

MINUTES OF THE COUNCIL OF GOVERNORS MEETING (THE ANNUAL MEMBERS' MEETING) OF SOUTH STAFFORDSHIRE AND SHROPSHIRE HEALTHCARE NHS FOUNDATION TRUST HELD ON WEDNESDAY 12TH SEPTEMBER 2012 AT 6.00PM IN THE REDWOODS CENTRE, SHREWSBURY

45/12 PRESENT:

Steve Jones	Chair
Michael Allen	Public/Service User/Carer Governor (South Staffs)
Karl Bailey	Public/Service User Carer
Ravi Bhakhri	Public/Service User/Carer Governor (South Staffs)
Jackie Boyle	Public/Service User/Carer Governor (Shropshire)
Mac Cock	Partner
Peter Cross	Public/Service User/Carer Governor (South Staffs)
Lois Dale	Public/Service User/Carer Governor (Shropshire)
Jurai Darongkamas	Staff Governor (Clinical Support)
David Gill	Public/Service User/Carer Governor (Shropshire)
Enrique Mateu	Public/Service User/Carer Governor (South Staffs)
Katy Morris	Staff Governor (Non Clinical Support)
Lilian Owens	Partner
Councillor Simon Jones	Partner
Bridie Oakes-Richards	Partner
Pauline Pearsall	Public/Service User/Carer Governor (South Staffs)
Tony Price	Partner/Deputy Chair and Lead Governor
Graham Riley	Public/Service User/Carer Governor (Shropshire)
Paul Taylor	Partner
Joe Wickens	Staff (AHP)

46/12 IN ATTENDANCE:

Dr Claire Barkley	Medical Director
Jayne Deaville	Director of Finance and Performance
Steve Grange	Director of Business and Commercial Development
Martin Evans	Head of Communications
Monica Hall	Governor Member Elect
Ron Hilton	Non Executive Director
Andrew Hughes	Project Director, Shropshire/T&W Modernisation Programme
Dorothy Hughes	Member
Lynda Jones	Member
Pete Kendal	Head of IM&T Development
Jane Landick	Company Secretary
Yvonne May	Governor Member Elect
Sue Nixon	Non-Executive Director
Debra Riddle	Member
Steven Riddle	Governor Member Elect
Jenny Smit	Membership Manager
Alan Snuggs	Governor Consultant
Mark Tandy	Governor Member Elect
Luke Thornley	Membership Office Administrator
Fran Virden	Governor Member Elect

47/12 APOLOGIES:

Keith Bury	Public/Service User/Carer Governor (South Staffs)
Frances Carlin	Public/Service User/Carer Governor (South Staffs)
Terry Downes	Partner
Dr Maha El-Nadeef	Staff Governor (Medical)
Robin Harvey	Public/Service User/Carer Governor (Shropshire)
Hilary Jones	Partner
Julie James	Public/Service User/Carer Governor (Shropshire)
Councillor Ivan Jennings	Partner
Nick Maslen	Partner
Andrew Millward	Public/Service User/Carer Governor (North Staffs)
Steve Morris	Public/Service User/Carer Governor (South Staffs)
Kathryn Pryce	Public/Service User Carer (Shropshire)
Janet Smith	Public/Service User/Carer Governor (Regional/National)
Colin Wilkinson	Public/Service User/Carer Governor (South Staffs)

48/12 WELCOME

Steve Jones opened the meeting by welcoming all Governors and in particular the re-elected Governors for the South Staffordshire constituency: Michael Allen, Ravi Bhakhri, Steve Morris, Frances Carlin and Colin Wilkinson, for the Shropshire/Telford & Wrekin constituency: Karl Bailey and Robin Harvey, new Governors including for South Staffordshire, Steve Riddle, for Shropshire/Telford & Wrekin, Yvonne May and for North Staffordshire, Monica Hall, Staff (Allied Health Professionals) Fran Virden and Staff (Nursing) Mark Tandy. He also thanked the following outgoing governors for their significant contributions during the course of their terms of office: Andrew Millward, Kathryn Pryce, Joe Wickens, Jenni Hodson, and Keith Bury. Steve Jones also welcomed and sincerely thanked Andrew Hughes, Project Director for the Shelton hospital redevelopment programme who had been instrumental in delivering The Redwoods Centre, on time and slightly under budget.

He also welcomed the evening's speakers and all others present including members, Executive and Non Executive Directors and staff.

49/12 MINUTES

The minutes of the Membership Council Meeting held on 18th July 2012 were agreed as a true and accurate record of the meeting.

50/12 MATTERS ARISING

Steve Jones and colleagues reported on the following matters arising, not covered by other agenda items:

Page	Item	Action
3	Steering Group membership	Election process to commence in October 2012 (post election)

3	Internal and External Audit workshop to be arranged	This will be arranged following the appointment of the new External Auditors
4	Equality and Diversity (E&D) Strategy	Neil Brimblecombe advised that the Trust's approach to equality and diversity was outlined in the Human Resources, Organisational Development and Equalities Strategy which was currently out to consultation and which had been developed with the involvement of governor members. Based on recommendations from the external review, the approach to E&D would in future be to move away from the concept of leads and champions towards ensuring that E&D was embedded in the day to day work of Divisions. This would be achieved through oversight by a strategic group including governors and chaired by a Non Executive Director and through the appointment of two new posts, one working in support of Divisions in the delivery of what will be termed in future, the diversity and respect agenda, and one part-time post focusing on community engagement.
4	Project Group to oversee closure of Margaret Stanhope Centre	Neil Brimblecombe advised that two meetings had been held to brief governors on the project and that Pauline Pearsall, Enrique Mateu and Steve Morris had been involved. He advised that the anticipated closure had been brought forward from the end of October, in agreement with local commissioners in light of the remaining patients having been discharged Neil Brimblecombe confirmed that the commissioning board overseeing the closure had required stringent quality measures be achieved and that these had been met in full. It was noted that one further meeting was in the process of being arranged with governors to provide assurance that a robust process had been followed in order to achieve the closure of the unit.
6	Strategic Direction Engagement Group Chair	Confirmed as Dave Gill
7	Safeguarding Training	Steve Jones advised that Mandy Lee had provided feedback on the issue raised at the previous meeting by Keith Bury and had confirmed that the criteria which determined that safeguarding training is mandatory is based on national, statutory guidance and did include people who do not work directly with children but who for example may engage with parents. The list of attendees was sent to the individual delivering the training by the Training

		<p>Department a few days prior, so if staff book on after the list has been sent out, their names would not appear on the list but their attendance would be recorded. It was noted that people could also attend the training where it was not a mandatory requirement but where they wished to do so for personal development or in connection with an educational programme, subject to agreement by their line manager.</p>
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Action: Further update on Steering Group Membership (TP), Audit Workshops (JS) and Margaret Stanhope Centre closure (NB) to next meeting.

51/12 GOVERNOR MEMBERS' REPORT

Tony Price presented the report and commenced by adding his welcome to the new governors and his thanks to the outgoing governors. Summary reports were received and noted for the following committees and sub groups and additional comment was provided by Chairs as detailed.

a) **Combating Stigma Engagement Group**

Michael Allen reported that the bid for a grant to support a local arts project had been submitted for Time to Change funding, in partnership with MIND. Members of the group also continued to attend events and shows to promote the group's core message and the work of the Trust.

b) **Performance and Assurance Engagement Group:**

Tony Price reported that two meetings had taken place on 3rd July and 6th September at which the Trust performance reports had been reviewed in detail. At future meetings, the group would be looking at the Values Exchange and the Trust's IT Strategy.

c) **Strategic Direction Engagement Group**

d) **Service User and Carer Committee Update**

Sue Nixon reported that more service users and carers were attending and that good discussions were taking place.

e) **Community Engagement Group**

f) **Steering Group**

g) **Board Meetings**

The summary report for July 2012 was received and noted. Tony Price reminded governors that the full minutes were available on the website or available via the Membership Office.

h) **Membership Council Self Assessment and Appraisal**

Tony Price thanked governors who had returned their questionnaires. It was noted that a 54% response rate had been achieved which was an improvement on the previous year but further improvement was required. He reported that the findings were very positive in all areas and that a key issue for governors was ensuring the delivery of training and development for governors to ensure that they were equipped for the new roles and responsibilities arising from the Health and Social Care Act. It was noted that a full report on the results of the self assessment would be provided to the next meeting.

Action: Full report to January 2013 Council of Governors Meeting (AS/TP)

i) Other Issues

Ambassador Scheme: Tony Price thanked governors who had been and continued to be part of the ambassador scheme and advised that a full report would be brought to the January 2013 meeting along with recommendations for the future of this initiative.

Regional Development Day: Tony Price highlighted the event on 18th October 2012 in Kettering which was being organised for Mental Health and Learning Disability Trusts across east and west midlands trusts and the east of England. It was noted that it would be focusing on the new Health and Social Care Act as well as the Mental Health Framework and that each Trust had four free places for Governors. Steve Jones and Ravi Bhakhri were both running workshops.

52/12 THE REDWOODS CENTRE

Steve Jones described the opening of The Redwoods Centre as an historic event which had taken almost 60 years to achieve and which had been the objective of the Trust when it took over the provision of mental health and learning disability services in Shropshire/Telford and Wrekin in 2007. Whilst being a high valuing building for staff and service users, he emphasised that the modernisation programme was not just about buildings, but the provision of care closer to homes and communities with less reliance on in-patient beds. He paid tribute to the involvement of service users, carers, staff, governors, clinicians and other key stakeholders in the design and build of The Redwoods Centre, about which everyone could be proud to have been part of. He advised that patients would be transferring to the Centre on 23rd September 2012, at which point Shelton would close. He then invited comments and feedback from governors. Dave Gill described a superb, state of the art building and paid tribute to the obvious enthusiasm of staff. Tony Price described the Centre as open, light, airy and welcoming with a very positive feel to it and fit for care in the 21st century. Yvonne May commented that as a local resident, she had seen the Centre develop and grow and that she was proud to have it on her doorstep. Michael Allen described the Centre as being like a modern hotel, commended the public access to the site and the absence of the dark shadows that were evident at Shelton Hospital. Lois Dale commented that the staff involvement in the design of the new hospital helped ownership of it. Claire Barkley commented that she was impressed by the attention to detail, the sense of light and space, the artwork and the less restrictive feel of the Centre, which was important to service users in secure services. She

advised that it would be important to maintain the standards of décor and ensure everything was maintained in its current state.

53/12 ANNUAL REPORTS AND ACCOUNTS AND QUALITY ACCOUNTS 2011/12

The meeting received a presentation from Jayne Deaville, Director of Finance and Performance on the Trust's performance during the 12 months to April 2012 and formally received the Annual Report and Accounts and the Quality Accounts for 2011/12.

54/12 AMENDMENTS TO THE CONSTITUTION

Jane Landick presented a paper detailing the required changes to the Trust Constitution arising from parts of the Health and Social Care Act which were due to come into force from 1st October 2012. She advised that the changes reflected the wording which was mandated in the model core constitution published by Monitor and confirmed that there was therefore no scope for amendment. In response to a question from Peter Cross about the internal processes that would need to be in place to ensure compliance with paragraph 17.7 of the revised Constitution, Steve Grange advised that the process would involve discussion and agreement through the Strategic Direction Engagement Group and the Business Development and Investment Sub Committee of the Board and that these committees would be asked to review how they discharge this new responsibility. In response to a question from Tony Price about the further constitutional changes required to reflect the parts of the Act which were due to come into force from 1st April 2013, Jane Landick advised that once further guidance was received from Monitor, this work would commence and that a sub group of governors would be invited to review and comment on aspects of the changes where there was a discretionary element.

Action: Further constitutional amendments (JL)

55/12 APPOINTMENT OF THE EXTERNAL AUDITORS TO THE TRUST

Tony Price presented a paper summarising the process that had been followed with respect to the appointment of External Auditors to the Trust following the end of the current contract and Monitor's recommendation that market testing should take place at least once every five years. He advised that the existing auditors, KPMG and PWC had submitted tenders for this contract and that three governors had been part of the selection panel to review the tenders against the criteria set out in the Audit Code for NHS Foundation Trusts. He advised that both submissions had fully met the criteria but that the price variation was significant and that PWC's submission offered better value for money. In response to a question from Lois Dale, Jayne Deaville confirmed that if a KPMG auditor moved to PWC, they would not be eligible to provide external audit services to the Trust. The Council of Governors formally approved the Audit Committee's recommendation to appoint Price Waterhouse Coopers plc as the Trust's External Auditors for 3 years, with an option to extend to 5 years subject to satisfactory

performance and price and requested the Director of Finance to compose a letter to Monitor confirming this change for the Lead Governor to sign.

Action: Notification to Monitor (JD/TP)

56/12 AUDITOR'S REPORT 2011/12

In the absence of the External Auditors, Jayne Deaville presented the report summarizing the work of the external audit function during 2011/12, which required them to review and report on the financial statements of the Foundation Trust (the accounts) and to determine whether proper arrangements are in place to secure economy, efficiency and effectiveness (value for money) in the use of resources. She advised that the auditors reports were very positive and that a 'limited assurance' opinion on the content of the Quality Report contained within the Annual Report had been received. It was also noted that the Trust had not been the subject of any public interest reports during the reporting period. The Council of Governors received and noted KPMG's Audit Highlights Memorandum 2011/12 and KPMG's report on External Assurance on the Quality Report 2011/12.

57/11 IT STRATEGY

Pete Kendal, Head of IM&T Development gave a presentation on how the recent NHS Information Strategy "The Power of Information" was being interpreted locally to support the operational changes being made within the Trust and how local systems are changing to meet the requirements of service users, staff and monitoring organisations in the provision of information to support better clinical practice. He concluded with a timeline providing indicative timescales for the major changes underway. In response to a question from Ravi Bhakhri, Pete Kendal confirmed that discussions were being held with social care staff and local authorities to ensure effective information sharing and alignment of clinical information systems from April 2013. He advised that meetings had been taking place that day between the technical support staff and operational staff and that a dedicated manager had been designated to take forward this element of the project demonstrating the political will and commitment to the provision of the technical expertise required to deliver this key part of the project. Peter Cross asked whether disaster recovery plans were in place surrounding this project and Pete Kendal confirmed that the relevant quality controls were in place and that no records would be destroyed until it could be confirmed that it was safe to do so. Pete Kendal summarised the use and benefits of the mobile technologies that were being deployed including the use of mobile thermal printers, which would enable service users to have care plans printed out for them in their own homes. In response to a question about the approach to staff training required, Pete Kendal advised that a 'just in time' model was being adopted which would include interactive training videos in 10-15 minute blocks which would be easier to deliver and would limit the time away from clinical roles. It was noted that this approach would be used in addition to more traditional methods of training delivery. In response to a question from Tony Price about the cost and whether the technology was 'rural proofed' in terms of it ability to be used in wi-fi free areas, Pete Kendal advised that the anticipated savings would be significant, particularly in terms of the cost of storage and management of manual health records and that this would

help offset the cost of £1.8m for the new system. It was also noted that the recurrent cost of the existing system was £100k per annum. With respect to the second part of the question, he advised that the technology incorporated an off-line module which would enable data to be entered and then uploaded automatically once the device was in range of a network. Lois Dale referred to a government announcement made that day with respect to 'rural proofing' and the release of a toolkit and offered to be involved in this aspect of the project. In response to a question from Yvonne May about the social return on investment, Pete Kendal commented that the biggest benefit would be in the inter-operability between the different systems and in particular with local authorities. The Council of Governors agreed to receive a further update report in April 2013 against the timelines contained within the report.

Action: Update report on April 2013 Council of Governors agenda (JL/PK)

58/11 ANY OTHER BUSINESS

59/11.1 Extraordinary Council of Governors Meeting

Steve Jones advised that this meeting would take place on Tuesday 30th October 2012 from 4.00pm at the Park Inn, Forgegate, Telford with the principle purpose being to approve the Nominations Committee recommendations with regards to the recruitment of two new Non Executive Directors (NED). He advised that the opportunity would also be taken to include a training session to prepare governors for their new role and for governors to meet informally and also with the Chairman.

He asked that Governors confirm their attendance at this meeting as soon as possible since it was important that in order to approve the NED appointments, the meeting must be quorate.

Action: Confirmation of attendance/apologies (All)

60/12 REPORT OF THE REMUNERATION COMMITTEE

All those with the exception of Governor Members and the Company Secretary left the meeting, the remainder of which was chaired by Tony Price.

Tony Price summarised the work of the Remuneration Committee and its role in reviewing and monitoring the performance of the Chairman and Non Executive Directors and of reviewing their remuneration and terms and conditions. He reported on an improved response rate to the Chairman's appraisal questionnaire and thanked governors who had returned them. A continuing high standard of performance from both the Chairman and Non Executive Directors was reported and it was noted that an additional item had been added to the appraisal reporting template this time, to include reference to Non Executive engagement with governors. With respect to remuneration, Tony Price advised that the committee had made comparisons across the rest of the NHS and the mental health and foundation trust sectors in particular as well as within the Trust itself and that as a consequence had made no recommendation for any increase in the remuneration received or any adjustment for inflation. He was keen to emphasise, however, that this did not reflect the high regard in which both Chairman and Non Executive Directors were held. The Council of Governors received and noted the minutes of

the Non Executive Director Remuneration Committee for 22nd June 2012 and 28th August 2012 along with the appraisal summary reports for the Chairman and Non Executive Directors. The recommendation of the Non Executive Director Remuneration Committee that no adjustment or inflationary increase should be paid to the Chairman and Non Executive Directors for 2012/13 was formally approved. The Council of Governors also formally approved the recommendation of the Non Executive Director Remuneration Committee that with effect from 1st October 2012, both the Vice Chair and Audit Chair will receive £3,235 per annum in addition to the basic NED remuneration and that no specific time commitment should be allocated to the roles. Tony Price advised that this decision was based on the position taken by other Trusts and the opinion of the current postholder.

61/11 ANY OTHER BUSINESS

61/11.1 Extraordinary Council of Governors Meeting

Graham Riley encouraged governors to attend this meeting since it included an opportunity for an informal meeting of governors where views could be shared and feedback given to the Trust. Peter Cross commented that the Francis Report was expected to have been published by this date and that the opportunity could be taken to explore any potential implications for the Trust.

61/11.2 Introductions

A round of introductions was held for the benefit of new governors and it was agreed that this had been a useful exercise. It was suggested that photographs could be included in the contact list for governors.

62/12 DATE OF NEXT MEETING

Wednesday 23rd January 2013 in the Learning Centre, St George's Hospital, Stafford.

Dates for 2013:

Wednesday 24th April 2013

Wednesday 24th July 2013

Wednesday 18th September 2013