be confirmed;
- A paper regarding the work being undertaken by the Finance, Business and Investment Committee to monitor/scrutinise financial performance – November 2016;
- A paper regarding the characteristics of those people identifying themselves as carers – date to be confirmed; and
- A report about the effectiveness of the complaints process – February 2017.

The Deputy Trust Secretary then reported the meeting dates for 2017 would be circulated in the near future. **Action: Deputy Trust Secretary.**

**The Council of Governors noted Those items scheduled for discussion at the November meeting.**

**17. ANY OTHER BUSINESS**

Retirement of the Chief Executive

The Lead Governor, on behalf of all Governors, expressed his gratitude to the Chief Executive for his work at the Trust and wished him well in his retirement. The Chair acknowledged Mr Large's influence in creating a positive culture at the Trust.

The Chief Executive then thanked the Governors for the influence they had had on the work of the Trust.

**18. DATE AND TIME OF NEXT MEETING**

The next meeting would be held at 5.30 pm on Thursday, 10 November 2016 at Trust Headquarters, New Mill, Victoria Road, Saltaire.

**COUNCIL OF GOVERNORS' MEETING  
11 AUGUST 2016**

ACTIONS

Ref No	Actions requested	Timescale	Progress
12/11/15-6	<u>Governor Work Programme</u> <b>Chair and Interim Chief Executive</b> to consider the content of a further bitesize training session on finance and funding and to timetable this into the Governor work programme.	One month	Training taking place at the November 2016 meeting
11/8/16-1	<u>Feedback from Governors</u> i) <b>Patient Advice and Complaints Manager</b> to provide Governors with an update following the review into the effectiveness of the revised complaints process; ii) <b>Governors</b> to provide comments to Mr Spencer about the establishment of a Governor steering group; iii) <b>Governors</b> to consider contacting the CCGs and/or the Local Healthwatch about the waiting list for the BANDS service; and iv) <b>Mr Deane</b> to advise the Trust about mental health events taking place during October.	February 2017 Meeting  One month  November 2016  September 2016	
11/8/16-2	<u>Integrated Performance Report</u> i) <b>Chair/Deputy Trust Secretary</b> to invite the FBIC Chair to a meeting of the CoG to discuss the financial performance of the Trust; and ii) <b>Deputy Trust Secretary</b> to circulate the dates of FBIC meetings to Governors.	November 2016  Two weeks	Bite-size training in November 2016 to focus on this  Committee meeting dates contained in the Governor Friday Folders
11/8/16-3	<u>Annual Report and Accounts, Quality Report and Arrangements for the 2016 Annual Members' Meeting</u> <b>Lead Analyst/Patient Experience Lead</b> to provide Governors with an analysis of those people identifying themselves as carers.	November	On the November agenda
11/8/16-4	<u>Council of Governors' Business Cycle</u> <b>Deputy Trust Secretary</b> to circulate Council of Governor meeting dates for 2017	November 2017	Circulated and on the agenda