

**MINUTES OF THE COUNCIL OF GOVERNORS' MEETING  
HELD ON THURSDAY 14 JULY 2016  
THE CONFERENCE HALL, HIGBURY HOSPITAL, HIGBURY ROAD, BULWELL,  
NOTTINGHAM NG6 9DR**

**PRESENT:**

Dean Fathers	Chair	
Suzanne Foulk	Interim Lead Governor and staff Governor (Allied Health Professionals)	
Sue Clifford	Public Governor	City
Jenny Britten	Public Governor	City
Julie Jackson	Public Governor	City
Leslie Ayoola	Public Governor	City
Margaret Danaford	Public Governor	City
Steve How	Public Governor	County
Anita Astle	Public Governor	County
Will Jackson	Public Governor	County
Carol Burkett	Public Governor	County
Susan Clayton	Public Governor	County
Derek Brown	Public Governor	County
Mike Holmes	Public Governor	County
Judith Walker	Public Governor	East Midlands & South Yorkshire
Keith Sykes	Public Governor	East Midlands & South Yorkshire
Gareth Hadley	Public Governor	Rest of England and Wales
Sheena Foster	Public Governor	Rest of England and Wales
Stuart Leask	Staff Governor	Medical
Rob Gardiner	Partner Governor	Carers Federation
Michael Leng	Partner Governor	Framework Housing Association

**In Attendance**

Ruth Hawkins	Chief Executive
Steve Banks	Non-Executive Director
Jane Warder	Non-Executive Director
Clare Teeney	Director of Human Resources
Angela Potter	Director of Business Development and Marketing
Julie Grant	Head of Communications
Becky Cassidy	Governor Support and Development Officer
Lucy Mills	Membership Officer

**Apologies for absence**

Julie Ordan	Public Governor	County
Maxine Robinson	Public Governor	County
Sharon Cook	Public Governor	County
Neil Thompson	Staff Governor	Nursing
Natalie Jennings	Staff Governor	Nursing

Karl Williams	Staff Governor	Clinical Support
Tony Bradstock	Staff Governor	Non-Clinical Support
Jane Young	Staff Governor	Allied Health Professionals
Lucy Robinson	Partner Governor	Chamber of Commerce
Paddy Tipping	Partner Governor	Police & Crime Commissioner for Nottinghamshire
Imoegen Denton	Partner Governor	Nottingham City Council
Cllr Muriel Weisz	Partner Governor	Nottinghamshire County Council
Christine Lovett	Non-Executive Director	
Sheila Wright	Non-Executive Director	
Patrick Callaghan	Non-Executive Director	
Peter Parsons	Non-Executive Director	
Colin Draycott	Company Secretary	

### Did not attend

Clinton Walker	Public Governor	County
Justin Waring	Partner Governor	University of Nottingham

### CG/16/033 WELCOME AND INTRODUCTION

Dean Fathers welcomed all present to the formal meeting of the Council of Governors (hereafter referred to as “the Council”) thanking all for their attendance.

Specific welcomes were extended to the following:

- Matthew Elmer, Senior Manager from PricewaterhouseCoopers, who would be presenting in relation the conclusion of the external audit for the Trust for the year 2015/16.
- Binta Jammeh who had involved with the recent Non-Executive Director recruitment and supported the sub-panel as a service user representative. The Council welcomed Binta as an observer.

Thanks and appreciation were extended to Angela Potter and Clare Teeney for attending the meeting and supporting their related agenda items.

### CG/16/034 APOLOGIES FOR ABSENCE

Apologies for absence were confirmed as detailed above.

### CG/16/035 DECLARATIONS OF INTEREST

Dean Fathers, Jane Warder and Steve Banks all declared an interest relating to item 043 of the agenda. It was noted that all three individuals would leave the room at this point to allow discussions to take place.

## **CG/16/036 MINUTES OF THE MEETING HELD ON 21 APRIL 2016**

The minutes of the meeting held on 21 April 2016 were approved as a true and accurate record of the meeting.

## **CG/16/037 MATTERS ARISING & ACTION POINTS FROM PREVIOUS MEETING**

There were no matters arising.

## **CG/16/038 CEO STRATEGIC SCAN**

Ruth Hawkins delivered her Strategic Scan which outlined key internal and external issues, initiatives and developments, providing a progress update on actions reported at the previous meeting and key issues for the Trust in the coming months. Key matters highlighted included:

### **National Context**

The outcome of the recent EU Referendum was noted with an acknowledgement that the impact on the NHS and the Trust was uncertain. It was explained that the Trust would remain focused on delivering its strategic direction.

CQC, NHS Improvement, Department of Health - The introduction of NHS Improvement, which had been formed from the Trust Development Authority and Monitor, are keen to develop their own approach

The Healthcare Safety Investigation Branch (HSIB) followed on from last year's announcement to establish an independent Patient Safety Investigation Service from April 2016. The HSIB would offer support and guidance to NHS organisations on investigations, undertake certain investigations itself and support shared learning.

### **Provider efficiency**

The importance of the recent Carter Review which looked to improve the operational productivity of performance of NHS trusts to ensure best value from budgets was noted.

It was noted the trust had seen a reduction on the use of agency staffing. The Council were assured that this would continue to be monitored weekly.

### **Trust Strategy**

The Council was reminded of the recent launch of the Trust's 5 year Strategy. It was noted that there was much work to be done to deliver the ambitions of the strategy which would bring about positive change and transformation for the whole organisation.

### **Organisational Change**

It was explained that the trust was currently undergoing an internal review of its structures to ensure this was fit for purpose to deliver the trust's strategy. This review would be undertaken collaboratively to ensure that the organisation was in the right position to deliver the care that is needed for patients.

It was formally announced that Peter Wright had been successful in the post of Executive Director for Forensic Services and would join the Trust in October 2016. Peter would join the trust from the prison service where he was currently Governor at HMP Lincoln Prison. Ruth noted that Peter would be a very welcomed addition to the Board and was very much looking forward to working with him in the future.

### **Service Transformation**

The Council heard that the work on the new Children and Young People's project was well underway and was developing at pace. The Council was assured that that much work happening to ensure there was a suitable clinical model in place and appropriately staffed to support the new facility.

### **Contracts and Plans**

It was noted that all contracts were in place and that the trust was currently taking stock of these and focussing on delivering the trust plan.

### **Service Quality**

The trust had recently experienced pockets of unnecessary and unwanted issues within the forensic division. Improvement notices had been issued within the Offender Health Directorate and Rampton Hospital had received a Section 29A Warning Notice. It was explained that the Warning Notice issue to Rampton in June 2016 had been specifically concerned with patient observations. Assurance was provided that the trust had actively responded to the issues identified by the CQC with robust action plans in place.

### **The Council of Governors:**

- **NOTED** the CEO's Strategic Scan

## **CG/16/039 GOVERNOR QUESTIONS**

(Nb. Copies of the June 2016 Finance and Quality & Performance Reports had been received by Governors)

Questions were raised by Governors and responded to in relation to the following matters:

- ***The appointment of Peter Wright as Executive Director of Forensic Services is welcomed news. Was his successful recruitment based on his background within the prison service rather than someone with a clinical background?***

Ruth Hawkins explained that Peter performed an excellent interview and was the best candidate on the day. He possessed a wealth of experience in working in secure environments and was able to provide excellent examples of his values base which was strongly aligned to the trust values.

- ***In the scan it referred to an understanding of issues in ‘other prison services’ which the trust is aware of. Can it be explained if these issues are consistent within prisons?***

It was explained that the issues referred to were different and in different prisons and not consistent with each other. An example given was a recent medicines management problem which was a result of incorrect fridge temperatures.

Jane Warder commented that further assurance had been sought at the Board of Directors regarding issues within the Offender Health Directorate. It was noted that a number of contracts within this directorate had not been tendered for as there was recognition that the trust could not satisfy itself that it could deliver a good standard of quality care. Jane assured the Council that there was regular scrutiny relating to the ongoing challenges of recruiting within Offender Health services.

- ***Governors have been informed that the Trust would be merging County Health Partnerships (CHP) and Local Services into one division called Local Partnerships. Can we understand if this is an internal merger and not something as Governors we should be approving?***

Ruth Hawkins explained that was an internal merger and as such did not require Council of Governors approval. It was noted that there have been common misconceptions as to the contractual agreement with CHP.

- ***A request for further information in relation to the red RAG rating in performance within Early Interventions for Psychosis (EIP)***

It was explained that the service had recently undergone an internal review of which the results were due back in June. There had been issues raised within the Finance & Performance Committee with regard to the limited resources available which had been raised with commissioners. There had also been an issue with poor quality of data. Governors were assured that the NED's were providing close scrutiny around this issue.

- ***It was noted that young people were still being admitted to adult wards; what is the rationale around this now?***

Ruth Hawkins explained that a root cause analysis had been carried out for each occasion that this happened. There was acknowledgement that there was not sufficient bed availability which ultimately had required young people to be admitted to adult wards where there are bed available at the time. The trust ensured that there was sufficient supervision and safeguarding in place for each individual whilst in care. Whilst this absolutely should not happen the current situation with regard to bed availability presents a real challenge.

- ***It is looking very likely that the Junior Doctors Contract would soon be imposed; how will this impact on the trust?***

It was recognised that this issue had an impact on the Trust, albeit a small impact, as the clinics and appointments were able to be covered during the periods of strike action. The trust was disappointed that the last ballot had been rejected and appeared that the contracts would now be imposed. The trust would continue to communicate with its doctors throughout this period of uncertainty.

## **CG/16/040 ANNUAL AUDIT LETTER**

Matthew Elmer, Senior Manager, from PricewaterhouseCoopers (PwC) formally presented the Annual Audit Letter for the year 2015/16 which covered the following key points:

Key points arising from the auditors responsibilities:

### Income with Commissioners

How the Trust accounts for its income is a key area of focus for auditors, especially with lead commissioners. PwC:

- Obtained and reviewed contracts for material income streams
- Specifically looked at the income which is based on a 'cost and volume' arrangement
- Assessed the performance of the Trust to secure CQUIN money
- Considered the National Auditors Office 'Agreement of Balances' exercise

It was reported by PwC that no material issues were identified.

### Valuation of Land and Buildings

The valuation of Trust land and buildings was a focus of the auditors, particularly where there were large entries in the accounts and judgement is applied. PwC:

- Obtained the year-end valuation by the Direct Valuer (DV)
- Tested the input information to the valuation, particularly on floor areas
- Used their own expert valuer to assess the work of the DV
- Reviewed the key assumptions made in preparing the valuation, in particular the Trusts' approach to the 'alternative site' methodology
- Checked that the valuation from the DV had been correctly reflected in the Trusts' accounting records.

### New 'Value for Money' assessment

This was a new criteria which focussed on whether Trusts have informed decision making processes, deployment resources sustainably and worked with partners and other third parties. PwC:

- Performed a risk assessment, reviewing a wide range of information to identify any significant risks in this area
- Considered any risks identified through this process

PwC concluded that they were able to issue a clean 'unmodified' conclusion in this area.

#### Quality Account indicator testing

PwC performed testing over two quality indicators to confirm that the reported performance was accurate and completely stated:

1. Minimising delayed transfers of care
2. Admissions to inpatient services had access to crisis resolution home treatment teams

PwC noted that there had been some delay in getting the information needed to audit these indicators. However, after the work was performed, PwC were able to issue an unqualified 'limited assurance report'.

In addition to the quality indicators identified above, PwC also reviewed a 'local' indicator, which was the Service Quality Rating. An issue had been identified with the retention of supporting documentation, although the information made available did support the indicator.

PwC reviewed the content of the quality report and its consistency with other documents. PwC did not identify any issues to report on this matter.

A detailed report on the Trust's Quality Account had been produced and was available for governors to review.

#### Overall findings in 2015/16

PwC issued the following key conclusions:

- An unqualified (positive) opinion on the Trust's financial statements
- An unqualified (positive) limited assurance opinion on the content, consistency and two performance indicators included within the Trust's Quality report (the limitation here being only in respect of the scope of work)
- An unqualified (positive) certificate on the Trust's achievements of economy, efficiency and effectiveness in its use of resources.

#### Looking ahead 2016/17

- Accounts audit – utilising existing knowledge
- Quality report – focus on the audit of the mandated indicators
- Estates – working with the Trust's finance team as they review their approach in this area
- Wider challenge – finance, quality and performance. The impact of changes in the wider NHS and the need to work closely with others.

## **CG/16/041 LEAD GOVERNOR ELECTION OUTCOME**

Dean Fathers, formally announcing the outcome of the recent Lead Governor election, congratulated Jenny on her election as Lead Governor.

Thanks and appreciation was extended to Suzanne Foulk for her hard work and dedication over the previous 12 months as Interim Lead Governor. Suzanne would revert to her elected Deputy Lead Governor role at the conclusion of the meeting with Jenny Britten taking up her role as Lead Governor.

Appreciation and thanks were also extended to Steve How for his Lead Governor nomination and continued support to the Council of Governors.

### **The Council of Governors:**

- **NOTED** and **SUPPORTED** the Lead Governor Election outcome

## **CG/16/042 LEAD GOVERNOR REPORT**

Suzanne Foulk delivered her last Lead Governor report. Congratulations were extended to Julie Grant and the communications team on the excellent Healthfest event which had taken place the previous week in the Nottingham Market Square. This had been a great opportunity to meet with the public and talk about the services provided by the trust. The Council would encourage the trust to do this again in 2017.

The Council was referred to a paper which outlined the proposal to stand down the existing working groups and steering group, to be replaced by a monthly format which would concentrate on themes identified by governors. The majority of the Council supported the change and welcomed the opportunity to try a new approach with a view to reviewing it after 12 months. The Council held a vote which resulted 18 in favour and 1 against.

### **The Council of Governors:**

- **NOTED** the Interim Lead Governor Report
- **APPROVED** the Working Groups proposal

## **CG/16/043 NON-EXECUTIVE DIRECTOR**

### **New Non-Executive Director appointment**

Suzanne Foulk as Chair of the Nomination & Remuneration Committee provided feedback to the Council in relation to the recent recruitment process for a new Non-Executive Director. The Council was informed that the process had been carried out in line with the policy agreed by the Council. The Council was invited to ratify the appointment of the recommended candidate.

***On what basis would the Council be able to not ratify?***

Clare Teeney explained that there would need to be valid and justifiable reasons to not approve an appointment. For example, if the agreed process had not been carried out properly or the criteria of the candidate had not been met, these would be reasonable points to not approve the recommended appointment.

***Can it be confirmed that the proposed candidate has sufficient financial experience/qualification as required?***

Suzanne Foulk and Clare Teeney confirmed this requirement had been met.

***If the candidate is approved but they do not meet the required checks will the post be offered to candidate number two?***

Clare Teeney confirmed that the required checks had been undertaken with no issues of concern identified..

**The Council of Governors:**

- **APPROVED** the appointment of Stephen Jackson as Non-Executive Director

**Remuneration**

The Council was referred to the section of the paper relating to remuneration and invited to approve the recommendations.

***Who conducts the appraisals of Non-Executives?***

Clare Teeney explained that Dean Fathers carried out the appraisals for all the Non-Executive Directors. The Senior Independent Director, which at present is Peter Parsons, conducts the appraisal of the Chairman in conjunction with the Lead Governor.

**The Council of Governors:**

- **APPROVED** a 1% uplift in Chair and Non-Executive Director Remuneration
- **APPROVED** the uplift changes in relation to the specific positions of Senior Independent Director and Audit Chair

**Terms of Office**

The Council were invited to approve the recommended re-appointments of Dean Fathers and Peter Parsons.

**The Council of Governors:**

- **APPROVED** the reappointment of Dean Fathers (3 year term)
- **APPROVED** the reappointment of Peter Parsons (2 year term)

## CG/16/044 GOVERNOR QUESTIONS

There were no governor questions raised.

## CG/16/045 NEW MODELS OF SYSTEM WORKING

Angela Potter, Director of Business Development and Marketing, delivered an insightful presentation on the new models system working which covered the following key points:

### Types of New Models of Care identified in the Five Year Forward View

- Multi-speciality community providers (MCP's) – primary care and community provider collaborations aiming to move specialist care out of hospitals into the community
- Primary and acute care systems (PACS) – joining up GP, hospital, community and mental health services
- Urgent and emergency care networks – streamlining urgent care
- Enhanced health in care homes – shared models of in-reach across health and social care
- Viable smaller hospitals – new organisational models for smaller acute hospitals; benefits of scale
- Specialised care – reviews where greater concentration of care brings clinical and financial benefit
- Modern Maternity Services – review of future models for maternity units

### Vanguard Programmes

- 29 sites initially identified nationally as New Models of Care Vanguard
- Nottinghamshire has 4 Vanguard Programmes
  - Rushcliffe MCP
  - Mid-Notts PACS
  - City Enhanced Care homes
  - Nottinghamshire urgent and emergency care

### Objectives of the Vanguard Programme

- Implement new care models – test the new integrative delivery vehicles
- Learn from other sites and spread at scale
- Demonstrate value in moderating demand and improving efficiency
- Accelerate progress in urgent and emergency care reforms
- Accelerate progress in implementing the mental health taskforce report and new access standards

### Rushcliffe MCP's

- Awarded £5.3m in June 2016 to support its development
- Focus to increase capability and capacity in primary care

- Development of PartnersHealth
- Working across all providers to bring together generalist and specialist expertise in the community, in integrated practice units
- Culture of mutual accountability

#### Mid Notts Better Together PACS/Alliance Contracting

- Working towards whole-system integration
- Collaborative working with local health and care partners
- Lead vanguard for developing new payment structures
- Allocated £6.63m from transformation funding

#### Greater Nottingham urgent and emergency care

- Focus on creating a sustainable and resilient integrated urgent and emergency care system
- Navigating citizens directly to appropriate, enhanced urgent mental and physical health services
- Aim is to stop emergency department being the default option by developing viable alternative models
- Mental health and crisis response is a key component of this vanguard – 24/7 rapid response liaison psychiatry

#### Sustainability and Transformation Plan (STP's)

- A requirement as part of the 2016/17 planning guidance
- 44 regional plans have been developed – they included all health and social care organisations in each region
- Initial submission date was 30 June 2016
- Notts Healthcare sits in 2 STP's – Nottingham & Nottinghamshire and South Yorkshire & Bassetlaw
- The aim is to create a shared vision across all stakeholders of where 'we' want to be by 2021 and how this can be achieved

Angela closed the presentation stating that the overall aim was to ensure wellness across the population, achieve parity of esteem and improve physical health outcomes for those with acute mental health problems. The New Models of Care were directly aligned to the Trust Strategy, 'Through partnerships, improve lives and the quality of care'.

Questions:

- ***Where are the Vanguard sites and how is the practice shared?***

It was explained that the Vanguard sites were distributed nationally. A national learning team had been created to pull together all the learning which would be shared.

- ***Would this be linked with Social Care?***

Whilst some links are there within the MCP's there are a mixture of different agencies sitting around the table. Local Councils were playing a key part within the discussions and were involved at a strategic level also.

- ***How diverse are the Vanguard sites?***

It was confirmed that there was a wide diversity in the Vanguard sites. There is a mix of STE's, urban and rural site and all of different scale.

- ***What is the sustainability of STP, the trust is financial very stable, is this money shared?***

It was confirmed that the finances were not shared

- ***How is the impact on patient outcomes being monitored?***

All Vanguard sites are monitoring patient outcomes by looking at what the intervention was and what was the outcome for the patient.

- ***How involved are patients within this process?***

It was explained that patients have remained very involved throughout the process and that each STP has patient representatives which sit on the Leadership Boards.

#### **CG/16/046 URGENT BUSINESS NOTIFIED IN ADVANCE OF THE MEETING**

No urgent business notified in advance of the meeting

#### **CG/16/047 REVIEW OF THE MEETING**

Suzanne Foulk provided a review of the meeting which covered the following points:

- Received an informative and interesting presentation relating to the STP's and new models of care
- Approved some important decisions
- Pleased with the approval of the new proposal to replace the working groups. Recognition that this was in the early stages and the structure would develop over time
- Looking forward to stepping back into Deputy Lead Governor Role and supporting Jenny in her new role as Lead Governor.

Jenny Britten took the opportunity to thank Suzanne on behalf of the Council for all her hard work and commitment as Interim Lead Governor. It was noted that the role was not readily taken up by any other governors at the time, but Suzanne stepped in and had led the Council through a busy period. Jenny explained that Suzanne had fulfilled the role with style and brought her own personality and approach.

## **CG/16/048 CLOSE OF BUSINESS**

Dean Fathers concluded the meeting by thanking all for their attendance and contributions.

The Council were reminded of the Annual General and Annual Members Meeting taking place on Friday 22 July, 14:00 start at Duncan Macmillan House in Conference Rooms 1&2

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

The next meeting of the Council of Governors would be held on: Thursday 13 October 2016 in Conference Room 1 at Duncan Macmillan House, Porchester Road, Mapperley, Nottingham NG3 6AA

- 13:15 Governor Pre-meeting
- 14:00 Council of Governors meeting

DRAFT