

COUNCIL OF GOVERNORS' MEETING

12 NOVEMBER 2015

Paper Title:	Minutes of the Council of Governors' Meeting held on 13 August 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 13 August 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, 13 August 2015

Present:	Michael Smith	Chair
	Colin Perry	Public Governor, Bradford West
	David Spencer	Public Governor, Bradford West
	Michelle Eggett	Public Governor, Bradford South
	Sandra McIntosh	Public Governor, Bradford South
	Kevin Russell	Public Governor, Bradford East
	Amanda Martin-Richards	Public Governor, Bradford East
	Barry Eccles	Public Governor, Keighley
	Sarah Jones	Public Governor, Shipley
	Ann West	Public Governor, Shipley
	Cathy Woffendin	Non-clinical Staff Governor (until agenda item 9)
	Valerie Convery	Non-clinical Staff Governor
	Noel Waterhouse	Clinical Staff Governor
	Liz Howes	Clinical Staff Governor
	Debbie Cromack	Clinical Staff Governor
	Nussrat Mohammed	Appointed Governor, City of Bradford Metropolitan District Council
	Mike Gibbons	Appointed Governor, City of Bradford Metropolitan District Council
	Hayley Lomas	Public Governor, Rest of England (until agenda item 8)
	Carl Lis	Appointed Governor, Craven District Council
In attendance:	Simon Large	Chief Executive
	Paul Hogg	Trust Secretary
	Stella Jackson	Deputy Trust Secretary
	Salma Younis	KPMG
	Helen Jones	West Yorkshire Audit Consortium
	Helen Bourner	Commercial Director (until agenda item 11)
	Debbie Webster	Deputy Director of Quality & Governance (until agenda item 4)
	Derrick Palmer	Non-Executive Director
	David Banks	Non-Executive Director
	Nadira Mirza	Non-Executive Director
	Ralph Coyle	Non-Executive Director

1. WELCOME AND APOLOGIES

The Chair welcomed everyone to the meeting of the Council of Governors including Cllr Gibbons who was the newly Appointed Governor representative for the City of Bradford Metropolitan District Council. The Chair reported that Naseem Shah MP had stood down as

the Appointed Governor representative for Sharing Voices due to parliamentary commitments and that Mohammad Shabbir had been appointed as her replacement. Apologies had been received from Council members Mrs Chatwin, Mr Oversby, Mr Deane, Mr Smith, Professor Congdon, Dr Nawaz, Mr Shabbir and Mrs Khan. Mr Khan 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 MAY 2015

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

4. MATTERS ARISING

Actions

The Trust Secretary provided an update about the following actions:

- 13/5/15-1 – the review of the constitution would be undertaken by May 2016;
- 13/5/15-3 – a review of future training requirements would be undertaken following the Governwell training course being held on 19 October 2015;
- 13/5/15-4 – A number of Governors had attended a bespoke 'introduction to Trust services' bite size training course on 29 June 2015. A list of the services provided by the Trust would also be included in the Annual report.

5. DEVELOPING THE TRUST'S QUALITY ACCOUNT/QUALITY REPORT

The Deputy Director of Quality and Governance reported 15 Governors had attended the bite-size training session regarding the Quality Accounts and Quality Goals; this had taken place immediately prior to the meeting. Ms Webster then referred to the proposal within the paper relating to the formation of a Governor 'task and finish' group which would:

- Support the Trust's consultation approach with members;
- Review the Quality Report content; and
- Assist in identifying Quality Goals for 2016/17.

The Chair reported the Quality Account was a key document which informed the Trust's plans and Mr Large outlined the importance of Governors contributing to the development of the Quality Goals and Quality Account. Mr Large also highlighted the role of Governors in encouraging members of the Trust to influence the Quality Goal content.

The Council of Governors:

- **Noted the content of the paper; and**
- **Agreed to contact the Deputy Director of Quality and Governance directly if interested in joining the 'task and finish' group.**

6. FEEDBACK FROM GOVERNORS

The Chair informed Governors this agenda item provided them with the opportunity to highlight any issues or concerns raised by members and to provide feedback generally about their Governor experiences.

The following key points were made:

- Ms West reported she had attended the Intensive Therapy Centre (ITC) open day and learnt about the Schema therapy being offered by the Trust;
- Mrs McIntosh reported she had been made aware of an issue relating to access to the First Response service. **Action: Chief Executive to pursue;**
- Mr Perry referred to the statutory role of Governors 'to hold the Non-Executive Directors (NEDs) to account for the performance of the Board'. He believed attendance at Trust Board meetings provided Governors with an opportunity to determine whether or not the NEDs were effectively challenging and contributing. Mr Perry considered the NEDs were fulfilling this requirement following his observations at the July Board meeting;
- Mrs Woffendin reported the Staff Governors had established a programme of meetings and had liaised with Staff Governors from other trusts about the role and its challenges;
- Mr Eccles referred to the membership and wider public engagement role of Governors and outlined the importance of Governors engaging with those people that had an interest in the work of the Trust. Mr Hogg concurred and added that members of the Governor Membership Development Committee would be considering membership engagement requirements when developing the Membership Strategy. He encouraged Governors to forward any suggestions about membership engagement to the Deputy Trust Secretary; and
- Mr Spencer considered it appropriate that Governors be introduced to members and the public when in attendance at events and meetings.

7. CHAIR'S REPORT ON BOARD OF DIRECTOR MEETINGS

The Chair referred to his paper which highlighted significant issues that had occurred between May and July 2015. He drew the Governors' attention to the following items:

- An announcement about the merging of Monitor and the NHS Trust Development Authority;
- The Risk Assessment Framework consultation and its impact on current reporting arrangements/requirements;
- A reported published by Government in response to the Morecambe Bay investigation; and

- The key issues discussed by the Board during both its Public and Private Board meetings. Ms Eggett noted the Board had discussed digital healthcare and reported she had been informed by a colleague at Bradford Teaching Hospitals Foundation Trust about issues relating to sharing data electronically. **Action: Miss Eggett and Ms Bourner to discuss further outside the meeting.**

Mr Perry highlighted other areas of interest raised at the July Board relating to: a zero suicide target; Vanguard status; and the effectiveness of different therapeutic interventions for different communities. Mr Perry then asked whether a process had been identified for the appointment of the 'Freedom to Speak up Guardian' and whether or not Governors could be involved. In response, Mr Hogg reported the CQC would be publishing guidance relating to the role and, once received, the Board would determine the process for appointment.

Governors noted the report.

8. ANNUAL PLAN PRIORITIES AND PREPARATION

The Commercial Director introduced a paper which:

- Outlined Foundation Trust planning requirements;
- Summarised the role of Governors in relation to the development of plans; and
- Set out the process and timetable to produce the Trust's Operational Plan for 2016/17.

Governors noted the annual planning process and timetable.

9. GOVERNOR COMMITTEE MEMBERSHIP

The Chair brought this item forward for discussion to allow a more detailed consideration of the Integrated Performance report after the break. The paper contained information about membership of the Remuneration; Nominations; and Membership Development Committees.

The Trust Secretary then highlighted the next steps in relation to formation of the Committees and reported Committee meeting dates would be circulated to Committee members. **Action: Trust Secretary to confirm the dates of the meetings.**

10. LEAD GOVERNOR APPOINTMENT

Completed nominations had been received from Mr Eccles and Mr Spencer for the Lead Governor role. Governors were invited to ask supplementary questions of Mr Eccles and Mr Spencer before electing their preferred candidate. A secret ballot was subsequently undertaken and Mr Spencer was appointed as Lead Governor and Mr Eccles as Deputy Lead Governor.

11. 15 STEPS QUALITY CHALLENGE VISITS

Governors considered a paper which provided an overview of the 15 steps quality challenge panel process. The paper invited Governors to express their interest in undertaking quality visits. During discussion, the following points were highlighted:

- The visits had previously been undertaken by Board members;
- The visits lasted approximately one-and-a-half hours; and
- Each visit would be undertaken by a limited number of Governors;

The Council of Governors:

- **Noted the information about the 15 Steps Quality Challenge programme; and**
- **Agreed to contact Ms Bentley if interested in taking part in the programme.**

12. INTEGRATED PERFORMANCE REPORT

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

- There were no evident concerns relating to the Monitor governance rating, the Continuity of Service Risk rating (COSRR) and CQC compliance; this was reflected through green RAG ratings;
- Slide 11 'change programme summary: 2015/16' was important as this showed how each of the Trust's change programmes were performing; and
- The financial performance was on target. The COSRR was expected to fluctuate during the year but an end of year score of 4 was envisaged.

The Chair then invited Governors to raise any questions and queries they had relating to the Integrated Performance Report.

In response to a question from Mrs Martin-Richards, Mr Large reported the Friends and Family Test data analysis was undertaken by an external provider called 'I Want Great Care'. Mr Russell noted the average score for reviews received relating to Nursing and Support was the same as the score given to the Trust as a whole and queried whether this was correct. **Action: Commercial Director to review.**

Mr Large considered information relating to the Quality report submitted to Monitor should be incorporated in future reports. **Action: Trust Secretary to pursue.**

Mr Perry noted a number of change programmes were rated amber due to issues relating to IT and queried whether the IT Strategy was behind trajectory. In response, Mr Large reported issues had been experienced relating to the recruitment and retention of suitably qualified and experienced IM&T staff. The Trust was, therefore, considering how it might share IM&T staff resource and expertise from across the local economy. Mrs Martin-Richards asked why the change programme relating to the increase and marketing of four beds within the Learning Disability Assessment Treatment Unit (LDATU) was rated red. Mr Large responded by reporting this related to a national issue regarding the commissioning of learning disability beds in the NHS.

13. PRESENTATION ON THE WORK OF THE AUDIT COMMITTEE

The Chair reported he felt it would be beneficial for Governors to understand the work of the Board Committees which were chaired by Non-Executive Directors. Consequently, he had invited the Chair of the Audit Committee, the External Auditor and the Internal Auditor to provide a presentation about the work of the Audit Committee.

Mr Palmer, Chair of the Audit Committee, then outlined the role of the Audit Committee and the ways in which the Committee gained assurances, including the key areas of governance that were regularly discussed. Salma Younis, Manager at KPMG, went on to explain to Governors the role of external audit, the scope of KPMG's audit work and the key relationships across the Trust, including the Council of Governors. She also highlighted to Governors the key milestones throughout the audit year, including the approval process of the Annual Report and Accounts and Quality Report. Helen Jones, Manager at West Yorkshire Audit Consortium (WYAC) completed the presentation by highlighting the work of internal audit, how this is aligned to the Board Assurance Framework and Annual Governance Statement. The Chair suggested that as Governors had a keen interest about quality of services, the next Committee presentation could be from Dr Sue Butler, as Chair of the Quality and Safety Committee. **Action: Deputy Trust Secretary to arrange for next Council meeting.**

The Council of Governors thanked the speakers for an informative presentation and noted the important role of the Audit Committee.

14. GOVERNOR WORK PROGRAMME

The Trust Secretary highlighted the business items for consideration at future Council of Governor meetings.

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

15. GLOSSARY OF ABBREVIATIONS

The Chair highlighted that Governors had previously requested a glossary of commonly used abbreviations to be developed, which was attached to the paper at Annex A.

The Council of Governors noted the glossary of abbreviations.

16. ANY OTHER BUSINESS

No other business was raised at the meeting.

17. DATE AND TIME OF NEXT MEETING

The next meeting would be held at 5.30 pm on Thursday, 12 November 2015 at Trust Headquarters, New Mill, Victoria Road, Saltaire. The meeting concluded at 7.45pm.

**COUNCIL OF GOVERNORS' MEETING
13 AUGUST 2015**

ACTIONS

Ref No	Actions requested	Timescale	Progress
13/5/15-1	<u>Confirmation of Eligibility of Governors and Terms of Office</u> Chair/Trust Secretary 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> Chair/Trust Secretary 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 following Governwell training on 19 October.
13/5/15-4	<u>Annual Plan 2015/16</u> Chief Executive/Trust Secretary to i) discuss the content of a service specific briefing note; and ii) arrange for its circulation to Governors ahead of the August meeting.	Two months	Bite-size training relating to Trust services undertaken. A list of services will also be included in the Annual Report
13/8/15-1	<u>Feedback from Governors</u> Chief Executive to investigate potential First Response access issues.	Two weeks	Actioned and discussed at September Board meeting
13/8/15-2	<u>Chair's Report on Board of Director Meetings</u> Commercial Director 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	
13/8/15-3	<u>Governor Committee Membership</u> Trust Secretary to circulate the dates of the Governor Committee meetings.	Two weeks	Completed
13/8/15-4	<u>Integrated Performance Report</u> Commercial Director to review Friends and Family Test data relating to Nursing and Support	Two weeks	Revised data emailed to

	Trust Secretary to ensure information relating to the Quality report submitted to Monitor is incorporated in future performance reports.	One month	Governors Action highlighted with IPR team and discussed with Chair
13/8/15-5	<u>Presentation on the work of the Audit Committee</u> Deputy Trust Secretary to arrange for the next Committee presentation to be made by Dr Butler	One month	On agenda