

MINUTES OF THE COUNCIL OF GOVERNORS MEETING OF SOUTH STAFFORDSHIRE AND SHROPSHIRE HEALTHCARE NHS FOUNDATION TRUST HELD ON WEDNESDAY 17TH APRIL 2013 AT 6.15PM AT THE PARK INN HOTEL, TELFORD

14/13 PRESENT:

Ron Hilton	Vice 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)
Steve Morris	Public/Service User/Carer Governor (South Staffs)
Jurai Darongkamas	Staff Governor (Clinical Support)
Enrique Mateu	Public/Service User/Carer Governor (South Staffs)
Steve Riddle	Public/Service User/Carer Governor (South Staffs)
Councillor Simon Jones	Partner
Bridie Oakes-Richards	Partner
Tony Price	Partner/Deputy Chair and Lead Governor
Robin Harvey	Public/Service User/Carer Governor (Shropshire)
Paul Taylor	Partner
Nick Maslen	Partner
Graham Riley	Public/Service User/Carer Governor (Shropshire)
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)
Lilian Owens	Partner

15/13 IN ATTENDANCE:

Jayne Deaville	Director of Finance and Performance
Neil Carr	Chief Executive
Steve Jones	Chair
Neil Brimblecombe	Director of Operations/Nursing
Jane Landick	Company Secretary
Sue Nixon	Non Executive Director
Jenny Smit	Deputy Company Secretary/Membership Manager
Phoebe Morris	Membership Co-ordinator
Liz Nicholson	Non Executive Director
Lesley Crawford	Divisional Director (Mental Health)
Wayne Kirkham	Project Manager, National Veterans Mental Health Network

16/13 APOLOGIES:

Peter Cross	Public/Service User/Carer Governor (South Staffs)
Katy Morris	Staff Governor (Non-Clinical Support)
Monica Hall	Public/Service User/Carer Governor (North Staffordshire)
Yvonne May	Public/Service User/Carer Governor (Shropshire)

Maha El-Nadeef	Staff Governor (Medical)
Mark Tandy	Staff Governor (Nursing)
Pauline Pearsall	Public/Service User/Carer Governor (South Staffs)
Janet Smith	Public/Service User/Carer Governor (Regional/National)
Hilary Jones	Partner
Colin Wilkinson	Public/Service User/Carer Governor (South Staffs)
Steve Jones	Chairman

17/13 WELCOME

Ron Hilton opened the meeting by welcoming all Governors. He also welcomed the evening's speakers and all others present including members, Executive and Non-Executive Directors and staff. He reminded those who had not done so to notify their car registration details via Jenny Smit to avoid the imposition of a parking fine.

18/13 MINUTES

The minutes of the Council of Governors Meeting held on 17th April 2013 were agreed as a true and accurate record of the meeting, subject to removing Jacki Boyle's name from the list of attendees.

19/13 MATTERS ARISING

The following matters arising were noted:

Page	Item	Action
5	Lead Governor Election	The election process had been completed with Tony Price re-elected unopposed.
4	Governor section of the Trust website	Jenny Smit confirmed that this was now live and contained the agenda and minutes of board minutes in compliance with the new legislative and constitutional requirements.

20/13 LEAD GOVERNOR REPORT

Tony Price presented the report, having first thanked Governors for supporting his second term of office as Lead Governor. 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 sector of the Trust website.

a) Performance and Assurance Engagement Group:

The summary report of the meeting held on 9th January 2013 was received. Tony Price summarised the meeting held on 4th April 2013 which had been attended by Steve Jones and Executive Directors and had focussed on the Trust's approach to the recommendations arising from the Francis Report. Discussion also took place on the liaison and engagement between Governors and External Audit. The group had also received and agreed assurances with respect to the Trust's performance.

b) Strategic Direction Engagement Group

The summary report of the meetings held on 15th January 2013 and 5th March 2013 were received. Dave Gill reported that Steve Grange had presented an informative summary of the Trust's tendering processes which reflected the Trust's core values. He advised that the group had highlighted concerns in the NHS as a whole about creeping privatisation but commended the approach to talking the language of business to enable the Trust to compete within the changing market place. Discussion on the veterans mental health service was also referred to in the context of the potential for a governor ambassador to support the service and it was noted that this would be picked up under agenda item 11,

c) Service User and Carer Committee Update

The summary report of the meeting held on 4th March 2013 was received.

d) Steering Group

The summary report of the meeting held on 6th March 2013 was received.

e) Board Meetings

The summary reports of meetings held on 31st January 2013 and 28th February 2013 were received.

f) Other Issues

Essential Standards Reviews: It was agreed that there would be merit in governors meeting with relevant Trust staff in order to compare notes and experiences of ESR visits and to explore common trends or themes arising from them. Lois Dale advised that this had been explored with Sara Reeve, Associate Director of Performance, and that the suggestion would be taken forward. Tony Price suggested that the outcome from this meeting should be taken through the Performance and Assurance Group and this was agreed.

Action: ESR Review meeting (TP via Membership Office)

Governor Development Programme: Robin Harvey referred to the development session which had preceded the meeting and to the importance of engaging governors throughout the process of a merger, acquisition or significant transaction. He related this to paragraph 09/13a of the minutes of the 17th February 2013 meeting and advised that since this date, no further governor engagement on this topic had been evident. Neil Carr advised that this reflected clear guidance and advice arising from the Trust Development Authorities Accountability Framework document¹ relating to the potential for anti competitive behaviour, should the Trust attempt to operate outside of the framework. He advised that there was therefore not expected to be any progress on this matter before September 2013 but confirmed that governors would continue to be kept informed through the Council itself and the Strategic Direction Engagement Group.

¹ Trust Development Authority: Delivering High Quality Care for Patients: The Accountability Framework for NHS Trust Boards (April 2013)
http://www.ntda.nhs.uk/wp-content/uploads/2012/04/framework_050413_web.pdf

PLACE Programme: Michael Allen gave an overview of the Patient Led Assessments of the Care Environment (PLACE) training and the pilot visit he had attended and commended the excellent facilitation by Mary Mandle from Facilities and Estates. Further training dates were noted.

21/13 TRUST CONSTITUTIONAL AMENDMENTS

Jane Landick presented the paper which reflected the changes required to the Constitution arising from the Health and Social Care Act 2012 and the new powers of governors. Some additional typographical and drafting amendments were also tabled following further proof reading kindly undertaken by Jacki Boyle. Subject to the additional tabled amendments and the following further amendments identified at the meeting, the revised Constitution was formally approved.

Section 22	Numbering sequence corrected
Paragraph 11.34	Numbering sequence corrected
10.5.5	MIND (Cannock Branch) replaced by MIND (Mid Staffordshire Branch)
10.4.5	Shropshire County Council replaced by Shropshire Council
3.3	Punctuation amendments

22/13 CHIEF EXECUTIVE'S ENVIRONMENTAL SCAN

- a) **Smoke Free Trust:** Neil Carr referred to the paper summarising the actions taken to achieve a smoke free Trust. He advised that a large number of staff had given up smoking as a result and that no major issues had been reported. The report was received and noted.
- b) **Governor Questions:**
- In response to a question from Graham Riley about how Neil Carr envisaged governor members engaging in and approving significant transactions, Neil Carr advised that it was important to ensure it was not tokenistic. He commented that the Trust's track record to date in engaging Governors was good, citing as an example the closure of the Margaret Stanhope Centre and the engagement within the Strategic Direction Engagement Group. Going forward he recommended the consideration of a range of options for engagement including continued use of the existing engagement groups, ad hoc groups to consider specific project and/or the inclusion of governor representatives on other project groups and steering groups. He expressed the preference was that the necessary due diligence was done together, in partnership with governors.
 - In response to a question from Tony Price relating to The Redwoods Centre six months on, Neil Carr referred to the work which had been completed to address issues with the building's acoustics. He also described the Rapid Process Improvement Workshops (RPIW) which had taken place on Birch Ward and in the Crisis Resolution/Home Treatment Team which had already shown significant improvements in team efficiency, staff morale and overall service provision. He gave as

example the amount of nursing time released arising from service users having the keys to their rooms.

- In response to a question from Fran Virden about the shift system changes at The Redwoods Centre which had prompted some negative comments from staff on the Trust intranet, Neil Carr advised that the RPIWs had prompted further shift changes on two wards, prompted by the staff themselves. These would be subject to a 90 day review pending discussion with the Staff Side and the impacts of the Working Time Directive , to agree a way forward.
 - Robin Harvey commented that bank and agency usage had reduced on Birch Ward and this was to the benefit of patient care. Neil Carr advised that this was likely to be due in part to the recruitment which had taken place to fill vacancies on a permanent basis and reduction in sickness absence rates and that all the factors would be considered as part of the RPIW evaluation process.
- c) **Merger and Acquisition Process:** Neil Carr referred to the earlier discussion on this subject and summarised the process relating to the proposed merger of Bournemouth and Poole Foundation Trusts and outlined the role that the Office of Fair Trading and the Competition Commission were now playing in such transactions. He referred to the four gateways the TDA Accountability Framework described and the clear indication that this would prevent any action on the part of the Trust with respect to any acquisition which fall outside of this Framework.
- d) **Community Estate Strategy 2013:** Neil Carr outlined the current position with respect to the 79 properties from which the Trust currently provided services, ranging from terraced houses to hospital premises. He advised that the maintenance of these properties was very costly and that whilst the in-patient estate was now fit for purpose across the Trust's geography, the community estate was not and that there was many complex factors to consider such as the numbers of bus journey required for service users to reach a specific community location. Neil advised that he was keen to secure early engagement with governors to develop the principles to support the evaluation of the community estate to ensure that the needs of service users and the wider public were met. He advised that it was likely that Andrew Hughes, who had project managed the build of The Redwoods Centre would be leading the review and had a good track record of governor and service user engagement. In response to a question from Robin Harvey, Neil Carr confirmed that it was also intended that wide and extensive involvement of service users and carers would take place, but that it was important to ensure that it was representative of the service users who actually used the community services under review. Lois Dale recommended the use of the rural proofing toolkit as part of the evaluation process. Lilian Owens also offered the opportunity to engage with the community groups that she was in contact with and which formed part of the Voluntary Sector Mental Health Forum. It was agreed that a wide range of methods and routes was required to achieve the involvement and engagement from a range of stakeholders. Graham Riley asked for details of the 79 properties and whether it would be possible for Governor Members to visit them. Steve Grange advised that

detailed maps and photographs of the properties existed and would be made available as required but that this stage the contribution that was required relating to the development of principles to guide the decision making process. It was agreed that Tony Price would liaise with the Membership Office with a view to identifying a core group of 4-6 Governor Members to engage with this work.

Action: Establishment of Working Group (TP via Membership Office)
Engagement with wider community groups and potential for use of the rural proofing toolkit (Membership Office to communicate offer to Project Manager)

- e) **2013/14 Contracts:** Neil Carr advised that in contrast to most other Trusts in the local health economy, the Trust had completed the sign off of all of its 120 contracts (circa). However, he noted that more sophisticated working would be required with commissioners into the future as it became more difficult to preserve the Trust's financial base in the face of poor financial position facing the rest of the health economy.

23/13 FRANCIS REPORT

The report outlining the Trust's approach to the Francis report and the key work streams agreed by the Trust Board was received and noted. Tony Price advised that the Trust's response to the Francis Report had been an agenda item at the Performance and Assurance Engagement Group meeting on 4th April 2013 and was attended by Theresa Moyes, Director of Clinical Development, who gave an overview of the priorities. Neil Carr advised that each team in the Trust had also been asked to review three key questions: do we have a culture which allows issues to go unnoticed or unreported; are there any latent conditions which could allow issues to arise; and are our values, attitudes and behaviours conducive to caring. Tony Price advised that the Performance and Assurance Group had agreed to take each of the eight key work streams in turn and review the outcomes in detail throughout the year. Neil Carr advised that the Trust was due to submit a report to the Department of Health outlining initiatives and actions taken to ensure best practice in relation to the key themes identified for action by the Department and confirmed that this submission would be shared with Governors.

Action: Circulation of submission (Membership Office)

24/13 CLINICAL SNAPSHOTS: MENTAL HEALTH DIVISION

Lesley Crawford gave a presentation covering her own career and background and how this had influenced the values and principles which she brought to her role as Divisional Director and the way in which she deployed leadership to the Division. She summarised the key issues and priorities facing the Division and outlined the LEAN approach she had taken to implement and encourage change and service improvement. In response to a question from Tony Price about LEAN, she outlined briefly the methodology behind the two Rapid Process Improvement Workshops (RPIW) and gave an example from her previous Trust to illustrate the benefits that had accrued from this work. The opportunity for interested governors

to attend an RPIW event was offered and governors asked to notify the Membership Office if they would like to do so.

25/13 CLINICAL SNAPSHOTS: NATIONAL VETERANS' MENTAL HEALTH NETWORK

Wayne Kirkham gave a presentation on the Network, its priorities and focus and his background and role as Project Manager. In response to a question from Jackie Boyle about the proportion of veterans from different age ranges, Wayne advised that whilst on average it took 14 years for veterans to engage with services, increasing numbers of younger veterans from more recent conflicts were now coming forward compared with those from the Falklands and Northern Ireland or earlier conflicts. In response to a question from Lynda Jones about the incidence of domestic violence and the numbers of veterans in the prison service, Wayne advised that a key focus for the Network was in dealing with the wider issues for veterans which impacted on their mental health and that it was therefore essential for the Network to work in partnership with other organisations and agencies in order to ensure that all the needs of veterans were made in a holistic and integrated way. It was agreed that it would be good to have a governor ambassador in support of the Veterans' Mental Health Network and that the Membership Office would co-ordinate this to identify a governor, preferably with a background or connection to the military or an interest in this area of work.

Action: Governor Member Ambassador for Veterans Network (Membership Office)

26/13 ANY OTHER BUSINESS

There was no other business notified.

27/13 REPORT OF THE NOMINATIONS COMMITTEE

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

Tony Price summarised the paper. The Council of Governors received and noted the minutes of the Nominations Committee meeting held on 27th February 2013 and the minutes of the meeting held on 16th April 2013 which were tabled at the meeting, having only taken place the day prior. The Council of Governors approved the recommendation of the Nominations Committee with respect to the new recruitment process implemented to secure an appointment to the post of Non Executive Director/Audit Chair, approved the extension of Liz Nicholson's and Ron Hilton's terms of office for a second three year term to 30th April 2016 and in light of the specific challenges the Trust anticipated during the next year, approved the extension of Steve Jones' appointment as Chairman for a further period of 12 months to 30th June 2014.

28/13 DATE OF NEXT MEETING

Wednesday 24th July 2013 in the Learning Centre, St George's Hospital, Stafford.