

**Oxfordshire and Buckinghamshire Mental Health NHS  
Foundation Trust**

**Members' Council**

**Notes of a meeting held on Wednesday, 12 November 2008 at  
6.00 p.m. at the Aylesbury Multi-Cultural Centre, Aylesbury,  
Buckinghamshire**

In addition to the Chair, Janet Godden, the following Governors were present:

Kate Allison	Stewart George ( <i>part meeting</i> )
Pamela Bacon	Mark Hancock
Margaret Batsel	Jeanette Hocking
Steve Bell	David Mushrow
Patricia Birchley	Roger Priest
Chris Brearley	Ray Stone
Jim Couchman	Lucy Toynbee
Pauline Fair	Lavinia Walker
David Geaney	Linette Whitehead

In attendance:

Graeme Armitage	Director of Human Resources
Caroline Birch	A/g Director of Nursing and Clinical Governance ( <i>Observing</i> )
David Bradley	Chief Operating Officer
Justinian Habner	Trust Secretary ( <i>Minutes</i> )
Mike Hobbs	Medical Director
Jonathan Horbury	Director of Development ( <i>Observing</i> )
Helen Millar	Director of Corporate Management
Cedric Scroggs	Non-Executive Director
Julie Waldron	Chief Executive
Elaine Whittaker	Non-Executive Director

<b>1</b>	<b>Introduction and Welcome</b>	
a	The Chair welcomed Governors to the meeting.	
b	The Chair reported the result of the by-election for Governors	

c	<p>representing Service Users, Oxfordshire. The Governors congratulated Jayne Champion and Jacqueline Bourton on their election and looked forward to welcoming them at the next meeting of the Members' Council.</p> <p>The Members' Council was advised that Caroline Birch had been appointed Acting Director of Nursing and Clinical Governance following the departure of Jon Allen and pending a substantive appointment.</p>	
<b>2</b>	<b>Apologies for Absence</b>	
a	<p>Apologies had been received from: Mike Alexander, Jane Amies, Wendy Edwards, Laurelia D'Arcy Singer, Mary Daniel, Simon Hyde, Fiona Lomas, Anthony Monaco, Richard Speight, Alan Webb, Carrie-Ann Wade Williams.</p>	
<b>3</b>	<b>Minutes of the Previous Meeting – 17 September 2008</b>	
a	<p>The Minutes of the meeting of 17 September 2008 were approved as a true and accurate record, and the Chair signed the minutes.</p>	
b	<p>The Chair said that for future reference the Minutes would henceforward record the attendance of members of the Board of Directors and other senior staff of the Trust who attended the meeting but did not formally participate.</p>	
<b>4</b>	<b>Matters Arising</b>	
a	<p><b>Item 12a – Unplanned Discharges:</b> the Chief Executive, Medical Director and Chief Operating Officer reported that investigations had been made following the concern raised that some patients in Oxford had been discharged at short notice been told to access the night shelter if they had no friends or family to stay with. Following enquiries of the source of the concerns, no cases could be identified as fitting this description. Governors were asked to pass on details of any future concerns as quickly as possible so that the matter could be thoroughly investigated. The Members' Council was assured that unplanned discharges are always based on clinical judgements on safety, or where patients had persistently broken Trust rules (for example persistently bringing drugs or alcohol onto the ward). If patients needed to use the night shelter facilities, Trust</p>	

	<p>staff usually took them there or advised the night shelter of their imminent arrival. The Chief Executive agreed to send to Governors further information on relevant policies and procedures.</p>	JW
b	<p><b>Item 9e – Transport Issues in Buckinghamshire:</b> the Chief Operating Officer presented a report (MC 24/2008) that set out the work undertaken to identify and solve, where possible, transport issues for family and friends who may wish to visit older people when in hospital in Aylesbury. The work showed that few people were affected and that these cases would be addressed on an individual basis.</p>	
c	<p><b>Item 9r – Older Adults Service Reconfiguration:</b> the Chief Operating Officer reported that the Buckinghamshire Overview and Scrutiny Committee had been satisfied with the additional work undertaken, particularly around transport issues, and therefore would not oppose the reconfiguration without further consultation. Chartridge Ward was therefore gradually closing with all staff being redeployed (except one retirement). In terms of Oxfordshire, informal discussion had been held with the Overview and Scrutiny Committee with a view to formally presenting the case on 20 November. No date could therefore yet be provided for the proposed closure of Windrush Ward. In terms of the reinvestment of £300,000 into additional community support, three possibilities were currently under consideration:</p> <ol style="list-style-type: none"> <li>1. increasing early intervention services</li> <li>2. providing support into nursing and residential homes</li> <li>3. increasing staffing levels on in-patient wards</li> </ol>	
d	<p><b>Item 8e – Appointment of Auditors:</b> Cedric Scroggs reported that Tricia Birchley had agreed to join the Working Group to look at the appointment of the Trust's auditors. Legal advice had been received to the effect that the size of the contract meant that a full tender exercise would need to be undertaken, including advertising in the relevant European Union journal. The Working Group would meet in December to discuss the terms of the tender.</p>	
<b>5</b>	<b>Register of Governors' Interests</b>	
a	<p>The Trust Secretary presented report MC 25/2008 which detailed the updated Register of Governors' Interests for confirmation. The interests listed for Pauline Fair had been</p>	

b	recorded incorrectly and would be updated for the next meeting.  <b>Subject to the above, Governors confirmed the interests listed in the Register.</b>	
<b>6</b>	<b>2009/10 Annual Plan</b>	
a	The Director of Corporate Management presented the report MC 26/20008 which set out the proposed approach and framework for the development of aims and objectives for the Trust's 2009/10 annual plan. This entailed the Trust identifying two or three main aims, each with three to four objectives.	
b	The aims and objectives attached to the report as presented were for example only. The detail and wording were not final and further work was required.	
c	Governors welcomed the proposal that the aims be much more 'outcome-based', moving away from the culture of targets.	
d	The Director of Corporate Management said that she would seek to work with the Governors' constituency group meetings to obtain further views and ideas but would also welcome thoughts from individual Governors at any time. Governors were reminded that the Trust would be happy to assist them to consult their Members in order to take into account the wider views of the Foundation Trust Membership.	
e	<b>The Council noted the report and supported the overall approach outlined for the Trust's annual plan. Governors agreed to feed through further thoughts and ideas on the aims and objectives as appropriate.</b>	
<b>7</b>	<b>Report from the Board of Directors</b>	
a	Elaine Whittaker gave an oral update on recent meetings of the Board of Directors.	
b	The Board had met twice since the last Council meeting (on 24 September and 29 October) and had considered the following main points: <ul style="list-style-type: none"> <li>• The Finance and Performance Reports had showed that the Trust was in line with its plans submitted to Monitor.</li> </ul>	

	<ul style="list-style-type: none"> <li>• The Older Adult Service reconfiguration proposals (as presented to the Members' Council in September) were approved. The Chair presented to the Board the views expressed by the Council and these had been taken into account when the Board came to its decision.</li> <li>• Annual reports for each county were considered from the Joint Management Groups which oversee the Section 75 Agreements for the provision of integrated mental health services (i.e. social care and mental health) in partnership between the Trust and the County Councils.</li> <li>• Reports that provided the Board with assurance that Healthcare Commission standards were being met were considered. Over the past two meetings the Board had considered reports on: Patient Privacy and Dignity; Clinical Effectiveness; Patient Safety; and Food and Nutrition.</li> <li>• The second Quarterly Report for 2008/09 to Monitor, the Independent Regulator of NHS Foundation Trusts, had been approved for submission. This report set out how the Trust was performing against finance and governance targets set by Monitor. As previously discussed, Monitor's target for delayed transfers of care (DTCs) was still not met and an exception report on this had been sent to Monitor. In all other respects the Trust was in line with plan and meeting targets set by Monitor.</li> <li>• The financial recovery plan for the Trust's Forensic Services was considered. Dr. Clive Meux, Clinical Director, and Claire Scott, Interim Programme Director, had attended the Board meeting for this item to answer questions and explain how the slippage against timetables and financial forecasts would be addressed. The Board was satisfied that progress was being made.</li> </ul>	
c	<p>Tricia Birchley noted Elaine Whittaker's comments on the bank and agency staff overspend and asked whether the Board thought that this was significant. Elaine Whitaker said that this issue was discussed in detail and the major part of the overspend was associated with the Forensic Directorate. The Director of Human Resources added that there was an underspend on pay so, overall, the position was not critical; however, the Trust was still keen to address this issue and reduce the utilisation of bank and agency staff.</p>	
d	<p>Jim Couchman asked whether the Trust was now performing better in relation to DTCs. The Chief Operating Officer said that the target Elaine Whittaker had referred to was one that had</p>	

<p>e</p> <p>f</p>	<p>been set by Monitor but it did not take into account the complexity of mental health DTCs. He said that, in Oxfordshire and Buckinghamshire, performance continued to improve and that the Trust was working with its partners to try and meet the Monitor target by year-end. The Chief Operating Officer agreed to provide Jim Couchman with further detail on the DTC issue and what was causing the waits.</p> <p><i>Stewart George joined the meeting at this point.</i></p> <p>Lavinia Walker asked whether the current economic downturn was causing the Trust's planned land sales in Oxford to take longer than anticipated to be completed. The Chief Executive said that the delays were due to extended negotiations with potential buyers taking longer than anticipated because the Trust wanted to ensure that it received value for money through the land sales. The Members' Council was reminded that the money realised through the land sales would be used to fund the capital programme developments at Manor House and the Warneford Hospital. The Chief Executive confirmed that the delays had not impacted on the progress of the capital programme developments to date.</p> <p><b>The Council noted the oral report.</b></p>	<p><b>DB</b></p>
<p><b>8</b></p> <p>a</p> <p>b</p>	<p><b>Reappointment of the Trust Chair</b></p> <p><i>The Chair, Janet Godden left the meeting for this and the next item.</i></p> <p><i>The Vice-Chair, Cedric Scroggs took the chair of the meeting for this item.</i></p> <p>The Chief Executive and Cedric Scroggs presented report MC 28/2008 which set out the proposal to reappoint Janet Godden as Chair of the Trust for a further one year term (until 31 March 2010).</p> <p>The Members' Council were advised that their Nomination and Remuneration Committee had considered the proposal at its meeting on 10 November 2008 and endorsed it for presentation to the full Members' Council. The Committee supported the proposal particularly as the authorisation as an FT, recent good ratings and satisfactory reports from Monitor all indicated that the Board was a successful team and to change Chair at this</p>	

c	<p>early stage may jeopardise this position.</p> <p><b>The Council unanimously approved the report to reappoint Janet Godden as Chair of the Trust until 31 March 2010.</b></p>	
9	<p><b>Report from the Nomination and Remuneration Committee – Chair and Non-Executive Chair Remuneration.</b></p> <p><i>The Vice-Chair, Cedric Scroggs, and Elaine Whittaker, Non-Executive Director, left the meeting at this point.</i></p> <p><i>The Chief Executive took the chair of the meeting for this item.</i></p>	
a	<p>The Chief Executive presented report MC 27/2008 which set out proposals relating to the remuneration of the Trust chair and non-executive directors, and additional information which had been requested by Governors at the Members' Council meeting in September 2008. She said that the report had been considered by the Nomination and Remuneration Committee at its meeting on 10 November 2008 and was endorsed, by majority, for recommendation to the Members' Council for approval. The report proposed increasing the levels of remuneration of the chair and non-executive directors to be in line with other NHS foundation trusts. The levels proposed were: chair: £40,000 pa and non-executives: £12,000 pa.</p>	
b	<p>The Chief Executive reminded the Members' Council that the chair and non-executive directors were not salaried employees and their remuneration was not pensionable.</p>	
c	<p>Sections 2.3 and 2.4 of the report set out the roles and responsibilities of the chair and non-executive directors. The sections in red text set out the additional responsibilities now that Foundation Trust status had been achieved. Additionally, these sections set out the time commitments and the increases now that OBMH was a Foundation Trust.</p>	
d	<p>The Chief Executive said that, as a Foundation Trust, the ultimate responsibility for the success or otherwise of the organisation rested with the Board of Directors. Therefore, it was important that experienced and high performing people were attracted to the director posts which made up the Board. The Chief Executive said that the Trust's current non-executive directors had been appointed with foundation trust status in</p>	

	mind. This had required the Chair of the Trust to argue the case strongly with the Appointment Commission (which led the process at the time for the NHS Trust).	
e	Additionally, the Chief Executive said that Monitor had shown its confidence in the Board and the non-executive directors through authorising OBMH as a NHS Foundation Trust. Authorisation was given even though the Trust faced major challenges because the Monitor board had confidence in the whole OBMH Board to manage the challenges. The Chief Executive said that some trusts were not authorised due to concerns with their boards and often required non-executive changes before authorisation.	
f	The Chief Executive noted s4.1 and said that the reference to chairs of senior committees not receiving an additional allowance was not correct. Rather, this section was supposed to refer to the fact that the Trust had decided, at this point, not to have a Senior Independent Director. The Chief Executive noted that an additional report which updated this section had been sent to Governors. This additional report set out the proposal that the chair of the Finance and Investment Committee and the chair of the Audit Committee each receive an additional £3k pa to recognise the extra commitment these roles entail.	
g	The Chief Executive noted s4.3 and said that the Nomination and Remuneration Committee has proposed to review the remuneration level on an annual basis.	
h	Tricia Birchley and Pam Bacon welcomed the updated report and agreed that it provided the type and level of information required by the Members' Council to assist it in making a considered decision.	
i	Roger Priest said that he could not support the recommendations in the report because, in his view, the comparison with staff increases was not good. Mark Hancock said that the Committee had discussed this point and agreed that the increase was justified given that the role of the chair and non-executive directors had changed now OBMH was a Foundation Trust.	
j	Ray Stone said that the comparison with other NHS foundation trusts, and particularly the mental health foundation trusts, showed that if OBMH's levels remained the same it would be	



	inequitable and this would destroy confidence in this important group.	
k	Stewart George said that the Members' Council should endorse the views of its Committee because it was their role to consider and debate these issues in detail. He added that he had been told that the remuneration levels of the standard NHS trust chairs and non-executives were due to rise shortly.	
l	Steve Bell said that he opposed the proposal. He acknowledged that the workload of the chair and non-executive directors may have increased but said that the workload of general NHS staff also continued to increase yet their pay was not increased to the same extent as that being proposed for the non-executives.	
m	Jim Couchman said that the surveys showed that if OBMH had had no suitable non-executive directors in post at the time of authorisation as a foundation trust then it would have been required to pay the remuneration levels proposed in order to attract strong candidates. He acknowledged that the market was high but said that the Trust needed to work within that.	
n	Lucy Toynbee asked whether a foundation trust could make a decision on staff pay. The Director of Human Resources said that, during the application process, the Trust had agreed with staffside that the Agenda for Change terms and conditions regime would be kept at this stage.	
o	The Chief Executive said that she had received e-mail communication from both Anthony Monaco and Mike Alexander both of whom supported the proposals.	
p	Steve Bell said he had received e-mail communication from Laurelia D'Arcy Singer who proposed that each non-executive director should spend at least one day per year in a 'back to the floor' activity. She said that shadowing other members of staff would help assure her that the non-executive directors were in touch with the day-to-day reality faced by staff. The Chief Executive welcomed this idea and agreed to include it within the proposal.	
q	Tricia Birchley moved that the proposal in the report should now be put. The Chief Executive put to the vote (by show of hands) the proposal that the Council support recommendations in s4.1, as amended by the additional report regarding chairs of senior	

r          s	<p>committees and the inclusion of a shadowing programme. The results were:</p> <ul style="list-style-type: none"> <li>• 14 Governors voted for the recommendation</li> <li>• 4 Governors voted against the recommendation</li> </ul> <p><b>The Council approved the report, as amended.</b></p> <p><i>The Chair, Janet Godden, rejoined the meeting at this point and resumed the chair of the meeting.</i></p> <p>The Chief Executive explained to the Chair the decision taken by the Council.</p>	
10   a	<p><b>Questions from the Public</b></p> <p>None.</p>	
12   a	<p><b>Any Other Business</b></p> <p><b>Service in Marlborough</b></p> <p>On behalf of Jane Amies, Kate Allison asked a question about the Trust's 'CAMHS' clinic in Marlborough, Wiltshire. She said that the clinic had only been open for a short period but there remained several empty beds and asked why patients from Oxfordshire or Buckinghamshire had not been referred to this service to fill the beds. The Chief Operating Officer said that 'Cotswold House, Marlborough' was part of the Specialist Eating Disorders Service, not CAMHS. This service had been opened for Wiltshire patients whereas in-patient facilities for Oxfordshire and Buckinghamshire patients were provided at Cotswold House in Oxford. The Chief Operating Officer said that to ensure that the unit operated safely, there was a phased admission stage to allow staff to get used to the new facility before having a full complement of patients on the ward.</p>	
13	<p><b>The meeting was closed at 8.05 p.m.</b></p>	

**Signed:**

Chair

**Date:**