

## COUNCIL OF GOVERNORS' MEETING

11 FEBRUARY 2016

Paper Title:	Minutes of the Council of Governors' Meeting held on 12 November 2015
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 12 November 2015.

### 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, 12 November 2015

Present:	Michael Smith	Chair
	David Spencer	Public Governor, Bradford West
	Colin Perry	Public Governor, Bradford West
	Mahfooz A Khan	Public Governor, Bradford West
	Kevin Russell	Public Governor, Bradford East
	Amanda Martin-Richards	Public Governor, Bradford East
	Michelle Eggett	Public Governor, Bradford South
	Sandra McIntosh	Public Governor, Bradford South
	George Deane	Public Governor, Bradford South
	Hazel Chatwin	Public Governor, Craven
	Barry Eccles	Public Governor, Keighley (until agenda item 7)
	Nicholas Smith	Public Governor, Keighley
	Hayley Lomas	Public Governor, Rest of England
	Sarah Jones	Public Governor, Shipley
	Ann West	Public Governor, Shipley
	Cathy Woffendin	Non-clinical Staff Governor
	Valerie Convery	Non-clinical Staff Governor
	Noel Waterhouse	Clinical Staff Governor
	Liz Howes	Clinical Staff Governor
	Steve Oversby	Appointed Governor, Barnardos
	Shirley Congdon	Appointed Governor, University of Bradford
	Nussrat Mohammed	Appointed Governor, City of Bradford Metropolitan District Council (until agenda item 9)
	Carl Lis	Appointed Governor, Craven District Council
In attendance:	Simon Large	Chief Executive
	Stella Jackson	Deputy Trust Secretary
	Liz Romaniak	Director of Finance, Contracting and Estates (until agenda item 4)
	Sue Butler	Non-Executive Director
	Ralph Coyle	Non-Executive Director (until agenda item 7)

#### 1. WELCOME AND APOLOGIES

The Chair welcomed everyone to the meeting. Apologies had been received from Council members Mrs Cromack, Mrs Khan, Cllr Gibbons and Dr Nawaz. Mr Shabbir was also absent from the meeting but apologies had not been forwarded.

## **2. DECLARATIONS OF INTEREST**

There were no declarations of interests.

## **3. MINUTES OF THE MEETING HELD ON 13 AUGUST 2015**

The minutes of the meeting held on 13 August 2015 were agreed as a true and accurate record.

## **4. MATTERS ARISING**

- Item 11 – The Chair reported that the Governor training for the 15 Steps Quality Challenge visits would be taking place on 16 November 2015.

### Actions

- 13/8/15-2: Chair's Report on Board of Director Meetings - Miss Eggett informed Governors she had met with the Commercial Director to discuss issues highlighted to her by Bradford Teaching Hospitals Foundation Trust relating to the electronic sharing of data.

## **5. ANNUAL PLAN PRIORITIES**

The Director of Finance, Contracting and Estates provided an update about conclusions reached at the earlier joint Annual Planning meeting between Governors and the Board. The meeting had focussed on the Annual Plan priorities, the Quality Account and communication of the Annual Plan. Mrs Romaniak highlighted the following:

### **Annual Plan**

There was general consensus that the Plan should focus on those areas which were likely to have the highest impact. The following priorities were identified:

- Improving Access to Psychological Therapies (IAPT) targets;
- Intensive Therapy Centre occupancy levels and marketing;
- Agile working connectivity/sign on;
- Reduction in agency spend;
- Responding to economic pressures through collaboration with partners and voluntary organisations; and
- Effectively responding to service tenders.

### **Quality Account and Quality Goals**

It was considered appropriate that the Quality Goals were an integral part of the Annual Plan.

## Communication

The key discussion had focussed on the role of Governors in communicating the Plan, the use of effective targeted communications and the engagement of staff.

During ensuing discussion, the following key points were made:

- The Trust had alternative plans in place should the Intensive Therapy Centre (ITC) not achieve required occupancy levels. However, the Trust remained optimistic about the ITC offering at this stage;
- The Planning session had given Governors a higher level of understanding in relation to their roles;
- The Board would be considering the impact of the Comprehensive Spending Review (CSR) outcomes on the Trust's Five Year Plan once this information was available;
- Governors would receive further information about the development of the Plan at the January 'Governor-only' meeting, a joint workshop prior to the February Council of Governors meeting and at the May meeting of the Council of Governors. **Action: i) Mr Spencer to circulate the date of the January meeting; and ii) Chair/Chief Executive to agree the timetable of the February meeting.**

**Governors noted the Annual Plan update.**

## 6. FEEDBACK FROM GOVERNORS

Governors considered a paper which provided feedback about items discussed at the following meetings:

- Membership Development Committee meeting held on 7 September 2015;
- Membership Development Committee meeting held on 20 October 2015; and
- Council of Governors' Remuneration Committee meeting held on 17 September 2015.

### a) Council of Governors' Membership Development Committee Meetings

The Membership Development Committee considered a key objective of the Membership Strategy should be to recruit people aged between 14 and 21 to become members of the Trust. Since the Governors last considered membership representativeness, 230 young people had been recruited via the young people health event which had been promoted through local schools. Governors highlighted the need for the Trust to effectively engage its younger members and to consider ways in which to target future events of this type with young people not in school. Governors also requested that the event evaluation (incorporating feedback from the schools) be shared with them. **Action: Trust Secretary.**

Mr Spencer reported the 'Governor-only' meeting had considered it appropriate that Governors be provided with information about the representatives of the membership via constituency area. **Action: Deputy Trust Secretary to circulate the data.**

## **b) Council of Governors' Remuneration Committee Meeting**

The Chair and NED remuneration levels had been considered at the Private Council of Governor meeting.

## **c) Council of Governors' Nomination Committee**

The Chair reported the Council of Governor Nomination Committee would meet on 16 November to consider the recruitment of a Non-Executive Director (NED) following the resignation of Mr Palmer.

## **d) General Feedback**

The Chair invited Governors to highlight any issues or concerns raised by members and to provide general feedback about their Governor experiences.

The following key points were highlighted:

- The acoustics at the October Board-on-the-Road meeting were much improved although consideration should be given to the use of microphones at future meetings;
- The Executive Management Team undertook unannounced visits to operational areas and any concerns raised were managed through operational meetings. NEDs visited those areas which service users/patients had raised complaints about or which were undergoing transformational change. Governors would have an opportunity to visit Trust services as part of the 15 Step Quality visits programme;
- An issue relating to the time of appointments at Henry House had been raised with Ms Lees; and
- Ms Lees was also reviewing why the 'Champions Show the Way' service was not provided in Craven. Cllr Lis added the Trust would be meeting with Craven councillors about mental health service provision in Craven at a meeting on 1 December.

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

The Chair referred to his paper which highlighted the issues that had occupied the Board since September. He drew the Governors' attention to the following items:

- A review of the First Response service;
- A discussion about developing relationships with GP Federations;
- The introduction of a new Children's locality across the Trust;
- The quarterly return and declaration to Monitor;
- IM&T Strategy priorities; and
- 2016/17 Annual Plan preparations.

The Chair then highlighted those areas the Board would be focussing on during the next quarter.

Public Governor, Mr Smith, reported that positive feedback had been received from NHS England about the First Response service.

**Governors noted the report.**

## 8. PRESENTATION ON THE WORK OF THE QUALITY AND SAFETY COMMITTEE

Dr Butler, Chair of the Quality and Safety Committee (QSC), informed Governors about the role of the Quality and Safety Committee and outlined ways in which the Committee received assurances. Dr Butler then invited Governors to observe a future meeting of the Committee.

During the ensuing discussion, the following key points were made:

- Issues highlighted via the Committee dashboard were also incorporated into the Board dashboard; this process ensured the whole Board was sighted on quality and safety issues;
- The QSC should be invited to consider the content of the quality goals. **Action: Mrs Jones to raise at the Quality Account Task and Finish Group;**
- Governors interested in observing a future meeting of the Committee should register their interest via the Lead Governor;
- Due to the nature of its role, the Committee received significant scrutiny during the Monitor FT application process. Monitor had recommended that an external review relating to the effectiveness of the Committee be undertaken and this was currently underway; and
- A range of processes were used to review the effectiveness of the Board's Committees and Sub-Committees.

**The Council of Governors thanked Dr Butler for an informative presentation and noted the important role of the Quality and Safety Committee.**

## 9. INTEGRATED PERFORMANCE REPORT

The Chief Executive provided an overview about the Integrated Performance Report for quarter two of 2015/16 and highlighted the following key points:

- The format of the report had been reviewed to incorporate a summary section highlighting further sources of information;
- There were no evident concerns relating to the Monitor governance rating, the Financial Sustainability Risk Rating (FSRR – formerly the Continuity of Service Risk rating) and CQC compliance; this was reflected through green RAG ratings;
- Trust performance against new national waiting time standards for Improving Access to Psychological Therapies (IAPT) was above local contract trajectory but below national benchmark performance. A 'deep dive' into the performance issue was being undertaken, following which an action plan would be developed;
- One Duty of Candour incident had been reported in September relating to a possible inappropriate clinical intervention in the treatment of a pressure ulcer within a District Nursing (DN) team. The patient had been informed about the incident by the DN team leader and a letter had also been sent to the patient;
- Two Change Programme projects had been red rated relating to the generation of targeted Cost Improvement Plan (CIP) revenues for the Intensive Therapy Centre (ITC) and the Assessment and Treatment Unit (ATU); and
- The Trust projected that some future financial risks could impact on the FSRR score, with a potential move to a rating of '3' during 2016/17.

## 10. PROCESS OF PERFORMANCE EVALUATION OF THE CHAIR AND NEDS

The Chair introduced a paper which set out the process and timetable for the annual appraisal of the Chair and NEDs; outlined the involvement of Governors in the process; and ensured the Trust was compliant with Monitor's Code of Governance requirements in relation to evaluation. Governors requested that they be provided with a copy of the job description and terms of reference for the Chair and NEDs. **Action: Chair to circulate these items.**

**The Council of Governors approved the appraisal process for the Chair and Non-Executive Directors as outlined in the paper.**

## 11. CHAIR AND NON-EXECUTIVE DIRECTOR OBJECTIVES

The Chair reported the purpose of the paper was to provide the Council of Governors with a summary of the 2015/16 objectives for the Chair and each Non-Executive Director. Mr Large added a paper about the respective roles of the Chair and Chief Executive had been scrutinised by the Board at a Public Board meeting.

Governors noted the governance role of the Chair was implicit within the paper but considered this responsibility should be more explicit. **Action: Chair to incorporate a 'governance' specific objective within the Chair's objectives.**

**The Council of Governors:**

- **Noted the objectives of the Chair and Non-Executive Directors;**
- **Noted the reassignment of the Committee roles; and**
- **Endorsed the appointment of Mr Rob Vincent as Senior Independent Director.**

## 12. TERMS OF REFERENCE FOR THE GOVERNOR QUALITY ACCOUNT TASK AND FINISH GROUP

A paper was considered which contained the terms of reference for the Governor Quality Account Task and Finish Group.

**The Council of Governors ratified the terms of reference.**

## 13. GOVERNOR WORK PROGRAMME

The Deputy Trust Secretary introduced the Governor work programme and invited Governors to identify future agenda items for inclusion in the programme. Mr Oversby reported Governors believed they would benefit from a further bite-size training session on finance and funding. **Action: Chair and Chief Executive to timetable into the work programme.**

The other following additions were noted to the Plan:

- Annual Planning update in January (at the Governor-only meeting) and a further workshop at the February meeting.

**The Council of Governors noted the work programme and in particular those items scheduled for discussion at the February meeting.**

#### **14. ANY OTHER BUSINESS**

##### **Child Sexual Exploitation (CSE) Case**

Mrs Woffendin informed Governors about a CSE case involving a young girl. A serious case review had been undertaken and would be published at the end of January.

##### **Hearing Loops**

Governors requested that a hearing loop be provided at future Council of Governor meetings.  
**Action: Deputy Trust Secretary to organise.**

#### **15. DATE AND TIME OF NEXT MEETING**

The next meeting would be held at 5.30 pm on Thursday, 11 February 2016 at Trust Headquarters, New Mill, Victoria Road, Saltaire. The meeting concluded at 8.15 pm.

**COUNCIL OF GOVERNORS' MEETING  
12 NOVEMBER 2015**

ACTIONS

Ref No	Actions requested	Timescale	Progress
13/5/15-1	<u>Confirmation of Eligibility of Governors and Terms of Office</u> <b>Chair/Trust Secretary</b> to timetable a review of the Constitution (terms of office) into the Governor work programme.	By May 2016	
13/5/15-3	<u>Monitor's Licence/FT Constitution</u> <b>Chair/Trust Secretary</b> to timetable future bite size training sessions on the following topics:  i) Provider Licence; ii) Constitution; iii) Guidance documents supplied to Governors by Monitor	One month	Future training requirements to be reviewed during consideration of the Work Programme paper.
13/8/15-2	<u>Chair's Report on Board of Director Meetings</u> <b>Commercial Director</b> to arrange to discuss with Miss Eggett issues highlighted to her by Bradford Teaching Hospitals Foundation Trust relating to the electronic sharing of data.	Two weeks	Completed
12/11/15-1	<u>Annual Plan Priorities</u> <b>Mr Spencer</b> to circulate the date of the January meeting.  <b>Chair/Chief Executive</b> to agree the timetable/format of the February Awayday and circulate details to Governors.	Following 9 December meeting  One month	Completed  Circulated via Friday Folder on 18/12/15
12/11/15-2	<u>Feedback from Governors</u> <b>Trust Secretary</b> to circulate the young people health event evaluation to Governors.  <b>Deputy Trust Secretary</b> to circulate membership representative data by constituency area to Governors.	January 2016  One month	  Circulated via email on 16/12/15
12/11/15-3	<u>Presentation on the Work of the Quality and Safety Committee</u>  <b>Mrs Jones</b> to discuss, at the Quality Account Task and Finish Group meeting, the potential role of the QSC in reviewing the content of the Quality Goals.	November meeting	Completed

12/11/15-4	<u>Process of Performance Evaluation of the Chair and NEDs</u> <b>Chair</b> to circulate to Governors the job description and role description for the Chair and NEDs.	One month	Circulated via Friday Folder: 11/12/15
12/11/15-5	<u>Chair and Non-Executive Director Objectives</u> <b>Chair</b> to incorporate a `governance' specific objective within the Chair's objectives.	One month	Revised objectives circulated via Friday Folder: 11/12/15
12/11/15-6	<u>Governor Work Programme</u> <b>Chair and 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	
12/11/15-7	<u>Any Other Business</u> <b>Deputy Trust Secretary</b> to ensure hearing loops are available at future Council of Governor meetings.	One week	A hearing loop is installed in the Conference room, Annex and Board room