

**MINUTES OF THE COUNCIL OF GOVERNORS (ANNUAL MEMBERS' MEETING) OF SOUTH STAFFORDSHIRE AND SHROPSHIRE HEALTHCARE NHS FOUNDATION TRUST HELD ON WEDNESDAY 11<sup>TH</sup> SEPTEMBER 2013 AT 6.15PM AT THE LEARNING CENTRE, STAFFORD**

**43/13 PRESENT:**

Steve Jones	Chair
Michael Allen	Public/Service User/Carer Governor (South Staffs)
Karl Bailey	Public/Service User Carer (Shropshire)
Ravi Bhakhri	Public/Service User/Carer Governor (South Staffs)
Jackie Boyle	Public/Service User/Carer Governor (Shropshire)
Peter Cross	Public/Service User/Carer Governor (South Staffs)
Cllr Arnold England	Partner
Jurai Darongkamas	Staff Governor (Clinical Support)
Steve Riddle	Public/Service User/Carer Governor (South Staffs)
Councillor Simon Jones	Partner
Tony Price	Partner/Deputy Chair and Lead Governor
Robin Harvey	Public/Service User/Carer Governor (Shropshire)
Monica Hall	Public/Service User/Carer Governor (North Staffordshire)
Katy Morris	Staff Governor (Non-Clinical Support)
Graham Riley	Public/Service User/Carer Governor (Shropshire)
Janet Smith	Public/Service User/Carer Governor (Regional/National)
Terry Downes	Partner
Fran Virden	Staff Governor (AHP)
Dave Gill	Public/Service User/Carer Governor (Shropshire)
Mac Cock	Partner
Lois Dale	Public/Service User/Carer Governor (Shropshire)
Mark Tandy	Staff Governor (Nursing)
Colin Wilkinson	Public/Service User/Carer Governor (South Staffs)
Lilian Owens	Partner

**44/13 IN ATTENDANCE:**

Neil Carr	Chief Executive
Jane Landick	Company Secretary
Sue Nixon	Non Executive Director
Phoebe Wickens	Membership Co-ordinator
Liz Nicholson	Non Executive Director
Lesley Crawford	Divisional Director (Mental Health)
Ron Hilton	Vice Chair (Non Executive Director)
Steve Grange	Director of Business Development
Therèsa Moyes	Director of Quality and Clinical Performance
Dr Ian Wilson	Non Executive Director
Dr Clare Barkley	Medical Director
Alison Bussey	Divisional Director (Specialist Services)
Marianne Linnell	Head of Accountancy and Assurance
Pete Kendal	Head of IM&T Development

Sara Reeve	Associate Director of Performance
Matt Elmer	PWC
Dr Rana Hussain	Staff Governor Elect
Mark Cardwell	Staff Governor Elect
Jenny Smit	Deputy Company Secretary/Membership Manager

#### **45/13 APOLOGIES:**

Yvonne Oliver	Public/Service User/Carer Governor (Shropshire)
Nick Maslen	Partner
Frances Carlin	Public (South Staffs)
Pauline Pearsall	Public/Service User/Carer Governor (South Staffs)
Colin Wilkinson	Public/Service User/Carer Governor (South Staffs)
Steve Morris	Public/Service User/Carer Governor (South Staffs)
Bridie Oakes-Richards	Partner
Rosy Crehan	Executive Pro Vice Chancellor, Staffordshire University
Enrique Mateu	Public/Service User/Carer Governor (South Staffs)
Dr Bill Gowans	Partner
Anna Hammond	Partner

#### **46/13 WELCOME**

Steve Jones opened the meeting by welcoming all Governors, the evening's speakers and all others present including members, staff, Executive and Non Executive Directors including Marina McQuade, attending her first meeting following the ratification of her appointment at the July 2013 Council of Governors' meeting. Steve Jones also welcomed as recently elected staff governors, Dr Rana Hussain (Medical) and Mark Cardwell (Social Care), both of whom would take up office following the conclusion of the Annual Members' Meeting. He advised that two new Partner Governors, Anna Hammond, Chief Operating Officer for South East Staffordshire and Seisdon Peninsula Clinical Commissioning Group and Dr Bill Gowans, Vice Chair for Shropshire Clinical Commissioning Group had now been appointed to serve as Council members.

#### **47/13 MINUTES**

The minutes of the Council of Governors Meeting held on 24<sup>th</sup> July 2013 were agreed as a true and accurate record of the meeting subject to noting that the Allied Health Professionals (AHP) Report on page 4 was a report from AHPs and not specifically from Fran Virden. The notes of the Joint Meeting of the Board of Directors and Council of Governors also held on 24<sup>th</sup> July 2013 were also received and noted. An amendment to the latter was noted to include Jackie Boyle's attendance.

#### **48/13 MATTERS ARISING**

The following matters arising were noted:

Page	Item	Action
2	ESR Review meeting on	It was noted that feedback on the meeting

	19 <sup>th</sup> August 2013	provided by Pauline Pearsall was included in the Governors' report.
2	Circulation of Department of Health submission on Trust actions regarding the Francis Report	Theresa Moyes advised that there was no date and no process for a formal submission but was a requirement for Trusts to be public about what they will do to address the Francis report recommendations before the end of December 2013. It was noted that this was done through the Board report a few months ago and shared with governors. Tony Price confirmed that the the Performance and Assurance Group was using this as its terms of reference to review Francis themes.
2	Veterans' Governor Member Ambassador – Jackie Boyle	Jackie Boyle confirmed that meetings had now been established to take this forward.
4	Circulation of feedback from Governwell event by Membership Office	Jenny Smit confirmed that the feedback had been circulated.
4	Right Service Right Place	Steve Grange reported that meeting had been held earlier that day to agree a project plan aligned to the principles agreed at the July Council of Governors' meeting and that an update report would be provided to the next meeting.
7	Contact to be made with Telford & Wrekin ASD service (LC)	Lesley Crawford advised that she had made contact with Richard Smith who had advised that the pilot project was being evaluated and it was agreed that the outcomes would be discussed with Stephen Chandler from Shropshire Council. She also advised that she was currently working with Alison Bussey and Paul Cooper on an Autism Strategy.
8	Holding Non Executive Directors to Account	It was noted that this was covered as part of the Governor Member report.

#### **49/13 LEAD GOVERNOR REPORT**

Tony Price presented the report. Summary reports were received and noted for the following committees and sub groups and additional comment was provided by Chairs as detailed. It was noted that the full minutes for the meetings detailed were available from the Membership Office and could also be found on the governor section of the Trust website. With respect to section 1 of the report (Trust Membership) in response to a question from Jackie Boyle it was confirmed that ACORN stood for A Classification of Residential Neighbourhoods and was a geodemographic information system categorising UK postcodes based on census data and other information such as lifestyle surveys.

#### **a) Performance and Assurance Engagement Group:**

Tony Price gave a verbal summary of the meeting held on 3<sup>rd</sup> September 2013 which had included discussion on values based recruiting as the Francis theme for the meeting. Future meetings would be examining the PLACE report, the Cost Improvement Plan monitoring and the Quality Governance Framework. He advised that the next meeting would take place in November 2013.

**b) Strategic Direction Engagement Group**

Dave Gill gave a verbal summary of the meeting held on 10<sup>th</sup> September including a moving account of Josh's experience as a veteran and service user. The self assessment review of the group was also discussed.

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

The summary report of the meeting held on 18<sup>th</sup> August 2013 was received and noted. Sue Nixon reported on the team challenge laid down by the Committee for World Mental Health Day on 10<sup>th</sup> October 2013 and Steve Riddle advised that the challenge to governor members was to acquire a white tee shirt and using the slogan "Governors for World Mental Health Day" and some marker pens, design and submit a tee shirt for judging between 11.00pm and 2.00pm on 10<sup>th</sup> October 2013. He advised that photographs would be taken and a small prize awarded for the best design. Sue Nixon commented that this was an important day for the Trust to support in helping raise the profile of mental health and combating stigma and that it was hoped that partner organisations would also get involved.

**d) Steering Group**

It was noted that a meeting had taken place on 8<sup>th</sup> August 2013.

**e) Community Engagement Group**

It was noted that a meeting had taken place on 22<sup>nd</sup> August 2013. Ravi Bhakri reported that it was very well attended and had been supported by Steve Jones and Sue Nixon. An action plan for the group was due for submission at its next meeting in November 2013.

**g) Council of Governors Self Assessment:**

Tony Price reported that the response rate had been slightly down on last year but that the responses had been largely positive with a few areas for improvement and that a full report on the findings and recommendations would be received at the next meeting.

**h) Holding Non Executive Directors to Account**

Tony Price summarised discussions held and research conducted to date which had produced a set of recommendations contained within the update report at paragraph 14, which had been agreed jointly with Ron Hilton as Vice Chair and Senior Independent Director. Ron Hilton thanked Tony Price for involving him, Steve Jones and Jane Landick in the discussions and emphasised that the basis for the recommendations had been the Monitor guidance which was included on pages 13-14. He advised that it was evident that there was already much evidence in place of how NEDs were held to account but that there were further opportunities which would be pursued and that it was the intention to form a time limited working group comprising both NEDs and governors to take this forward and report back to the next meeting. The Council of Governors agreed the

principles for holding to account as set out in the Monitor guidance and specifically for this Trust as a framework to work within, noted the results of the Governor survey, agreed to the formation of a joint working group of Governors and NEDs to work up the detail of holding to account based on the results of the Governor survey and other research evidence and to seek volunteers for the working group.

**Action:** Volunteers for the working group to inform the Membership Office (Governors); meeting arrangements (Membership Office)

**i) Allied Health Professions (AHP) Update**

The update report from AHPs was noted. Fran Virden highlighted the AHP day on 27<sup>th</sup> November 2013 at which the Head of the Health Professions Council was scheduled to be the keynote speaker and advised that two places were available for governors or NEDs who would like to attend. Anyone interested was asked to contact Jane Landick.

**j) Essential Standards Review Visit Programme**

Tony Price summarised the meeting held on 19<sup>th</sup> August 2013 and advised that positive discussions had taken place on changes that may be required to the future visit programme in light of the new CQC inspection framework.

**50/13 EXTERNAL AUDIT REPORT**

Matt Elmer from PWC attended the meeting and gave an overview of the role of the external audit function and the work they had undertaken in order to deliver an unqualified audit opinion with respect to the Trust. In response to a question from Jackie Boyle, Matt Elmer clarified the land and building impairment was based on the current valuations and in response to a question from Peter Cross, advised that the issues identified with respect to the Pension Scheme, reflected an accounting judgement issue, which differed from the approach taken by the previous auditors about how it was recognised on the balance sheet.

With respect to the Quality Accounts, Matt Elmer advised that PWC were pleased to be able to issue an unqualified limited assurance opinion and explained that the term 'limited' reflected the scope of the audit. In response to a question from Peter Cross, Matt Elmer summarised and gave an example of how the patient safety performance indicator had been reviewed and evidenced through their work. In response to a further question from Tony Price, Matt Elmer provided an explanation of how the External Auditors tested, challenged and triangulated what they were told and advised that critical to the success of the auditors' role was a collaborative partnership approach to working with the Trust. Tony Price asked how the Trust compared to other similar Trusts and Matt Elmer advised that the Trust compared very well in his experience and advised that the Trust's Council of Governors meeting was one of the best he had encountered. Cllr Jones asked about the time spent conducting the audit work and Matt Elmer advised that this involved an intense period of work for 3-4 weeks during May but that there was regular engagement with the Trust as part of the annual work programme throughout the whole year. Monica Hall commented that it would have been useful to have a copy of the presentation in advance of the meeting and this was noted for future reference. Steve Jones concluded by thanking PWC for their work and

also thanked the Finance Team for their hard work in producing the annual accounts.

The Council of Governors received and noted PWC's Audit report 2012/13 and PWC's Quality Report 2012/13.

## **51/13 ANNUAL REPORT AND ACCOUNTS AND QUALITY ACCOUNTS 2012/13**

The meeting received a presentation from Marianne Linnell, Head of Accountancy and Assurance on the Trust's performance during the 12 months to April 2013 and formally received the Annual Report and Accounts and the Quality Accounts for 2012/13.

In response to a question from Mac Cock about PALS and the increasing use of interpreters, Neil Carr advised that this reflected the increasing population diversity, particularly relating to eastern European languages and that this was having a budgetary impact on the Trust but that working with the Equality and Diversity team the Trust was committed to ensuring the availability of written and verbal means of communication as required. Comments from Lois Dale and Ravi Bhakri about techniques to make the Annual Report more accessible to the visually impaired were noted. In response to an observation by Robin Harvey, Neil Carr confirmed that the 15,000 respondents to the community survey of patients, reflected 32% of potential respondents across the whole Trust and that the Trust had over 300 teams in total ranging from 2-3 individuals upwards. Monica Hall asked about support provided to staff. Neil Carr advised that supervision was routinely made available for clinical staff line with policy and that the Occupational Health service provided and supported a pro-active approach to staff who were identified as being at risk of going off sick through the provision of counselling and psychological support. Mac Cock advised that the Carers' Association had made use of the catering services provided by Food 4 Thought and commended the high quality and excellent service they had received. The Council of Governors formally received the Annual Report and Accounts for 2012/13.

Therèsa Moyes summarised the Quality Accounts and advised that much of the format and content was proscribed by Monitor and that whilst there was limited scope to innovate within the report, it did help in benchmarking and comparisons across organisations. It was noted that a more accessible summary version of the quality accounts would be produced. Therèsa Moyes commented that in light of Francis in particular, there had never been such a focus on quality in both breadth and depth and that this was to be welcomed. Lois Dale referred to the use of assistive technology on page 13 of the report which would be of particular value in rural areas and offered her support and involvement. With respect to the first quality improvement priority for 2013/14, Tony Price commented on the role of housing associations in supporting tenants into work and commended the Trust to make more use of opportunities to work in partnership with other schemes and organisations. Therèsa Moyes advised that the Trust was working to provide pathways to employment based on the recovery model and was keen to work in partnership to achieve this, but also highlighted the funding difficulties of the existing service and the historical differences across Staffordshire and Shropshire.

It was also noted that there were examples of successes with work placements and training opportunities as part of care planning but that there was a need for more consistency in this respect. In response to a question from Peter Cross about any impacts on Trust services arising from the closure of A&E at Mid Staffordshire NHS Foundation Trust or the future of services as a whole at Mid Staffs, Neil Carr advised there were no major impacts other than a couple of occasions when the Crisis Team had had to pick up referrals of patients diverted to Wolverhampton A&E and that Steve Grange was engaging with other Trusts to ensure there would be no impact on contracts going forward. Peter Cross also asked about impacts arising from the centralization of custody by Staffordshire Police and Neil Carr advised that the Trust continued to work closely with the Police with respect to the use and availability of Section 136 suites to ensure appropriate facilities were available for individuals with mental health issues but that it was frequently the case that individuals' behaviours were subsequently not found to derive from any mental health related issues. He advised however, that a pilot was currently taking place in Stoke where mental health workers were working in partnership with the Police, which appeared to be evaluating well and which the Trust would continue to monitor.

### **52/13 THE POWER OF INFORMATION AND INFORMATION STRATEGY UPDATE REPORT**

Pete Kendal gave a presentation on the deployment of the Trust's information strategy and the impacts and benefits to staff and patients arising from a wide range of initiatives to drive innovation and change which had been implemented since his previous report to the Council of Governors 12 months ago. In response to a question from Michael Allen about the security of information arising in particular from the digitisation of patient records, Pete Kendal advised that Trust followed NHS guidelines with respect to the levels of encryption required and that the governance and security levels applied were equivalent to that of the prison service and the Ministry of Defence. He advised however, that levels of security required did not remain static and were kept under review with additional support and advice provided by the Health Informatics Service.

### **53/13 QUALITY GOVERNANCE FRAMEWORK**

Sara Reeve summarised the background and context to the paper and recommended the Monitor Quality Governance Framework as an important and relevant means by which the Governors could discharge their statutory duty to hold the Board and the Non Executive Directors to account. She advised that sitting behind the paper submitted to the Council of Governance was a substantial body of evidence collected against each of the four themes and sixteen questions which had enabled the completion of the self assessment score for the Trust to be set at 2, where the best score possible was 0 and the worst possible score was 40. Neil Carr commented that the value of the Quality Governance Framework for Boards was reflected by Francis, which had demonstrated the focus by the Trust Board of Mid Staffordshire NHS Foundation Trust on cost improvements at the expense of quality. He advised that with respect to the Cost Improvement Programme, the focus was on ownership by clinicians, robust quality impact assessments, scrutiny by Non Executive Directors and explicit sign off by the Nursing and Medical

Directors. In response to a question by Fran Virden, Sara Reeve confirmed that the NED appraisal summary templates had been reviewed and amended this year to reflect a focus on NED responsibility for quality governance and to help identify any further training needs to support and strengthen their role in this area. The Council of Governors received the report and noted the substantial assurance of NED and Board performance with respect to compliance with the Quality Governance Framework, noted the additional work identified to address areas of improvement and the monitoring arrangements in place and agreed to delegate the task of further scrutiny of evidence to support the self assessment based on the questions highlighted in the presentation, to the Performance and Assurance Engagement Group. Tony Price confirmed that this would be an agenda item for the next meeting in November and would discuss the approach to be taken with Sara Reeve in advance of the meeting.

**Action:** PAG Agenda (TP/Membership Office)

#### **54/13 ANY OTHER BUSINESS**

##### **a) Castle Lodge**

Neil Carr advised that he was keen to respond to this issue which had been raised by Jackie Boyle, Cllr England and other Telford & Wrekin governors to seek clarification over events of the past few days and the future of this service. Jackie Boyle advised that she had been disappointed to learn of the closure through the Shropshire Star instead of via the Trust. Neil Carr apologised for not having briefed governors on Monday 9<sup>th</sup> September 2013 when the decision was taken with regard to the temporary closure, although it was noted that governors had been briefed on the situation and potential for closure by Neil Carr at the Performance and Assurance Engagement Group meeting on 3<sup>rd</sup> September 2013. Neil Carr summarised the background and context to the decision which was a consequence of the programme to modernise mental health services in Shropshire/Telford and Wrekin and the expansion of Crisis Resolution and Home Treatment services which had reduced admissions and seen shorter lengths of stay in in-patient services. He advised that as Castle Lodge was a sub acute admission facility, there was a consequent lack of demand for beds on this unit to the extent that by Monday 9<sup>th</sup> September there was only two patients remaining on the unit. He advised that commissioners had been fully engaged in discussions with respect to the decision taken to stand down the service on a temporary basis pending a review of the changing models of service provision and what would be required into the future, again in full discussion with commissioners.

Lesley Crawford, Divisional Director of Mental Health Services, clarified that only the in-patient services at Castle Lodge were subject to the temporary closure and that other services continued to be provided from this base. With respect to the in-patient beds, she confirmed that beds at Castle Lodge had not been fully utilised for the past 12 months with no more than 8 of its 12 in use at any one time and in the last two months there had only been 3-4 patients. She advised that this did not represent a good use of resources since a full complement of staff was still required to maintain the service irrespective of the numbers of patients. Lesley Crawford confirmed that a pro-active home treatment service was in place and meeting the needs of the services users recently discharged from Castle Lodge



and those who would otherwise have been suitable for admission and that discussions had taken with the staff about the decision to implement the temporary closure. She confirmed that all staff were being redeployed to The Redwoods Centre or to the Home Treatment team and were receiving support during this time from the Head of In-Patient Services. She also emphasised that although Castle Lodge was located in Telford, the majority of admissions in recent months had been from outside of the Telford & Wrekin area including Shropshire, Powys and other CCGs and there had been no direct admissions of Telford & Wrekin patients to Castle Lodge.

Martin Evans confirmed that a press release had been issued promptly in response to media interest in the closure.

In response to a question from Robin Harvey about rumours circulating about Oak Paddock in Shrewsbury and its use as a step down facility, Lesley Crawford advised that this was not the case and that Oak Paddock was exclusively used for crisis admissions. She also confirmed that there had been no increase in readmission rates to The Redwoods Centre where all acute admissions were initially directed from Telford & Wrekin and Shrewsbury.

Neil Carr summarised the improvements made in community, crisis and home treatment services in terms of effectiveness, efficiency and in staff knowledge and skills over recent months, arising from deployment of the functionalisation model and the outcomes from the Rapid Process Improvement Workshop (RPIW) within the Crisis Team which had had a noticeable impact on lengths of stay in in-patient services and which had received positive feedback from service users and commissioners. He also reported to governors plans to further modernise the in-patient estate across Staffordshire which would require a capital investment of £6-8m and which may necessitate the use of other facilities and that Castle Lodge could be an option for a decant facility to enable the upgrade to be managed safely and effectively to make the Trust's in-patient services fit for purpose for the next ten years. The work would also serve to address some environmental issues raised by the Care Quality Commission during recent visits to the George Bryan Centre in Tamworth and work required to address ligature points.

### **55/13 DATE OF NEXT MEETING**

Jane Landick advised that it was proposed to redistribute the dates of meetings for 2014 more evenly throughout the year, using the mid September Annual Members' Meeting as a starting point. This would mean that meetings would be held strictly on a quarterly basis in March, June, September and December. The dates proposed for 2014 are therefore:

Wednesday 12 March 2014  
Wednesday 18 June 2014  
Wednesday 10 September 2014  
Wednesday 10 December 2014

Jane Landick also advised that in light of the next scheduled meeting not taking place until 12<sup>th</sup> March 2014, it was proposed to hold an additional meeting on

Tuesday 17 December 2013 at the Park Inn Hotel, Telford but to combine this meeting with a Christmas celebration event to give the Trust and the Board the opportunity to thank governors for their commitment and contribution to the Trust over the past 12 months.

Further details would be provided in due course, but the plan was to have a shorter Council of Governors – 5.30pm or 6.00pm to 7.30pm, followed by a meal and drinks to which Board members and other Trust staff who have attended engagement groups and been involved in different ways with governors over the year, would be invited.

**Action:** Circulation of dates (Membership Office)

### **56/13 REMUNERATION COMMITTEE**

All those with the exception of Governor Members and the Company Secretary left the meeting.

Tony Price summarised the report of the Remuneration Committee and noted the correction to the date of the meeting for which the minutes were approved which should read 28<sup>th</sup> August 2012. The appraisal summaries for the Chair and Non Executive Directors were noted, and Tony Price advised that he would make the full Chair appraisal report and scoring available to governors. In response to a comment about the engagement of Paul Bunting with governors, it was noted that whilst he had not attended the Council of Governors meetings due to his work commitments in Paris, he had attended 6 of 8 Board meetings and 8 of 9 Finance and Performance Sub Committee meetings. It was also noted that there was recognition in his appraisal summary of the need to find ways of engaging with governors and Jackie Boyle commented that he made a good and positive contribution at Board meetings in challenging and questioning executive directors. Tony Price made reference to the Remuneration Committee's view that the Foundation Trust Network survey of Foundation Trusts provided adequate external assurance and market testing of the Chair and NED remuneration levels and that lengthy discussion had led to the recommendation being made by the Committee with one dissention that the Non Executive Directors including the Chair, should be awarded a 1% inflationary increase in remuneration backdated to 1<sup>st</sup> April 2013 in line with other Trust staff. The Council of Governors formally received and noted the minutes of the Non Executive Director Remuneration Committee for 21 August 2013, received and noted the appraisal summary reports for the Chairman and Non Executive Directors and approved the recommendation of the Non Executive Director Remuneration Committee that a 1% inflationary increase be paid to the Chairman and Non-Executive Directors for 2013/14.

**Post meeting note:** Following a question from Fran Virden at the meeting about the new way of conducting the Business Development and Investment Sub Committee meetings introduced by Paul Bunting, this information was requested by Jane Landick and it was reported that this related to the development of a more dynamic, strategically focused agenda which did not focus solely on reviewing tenders, but reviewed the broader commercial agenda, new business

opportunities, strategic direction and the Trust's approach to marketing and branding including the BluSky projects.

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