

**Oxford Health NHS Foundation Trust**

**Members’ Council**

**ANNUAL GENERAL MEETING**

Minutes of the AGM held on 8 September 2011 at

6.00 p.m. at Adams Park Conference Centre, High Wycombe, Buckinghamshire

In addition to the Chair, Martin Howell, the following Governors were present:

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| Pat Armstrong | Gautam Gulati |
| Lynda Atkins | Fiona Mackay Perkins |
| Julia Besooijen *(part meeting)* | Rob-Michael Phillips |
| Jacqui Bourton | Heather Mintern |
| Jayne Champion | Pam Norton *(part meeting)* |
| Lynda Colvin | Neil Oldfield |
| Maureen Cundell | Paul Rogerson |
| Juliet Dunmur | Frances Tammer |
| Pauline Fair | Peter Tankard |
| Sarah Gardener | Liz Turvey |
| David Geaney | Soo Yeo *(part meeting)* |
| Moira Gilroy |  |

In attendance:

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| Ros Alstead | Director of Nursing and Clinical Standards |
| Graeme Armitage | Director of Human Resources |
| Mike Bellamy | Non-Executive Director |
| David Bradley | Chief Operating Officer |
| Stephen Cass | Director of Strategy and Commercial Development |
| Alyson Coates | Non-Executive Director |
| Anne Grocock | Non-Executive Director |
| Justinian Habner | Trust Secretary *(Minutes)* |
| Gareth Kenworthy | Deputy Director of Finance |
| Mike McEnaney | Director of Finance |
| Clive Meux | Medical Director |
| Roger Reed | Non-Executive Director |
| Cedric Scroggs | Non-Executive Director |
| Phil Sharman | Engagement Lead, Audit Commission |
| Yvonne Taylor | Divisional Director – Children and Families |
| Julie Waldron | Chief Executive |
| Lyn Williams | Non-Executive Director |

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| **MC 29/11**  a  b  c  d | **Introduction and Welcome**  The Chair welcomed everyone to the Trust’s Annual General Meeting (AGM) for 2010/11. The AGM was the opportunity to present the Trust’s Annual Accounts, Annual Report and Auditor’s report on both to the Governors, and take questions on each. In addition to the formal AGM, the Trust was planning on holding informal ‘annual review events’ in Buckinghamshire, Oxfordshire and Wiltshire during September-October 2011. These drop-in events were designed to provide attendees with information about the Trust and provide an overview of key activities that took place during the past 12-months.  The Chair welcomed the newly appointed and elected Governors to the Council and paid tribute to Governors who has served on the Council during 2010/11.  He also noted the Executive and Non-executive Directors who had been appointed through the year, and acknowledged the work of those who had retired or resigned. In particular, he welcomed Mike McEnaney who had just been appointed as the Director of Finance. Given that Gareth Kenworthy had been the Acting Director of Finance during most of 2010/11, he had agreed to present the Annual Accounts to the AGM and take questions.  Finally, the Chair thanked everyone who had worked hard during the year on the integration with Community Health Oxfordshire (CHO). With the integration having now taken place work was continuing to develop the four new service divisions within the Trust. |  |
| **MC 30/11**  a | **Apologies for Absence**  Apologies had been received from: Dana Scott, Mike Alexander, Paul Cann, Andrew Friend, Fiona Lomas, Jackie Thomas, Arash Fatemian, Meg Barbour, Karen Campbell, Stewart George, Vivian Lanzon-Miller |  |
| **MC 31/11**  a | **Declarations of Interest**  The Council received the Register of Governors’ Interests and confirmed that it was accurate subject to including the following updates:-   * Frances Tammer, include: ‘Husband is a Governor of the Trust’ * Juliet Dunmur, include: ‘Lay member of the Mental Health Tribunal employed by the Ministry of Justice and may sit on Tribunals for patients detained under the Mental Health Act in Trust hospitals’ * Fiona Mackay Perkins, include: ‘ Chair of Trustees Ley Community, Director of AFP Solutions Ltd, Non-Executive Director of Oxfordshire PCT’ |  |
| **MC 32/11**  a  b  c  d | **Minutes of the Previous Meeting – 10 May 2011**  The Minutes of the meeting were approved as a true and accurate record subject to the following:-   * MC 19/2011d – include Lynda Atkins in the proposed staff survey working group.   **Matters Arising**  **Item MC 15/11 c – Transformation Programme and Staff Sickness:** the Chief Operating Officer explained that the Productive Ward initiative appeared to be having a positive impact on sickness absence on the wards. On wards that had gone through the initiative, sickness absence was 1.5 – 2 per cent.; whereas the average for other wards was 4 per cent.  **Item MC 19/11 d – Staff Survey Results:** the Director of Human Resources provided an update on work to improve the Trust’s staff survey results. He explained that this area of work had been linked to the Trust’s wellbeing and culture working group and it was hoped that there would be an improvement in the coming year. David Geaney reminded the Council that the Trust’s results were far from good and that much work was needed to improve the position. The Chair agreed and said that the Board too was concerned with the performance and addressing staff concerns was seen as a priority. The Director of Human Resources said that Governors had not been involved in the process to date as agreed at the last Council meeting. The Chair said that the Governors should be engaged in the process and a report from staff survey working group should be presented to the November 2011 Council meeting.  **Item MC 19/11 e – Electronic Records:** the Director of Strategy and Commercial Development confirmed that patients could opt not to have their electronic care record uploaded to the national spine. Patients should discuss their requirements with their GP. | **GA** |
| **MC 33/11**  a | **Minutes of the Last AGM – 22 July 2010**  The Minutes of the last AGM were approved as a true and accurate record.  *Julia Besooijen and Pam Norton joined the meeting at this point.* |  |
| **MC 34/11**  a  b  c  d  e  f  g  h  i  j  k | **Summary of the Year including Presentation of the Trust Annual Report 2010/11**  The Chief Executive presented the Annual Report of the Trust to the Council. She confirmed that the Report had been written in line with Monitor’s guidance and that it had been formally laid before Parliament.  In presenting the Report to the Council, the Chief Executive provided an overview of the year as part of her annual report to the Council, which set out the challenges faced and achievements. She also highlighted some of the potential issues to be faced in 2011/12.  In addition to the formal Annual Report, the Trust also produced a shorter ‘Annual Review’ document that was designed to provide an overview of the highlights during 2010/11.  The Annual Report contained an important section on quality. The Quality Report looked back on how the Trust performed over 2010/11 whilst the Quality Account looked forward to what the Trust wanted to achieve in 2011/12. The Chief Executive outlined what had been achieved during the year in terms of patient safety and patient experience. In terms of key quality indicators through the year, the Trust had met all with the exception of CPA, patients having a formal review within 12-months. This issue, which had been previously raised at Council and Board meetings, was being addressed with a dedicated programme in place to improve performance.  *Soo Yeo joined the meeting at this point.*  Looking forward to 2011/12 and beyond, the Chief Executive set out what the Trust aimed to achieve in terms of patient safety, patient experience, clinical effectiveness and staff. Addressing problems with CPA and tackling staff concerns were priorities.  The Chief Executive also provided an overview of the Care Quality Commission’s (CQC) published results of the Trust. Overall, the Trust was in a satisfactory position but the Board was determined to ensure that actions be taken to make the Trust one of the best rated NHS foundation trusts.  In terms of 2010/11 generally, the Chief Executive said that it was a challenging year, particularly in terms of finances (in line with the challenges of the broader health economy). So whilst there were very few large-scale service developments throughout the year the Trust, nevertheless, managed a number of achievements. In particular, the Trust’s Child and Adolescent Mental Health Services had developed successfully in a number of new areas and services, including: CAMHS IAPT – Healthy Minds; CAMHS Learning Disability service in Oxfordshire; CAMHS service for young people with sexually harmful behaviour; and forensic CAMHS pilot in South Central.  On new buildings, the new Highfield unit had received planning permission during the year and work had started on site. On the Manor House rebuild, the scheme was stopped and reviewed to take account of the emerging economic pressures and the need to consider where community-based services in Aylesbury should be located. Accordingly, revised plans for the Manor House hospital had been being drawn up and would be presented to the Board of Directors in September 2011 for approval.  The Chief Executive outlined some of the challenges faced during 2010/11. In particular, she highlighted:-   * Cost improvement targets and national pay freeze – put financial pressure on the delivery of key scheme. In recognition of the staff pay freeze, the Executive Directors had opted for a voluntary pay freeze for the second year running. * Impact of financial pressures on local authorities – knock-on effect to the Trust especially through delayed transfers of care. * Patient and staff environments – whilst the Trust’s buildings were rated as good and excellent there were still concerns about the fabric and fitness for purpose of some buildings. * Integration of community health services in Oxfordshire – required much work and planning during the year to deliver the successful integration on 1 April 2011.   Looking forward to 2011/12, the Chief Executive set out the areas the Trust would be working on. These included:-   * Maximising the benefits of the integration with community services, such as adopting the practices of high performing community hospitals across the Trust and focussing on integrated physical and mental healthcare (particularly for children/adolescents and older people). * Progress with new builds such as the Highfield at the Warneford Hospital site and Manor House in Aylesbury. On Manor House, a revised scheme was being developed and the Board would be considering a new business case in the coming weeks. * Improving ward environments across the Trust. * Delivering £12.5m cost improvements in a managed way to ensure that there is close clinical scrutiny on all plans.   **The Council received the Trust’s Annual Report for 2010/11** |  |
| **MC 35/11**  a  b  c  d  e | **Presentation of Annual Accounts 2010/11**  The Deputy Director of Finance (who was Acting Director of Finance for much of 2010/11) presented the Annual Accounts to the Council. In presenting the Accounts he confirmed that they had been prepared on a going concern basis and in line with directions given by Monitor and HM Treasury. They had been audited by the Audit Commission whose report would be presented to the AGM. Along with the Annual Report the Accounts had been laid before Parliament.  In terms of the operating income, this had increased during the year when compared to the previous year, largely due to Research & Development. However, the increase was lower than planned mostly due to lower than planned sales in Oxford Pharmacy Store. Nevertheless, the overall performance was positive because the lower than expected income was matched by a fall in expenditure. There had been an increase in expenses due to the additional costs of new services and contracts which had also brought in a corresponding increase in income. Overall, there had been an increase in the operating surplus (which reflected the additional income). In total, the Trust had performed better than planned.  In terms of financial indicators, all had been met although the capital programme delivery against plan was lower due to slippages on the capital scheme. In addition the EBITDA achieved was lower than planned although this did not affect overall performance. There has been a small underperformance on delivering the cost-improvement plans.  Looking forward, the Deputy Director of Finance said that the Trust continued to operate in a financially challenging environment. The Trust was on plan for 2011/12 and had planned for a Monitor Financial Risk Rating of 3, recognising the need to deliver high levels of cost improvement programmes.  **The Council received the Annual Accounts for 2010/11.** |  |
| **MC 36/11**  a  b  c  d  e  f  g  h | **Auditor’s Report on Annual Report and Annual Accounts 2010/11**  Phil Sharman, Engagement Lead, Audit Commission presented the Annual Audit Letter and External Assurance on the Trust’s Quality Report to the Council.  On the Annual Audit Letter, Phil Sharman said that audit had comprised an audit of the Trust’s financial statements and an assessment of arrangements to achieve value for money in use of resources. An unqualified audit opinion had been issued and the Audit Commission did not identify any issues that would give rise to concern on value for money. The results of the audit had been communicated to the Audit Committee. The only issue identified through the audit of financial statements related to the recording in the accounts of pension details of seconded staff on the Local Government Pension Scheme.  Phil Sharman reported that he had reviewed the Trust’s Annual Report and confirmed that it was compliant with Monitor guidance and had been completed by the required date. He noted that the Trust’s process to complete the Report could be improved and that the Chief Executive had accepted this.  On the Quality Report, Phil Sharman confirmed that this was compliant with guidelines issued by Monitor and the indicators were reported fairly in the Report in line with the required definitions. Looking forward, some significant concerns had been identified such as integrating community services and achieving CIPs.  In terms of recommendations arising from the audits, Phil Sharman said that there were two recommendations set out in the Annual Audit Letter and both had been accepted by the Board. The Review of the Quality Report set out nine recommendations which had been agreed by the responsible directors.  Cedric Scroggs, as chair of the Audit Committee, thanked Phil Sharman for presenting the reports. He informed the Council that Phil had told the Committee that he would be leaving the Audit Commission to take up a post in the NHS in Wales. On behalf of the Council and the Committee, Cedric Scroggs thanked Phil for his work with the Trust.  In addition, Cedric Scroggs reminded the Council that the Audit Commission’s contract was due to finish at the end of the financial year. In addition, in line with Government directions, the Audit Commission was due to be closed down shortly after this point. Accordingly, there was a need for the Council to appoint new auditors for the 2012/13 accounts onwards. The Council agreed to establish a small sub-committee of Governors to work with the Trust’ finance team on procurement of new auditors. The following Governors agreed to participate:-   * Liz Turvey * Heather Mintern * Neil Oldfield * Julia Besooijen   **The Council noted the report.** | **MMcE** |
| **MC 37/11**  a  b  c  d  e  f  g  h  i  j  k  l  m | **Questions on the Annual Report and Annual Accounts**  ***Questions from Governors***  On the auditor’s report, Frances Tammer noted that the auditor did not see cause for concern relating to value for money and asked how this was validated. Phil Sharman confirmed that the audit had been conducted in line with the Code of Practice issued by Monitor. Accordingly, the consideration of value for money looked at the Trust’s Annual Governance Statement alongside reports on the Trust published by regulators. Phil Sharman noted that this comprised a negative assurance in that he was informing the Council that nothing came to his attention. Phil Sharman reminded the Council that it had previously requested that the auditors look at how the audit could be extended to include a positive assurance. It was noted that additional work to achieve a positive assurance would require the Trust to spend more on external audit. Phil Sharman also noted that the auditor’s additional work on the Quality Report assisted in providing further intelligence. Noting the response, Frances Tammer asked whether future Trust Annual Reports could contain more information on value for money.  Neil Oldfield noted the reported delay in the Manor House re-build and requested an update. The Chief Executive explained that the scheme had been reconsidered in light of the changing economic position and to prove a solution for community service needs. In particular, it was decided that including additional community services on the Manor House site as part of this scheme would be a better use of resources than the original proposal. The Deputy Director of Finance confirmed that a loan (with the NHS foundation trust loans desk at the DH) to finance the re-build was in place and that part of this loan had been drawn down.  The Council discussed the Manor House scheme seeking further clarification on the programme to build a new inpatient unit in Aylesbury. Frances Tammer asked whether the work associated with integrating community health services in Oxfordshire had meant that management time had been diverted from Manor House. The Chair said that this was not the case and reminded the Council that updates on the CHO integration had been provided to each Members’ Council meeting where the workload and programme was explained.  Pauline Fair said that it was important to get the new scheme up and running as soon as possible because the Tindal site in Aylesbury was not fit for purpose. She also expressed concern that there had not been a Manor House stakeholder meeting for some time.  Jacqui Bourton said that she believed that community services in Oxfordshire were being reduced. The Chief Executive said that there was no decrease in the level of services being offered although costs were being reduced. The Council agreed that it was important that the quality of services did not decline through reducing costs.  Lynda Atkins asked what impact on patient services the operating surplus had. The Deputy Director of Finance said that generating the surplus was required in order to re-invest in developments, notably the Manor House and Highfield builds, thereby minimising borrowing.  Lynda Atkins noted in the Quality Account (contained within the Annual Report) that it referred to a statement from Governors being made on the Quality Account. In addition, the auditor’s report said that they had reviewed feedback from Governors on 10 May 2011. She said that she had not been given a clear answer as to what the statement/feedback consisted of. Phil Sharman said that the auditors were obliged to consider the views of a range of stakeholders and the 10 May 2011 reference was in relation to the Members’ Council meeting held on that day where the Quality Report / Account was presented to Governors. Lynda Atkins indicated that she was not convinced by this response and said she would follow-up further out-of-session.  Lynda Atkins noted that, at the May 2011 Council meeting, she challenged the Trust’s proposed *Cdiff* targets as not being ambitious enough because it was considerably higher than the total number of cases in the previous year and was concerned to read that the same target was still included. The Chief Executive and Director of Nursing and Clinical Standards explained that before the Trust took on the management of CHO, an agreement had been reached with the PCT to include a target of 16 *Cdiff* cases per year in the contract. However, this target was never agreed by the Trust. Rather, the Trust had agreed a target of 20 with commissioners and this had been linked to CQUIN funding. Therefore the Trust was working to the 20 cases per year target.  Moira Gilroy asked whether the surpluses gained during the year were just for re-investment in mental health services. The Deputy Director of Finance said that they were for all services provided by the Trust.  Frances Tammer said achieving CPA targets appeared to be an ongoing issue for the Trust yet the thresholds did not seem to be too challenging. She asked why the targets could not be met. The Chief Operating Officer said that the Board took a similar view and was monitoring performance on a monthly basis. He explained that the figures were improving and that managers and clinicians had been told that they would be held to account for performance. He added that, on a monthly basis, a sample of CPAs was audited to ensure that the quality of the content of plans was improved.  Lynda Atkins asked how Governors selected the performance indicators to be used by the auditors when looking at the Quality Report. Phil Sharman said that the requirement for Governors to select a performance indicator was set out by Monitor quite late in to the process. The Trust had written to all Governors then serving on the Council and asked for views. It was believed that the decision was received via the former Lead Governor.  Pam Norton asked what plans were envisaged for the Children, Young People and Families Division in 2011/12. Both the Director of Nursing and Clinical Standards and the Divisional Director (Yvonne Taylor) provided an overview of the plans envisaged for the Division and said that they would be working with commissioners to expand the scope of services where possible.  ***Questions from Public***  None. | **JW/GA** |
| **MC 38/11**  a  b  c  d  e  f | **Report from Board of Directors**  Anne Grocock presented the report which set out the main issues discussed by the Board between May 2011 and July 2011 (the Board did not meet in August). She explained the structure of Board meetings which included specific sections of quality and safety (which were considered first at all meetings).  Fiona Mackay Perkins asked what percentage staff appraisals were at. The Director of Human Resources said that the percentage had dipped immediately following integration with CHO but had now risen close to 80 per cent. The new appraisal process approved by the Board would enable a target of 95 per cent. to be reached.  On the introduction of a new appraisal system across the Trust, Pam Norton asked whether the Board considered if there would be a drop in productivity due to all appraisals being held at the same time over a two month period. The Director of Human Resources said that the Board had considered this and noted that the pilot which had taken place in the Children, Young People and Families Division did not indicate that there was any loss of productivity.  Neil Oldfield asked whether the Board visited sites and whether it had considered holding a Board meeting in Tindal. The Chief Executive said that Executive Directors had a programme of visits across the Trust and Non-Executive Directors would attend many of these; all Trust services would be visited during the year. The Chair said he would take into account the suggestion of meeting in the Tindal Centre. Paul Rogerson asked whether or not Governors should be included in visits. The Chair said that he would consider this.  Noting the submission of a PQQ for Oxfordshire Learning Disability NHS Trust, Lynda Atkins said that it would be crucial that planning should not distract the Trust from its current workload. The Chair agreed but said that the structure of the Trust was such that it could manage such work streams more readily. In addition, OLDT was of a different order of magnitude to CHO.  **The Council noted the report.** | **MGH** |
| **MC 39/11**  a | **Update Reports**  **The Council received and noted the following update reports:-**   * **Finance** * **Performance** * **Safety and Quality** |  |
| **MC 40/11**  a  b  c | **Members’ Council Nomination and Remuneration Committee – Appointment of Members**  The Director of Human Resources presented the report which set out the need to appoint three new Governor members to the Council’s Nomination and Remuneration Committee.  Julie Dunmur asked whether any update from the University of Oxford was available on the appointment of a Non-Executive Director to replace Tom Burns and a new Governor (given that the current seat was vacant). The Chair said that he had written to the Vice-Chancellor and would follow this up if a reply was not received by the end of the month.  **The Council noted the report and approved the following Governors to sit on the Committee for a one-year term:-**   * **Liz Turvey** * **Karen Campbell** * **Julia Besooijen** | **MGH** |
| **MC 41/11**  a | **Questions from Public**  A member of the public said that there was a healthy debate at the AGM but wondered if there was sufficient two-way communication between the Board and the Council. The Chair said that he intended to devote part of the November Council meeting to looking at the way the Council worked and how the Board worked with it. He noted that the Council had many new Governors on it bringing different skills, experiences and views and he welcomed the opportunity to re-look at the ways of working in that light. Pauline Fair added that, as one of the longest serving Governors, in her view the Council had come a long way and she felt very involved in processes and that her voice was listened to. Liz Turvey added that, as Lead Governor, she would be happy to receive any ideas or suggestions to help prepare for the November meeting. |  |
| **MC 42/11**  a | **Any Other Business**  None |  |
|  | **The meeting was closed at 8.10 p.m.** |  |

**Signed:**

Chair

**Date:**