

**Oxford Health NHS Foundation Trust**

**Members’ Council**

Minutes of the Meeting held on 8 May 2012 at

6.00 p.m. at The HUB, Easton Street, High Wycombe, Buckinghamshire

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

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| Pat Armstrong *(part meeting)* | Fiona Mackay Perkins *(part meeting)* |
| Lynda Atkins | Heather Mintern |
| Jacqui Bourton | Pam Norton *(part meeting)* |
| Paul Cann | Neil Oldfield |
| Maureen Cundell | Paul Rogerson *(part meeting)* |
| Martin Dominguez | Frances Tammer |
| Juliet Dunmur *(part meeting)* | Peter Tankard *(part meeting)* |
| Frances Finucane | Liz Turvey |
| Stewart George | 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 |
| Alyson Coates | Non-Executive Director |
| Anne Grocock | Non-Executive Director |
| Justinian Habner | Trust Secretary *(Minutes)* |
| Mike McEnaney | Director of Finance |
| Clive Meux | Medical Director |
| Roger Reed | Non-Executive Director |
| Cedric Scroggs | Non-Executive Director |
| Julie Waldron | Chief Executive |
| Lyn Williams | Non-Executive Director |

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| **MC 17/12**  a  b | **Introduction and Welcome**  The Chair welcomed everyone to the Council meeting.  The Chair particularly welcomed Martin Dominguez and Frances Finucane to their first Council meeting since being elected. He said that Wendy Stark had also been elected but had sent apologies to the meeting. |  |
| **MC 18/12**  a | **Apologies for Absence**  Apologies had been received from: Vivian Lanzon-Miller, Jayne Champion, Fiona Lomas, Arash Fatemian, William James, Karen Campbell, Lynda Colvin, Gautam Gulati, Rob-Michael Phillips, Sarah Gardner, Wendy Stark |  |
| **MC 19/12**  a | **Declarations of Interest**  The Council received the current version of the Register of Governors’ Interest and confirmed that the interests listed in the Register remained correct subject to the following:-   * Gautam Gulati, include: “Wife works for Oxfordshire Learning Disability NHS Trust (Ridgeway), and holds positions with the University of Oxford and House of Lords” * Fiona Mackay Perkins, include: “NED – Oxfordshire PCT”; “Chair, Trustees – Lea Community, Yarnton”; and “Director – AFP Solutions Ltd (consultancy in healthcare)” |  |
| **MC 20/12**  a  b  c | **Minutes of the Previous Meeting – 9 February 2012**  The Minutes of the meeting were approved as a true and accurate record subject to the following:-   * Include Cedric Scroggs as being in attendance.   **Matters Arising**  **Item MC 05/12 f – Lead Governor Appointment Process:** Lynda Atkins reported that this was not discussed at the last meeting of the Nomination and Remuneration Committee. She said that it would be included on the agenda for the next meeting.  *Pat Armstrong joined the meeting at this point.*  **Item MC 14/12 b – Trust Strategy:** the Council noted that an additional seminar on strategy and the annual plan was held on 24 April 2012. Governors who had attended said that they found the seminar very useful and it provided a good opportunity to input into the strategy development. | **GA** |
| **MC 21/12**  a  b | **Report on Governor Elections**  The Trust Secretary presented the report which set out the results of recent Governor elections. He noted the five remaining vacancies but proposed the Trust look to hold elections for these later in the year after any changes as a consequence of the implementation of the Health and Social Care Act 2012 had been worked through. The Council agreed with this.  **The Council noted the report.** |  |
| **MC 22/12**  a  b  c | **Report from the Board of Directors**  Roger Reed presented the report which set out the main issues discussed by the Board between February and April 2012. In presenting the report he highlighted the key decisions taken by the Board over this period.  *Fiona Mackay Perkins and Pam Norton joined the meeting at this point.*  Lynda Atkins asked for an update on the position of Delayed Transfers of Care (DToC) in Oxfordshire. The Chief Operating Officer explained that the number of DToCs in Oxfordshire continued to be higher than the number in Buckinghamshire. He said that there had been a national increase in reported DToCs over the past few months although the Oxfordshire position had remained steady. Whilst the Trust had seen the numbers of DToCs relating to it decrease the overall position, across all sectors, remained steady. Paul Cann asked if the re-enablement service could assist in reducing the numbers across the county. The Chief Operating Officer said that this could help and the Trust was working on rolling out this service. Frances Tammer asked if the number of DToCs had a cost implication and the Chief Operating Officer confirmed that delays had both a financial cost as well as increasing clinical risks. Noting that the numbers in Buckinghamshire were lower, the Chief Operating Officer said that those working on DToC in Oxfordshire were trying to implement the lessons from Buckinghamshire. The Chair assured the Council that the Trust was working closely with partners in Oxfordshire to reduce the numbers and that the Board monitored the position at each meeting.  *Peter Tankard joined the meeting at this point.*  **The Council noted the report.** |  |
| **MC 23/12**  a  b  c  d  e  f  g  h  i  j  k  l  m  n  o  p  q  r  s  t  u | **Update Report from Council Sub-groups**  ***Audit***  Liz Turvey presented the report and said that the sub-group had been working on the appointment of new auditors for the Trust. She outlined the procurement process that had been worked through and thanked Peter Smith from the Trust’s procurement department for his help. Following review of submitted tenders and then interview of shortlisted firms, the sub-group recommended that Deloitte & Touche LLP be appointed as the Trust auditor. In making this recommendation the sub-group had noted that Deloitte & Touche had provided detail on how it would help meet the Council’s previously expressed desire for more positive assurance (particularly on Value for Money opinions). In addition Deloitte & Touche had set out lower fees than the current auditors.  Peter Tankard asked if the additional work on VFM proposed by Deloitte & Touche was included within their overall fee structure and the Director of Finance confirmed that it was.  **The Council approved the appointment of Deloitte & Touche LLP as the Trust’s external auditors.**  ***Nominations & Remuneration Committee***  The Chair presented the update and drew attention the work undertaken by the Human Resources department to plan for future Non-Executive Director appointments.  The Council noted that it would meet in a private session, immediately after the public meeting, to consider a recommendation on Chair and Non-Executive Director remuneration.  The Chair said that as Julia Besooijen no longer sat on the Council, the Committee need a new Governor representing Service User / Patient member. Martin Dominguez said he would like to sit on the Committee.  **The Council appointed Martin Dominguez to sit on the Nominations & Remuneration Committee.**  The Chair provided an update on the CEO appointment process. He explained that the position had been advertised and 25 applications had been received. Work was now taking place to short-list the applications. He highlighted the two focus groups being planned which would allow a range of stakeholders to be involved in the appointment process. Governors were most welcome to participate in the focus groups and the Director of Human Resources would send around details and invitations over the coming weeks.  *Juliet Dunmur joined the meeting at this point.*  In terms of the appointment panel, the Chair explained that the Non-Executive Directors had decided that it would be beneficial to include a Governor as a full member of the panel. The Council’s Nominations & Remuneration Committee was asked to nominate a Governor member for the panel and, subsequently, Lynda Atkins agreed to sit on the interview panel.  The Trust Secretary reminded the Council on its role in the CEO appointment process. He explained that, under legalisation, the appointment of an NHS FT required the approval of the governors. This does not amount to the Council appointing the CEO as it is for the Non-Executive Directors, including the Chair, to make this appointment (or removal). However, within its duty to approve the appointment, the Council does have the option to veto any appointment. The factors that the Council should take into account when coming to its decision included:-   * Satisfying themselves that the Non-Executive Directors have complied with the Trust’s Constitution and other guidance. * Satisfying themselves that an appointment process was developed and followed. * Being content that the process has identified a candidate with sufficient experience to fulfil all aspects of the job description.   Further information on the role of Governors could be found in Monitor’s publications: *Your statutory duties: A reference guide for NHS foundation trust governors* and *Code of Governance*.  The Chair provided an update on the University of Oxford nominated Non-Executive Director. He said that the University had nominated Professor Sue Dopson. The Chair had met Professor Dopson to explain the role and assure himself that she would complement the Board. He said that he believed Professor Dopson would be an asset and, accordingly, details of her proposed appointment were provided to the Nominations & Remuneration Committee. The Committee members supported appointing Professor Dopson and, accordingly, the Chair noted that the details had been circulated, out-of-session to all Governors.  **The Council approved the appointment (made under section 10.5.7 of the Constitution) of Professor Sue Dopson as a Non-Executive Director from 1 June 2012 for a three-year term.**  ***Staff Survey***  The Director of Human Resources presented the report and asked that the Council approve the Sub-group’s Terms of Reference.  The Chief Executive noted that the ToR set out that Jayne Champion was a Governor on this Sub-group. However, Jayne Champion had not attended any meetings of the Sub-group nor had she attended a Council meeting since September 2011. Given this, the Chief Executive said that the Council may wish to consider, at some stage, nominating a replacement Governor.  Maureen Cundell sought assurances that all Trust Divisions were adequately represented at the Staff Wellbeing Group and the Director of Human Resources confirmed that they were.  **The Council approved the Sub-group’s Terms of Reference.**  ***Quality***  The Director of Nursing and Clinical Standards provided an oral update on the Sub-group’s work. She explained that a meeting was convened in February 2012 which had focussed on confirming the membership and developing Terms of Reference. A further meeting was planned for 23 May 2012 which would focus on reviewing the Quality Account.  *Soo Yeo joined the meeting at this point.*  Lynda Atkins said that the Sub-group’s work-plan was being developed and that she would welcome the views of Governors on what should be looked at.  Paul Cann asked if the Sub-group could look at how the Trust was taking forward service user experience in care. The Director of Nursing and Clinical Standards said that this could be included and she may enlist the help of Paul Cann in considering this.  ***Council Information Requirements***  The Director of Finance and Trust Secretary said that the first meeting of this Sub-group was planned for the end of May 2012.  **The Council noted the report.** | **GA** |
| **MC 24/12**  a  b  c  d  e  f  g  h | **Trust Annual Plan 2012/13**  The Director of Finance provided an oral update on the development of the Trust’s Annual Plan for 2012/13 and said that the Trust was on track to submit this plan to Monitor by the 1 June deadline. He explained to Governors that the business planning process which the Trust has started in 2011 had picked up the development of the Annual Plan.  The Director of Finance reminded Governors that the February 2012 Council meeting considered the Trust’s developing strategic framework, including the Trust’s vision and objectives. Two seminars for Governors had also been convened to provide time for Governors to work through the developing strategic framework in detail. He said that he had welcomed the comments and challenges made by Governors at the April 2012 seminar because they were helping to ensure the Trust’s strategic framework would be better than the Monitor/CQC average.  In terms of what was submitted to Monitor on 1 June 2012, the Director of Finance explained that the Trust was completing the Monitor generated templates and including the detail from the Trust’s strategic framework. The Board would be asked to approve submission of the templates at its meeting on 30 May 2012.  Neil Oldfield asked if the Trust had used any external / independent consultants in developing the Annual Plan and the Director of Finance said that all work had been conducted in-house. Given that, Neil Oldfield asked how the Board assured itself that what was being proposed was benchmarked against other FTs and whether or not external consultants may be beneficial in bringing an outside perspective. The Director of Finance and Chief Executive explained that benchmarking was included and that information was received through relationships with other appropriate FTs as well as the Trust’s participation in the Mental Health Benchmarking Club (of which the Trust was a founding member). The Director of Finance said he would consider the suggestion of using external consultants to test the rigour of the planning/assumptions/benchmarks in the future. Cedric Scroggs reminded the Council that the Non-Executive Directors were appointed to provide some of the external / independent scrutiny of the Executive’s plans and proposals.  Lynda Atkins asked what the formal role was for Governors in the annual planning process. The Trust Secretary said that the Board must have regard to the views of the Council when preparing the forward planning documents.  Pat Armstrong asked whether carers and their needs had been identified as a priority within the Annual Plan. The Chief Operating Officer said that this was identified. The Chief Executive asked that the role of carers be included as part of the Trust’s top-level strategic framework.  The Chair noted that the consultation with Governors which had taken place during 2011/12 was more comprehensive than previous years and he welcomed this.  **The Council noted the update.** |  |
| **MC 25/12**  a  b  c | **Report on Health and Social Care Act 2012**  The Trust Secretary presented the report which set out the some of the key components of the Act and the implications for the Trust.  The Council discussed the report and agreed that further consideration was warranted at the proposed meeting in June 2012 (which was being held for confirmation of the CEO appointment). Matters that the Council should consider further would be the Membership Constituencies, relationship with the Board, role of and Council, relationship with Clinical Commissioning Groups and Health & Wellbeing Boards, and the new Governor powers. It was also suggested that the CEO candidates should be asked to consider the Act’s implications as part of the testing/interview process.  **The Council noted the report.** |  |
| **MC 26/12**  a  b  c  d  e  f  g  h | **Trust Quality Account**  The Director of Nursing and Clinical Standards tabled the report and said that the Council’s Quality Sub-group would be reviewing the Trust’s draft Quality Account in detail. Comments from any Governor were most welcome.  Liz Turvey asked whether the structure of Part 2a (priorities for improvement) could be re-ordered to make the section flow better.  On the Quality and Risk Profile, Liz Turvey said that the Quality Account should explicitly state that it is the view of the CQC that there is insufficient evidence for certain areas. Given that it was not necessarily the view of the Trust it should be clear that it was the CQC’s position alone. The Director of Nursing and Clinical Standards said that the concerns expressed by Liz Turvey had also been expressed by the Board. The Quality Account would be amended to make clear what the CQC’s view was.  Neil Oldfield asked who the author of the report was given he was described as a Management Consultant. The Director of Nursing and Clinical Standards said that there had been capacity issues within her directorate such that an external consultant had been contracted to provide time-limited support on this and other areas.  Pam Norton asked why the target on Child Health early intervention had been included within the long-term conditions aim. She said it did not seem a neat fit. The Director of Nursing and Clinical Standards acknowledged the concerns and said it had been difficult to place a number of the targets within the most appropriate domain and aim. Taking on board the concerns, she said that this target would be moved to Domain 1 (Preventing People from Dying Prematurely).  Fiona Mackay Perkins asked whether all the stakeholder responses had now been received. The Director of Nursing and Clinical Standards said that PCTs, County Councils and LINks had all been invited to submit comments. The deadline had not yet passed.  Neil Oldfield noted that this report had only just been tabled and asked that, in future, reports should be sent to Governors well in advance of meetings. The Council agreed.  **The Council noted the report.** | **RA** |
| **MC 27/12**  a  b  c  d  e  f  g | **Staff Survey Results 2011**  The Director of Human Resources presented the report which set out the 2011 Staff Survey results. He said that the results were better than anticipated and he provided a summary of the key findings. There had been no deterioration in any area which had been the subject of focussed work during 2011/12. He also outlined where the Trust needed to improve performance and said that the Wellbeing and Culture Group would continue to oversee the development and implementation of the action plan.  Pam Norton said that the Wellbeing and Culture Group meetings had been good and provided an opportunity to discuss some of the issue emerging through the survey results and how to address them. She added that having local surveys during the year would help monitor progress being made. The Director of Human Resources agreed and said that he was keen to raise the profile of the Group amongst Trust staff.  Martin Dominguez sought clarification of the survey’s sample size. The Director of Human Resources explained that the Trust provided the Department of Health with details of 3,000 staff members (representing a cross-section of the areas / disciplines of the Trust). The Department then selected a sample from this.  Frances Tammer noted the 94 per cent result for reporting of near misses / errors / incidents and asked for clarification on this result. The Director of Human Resources said that the Trust was aiming for a 100 per cent result which would mean that all near misses / errors / incidents were always reported by staff. The Trust was working to address the 6 per cent of staff who said that they did not routinely report on such. The Council discussed the nature of the types of incidents that would be covered and clarified what was meant by near misses.  Noting the discussion and queries raised by some Governors, the Chief Executive reminded the Council that the survey was national and the Trust had no say in how the questions were worded. She acknowledged that some questions were susceptible to a variety of interpretations.  Maureen Cundell drew attention to the fact that the results varied across the Trust’s Divisions and directorates. Therefore it was important that all Divisions and directorates were routinely represented at the Wellbeing and Culture Group. The Director of Human Resources agreed and said he would speak to relevant directors / managers where regular attendance was an issue. The Chief Executive said that she was aware that some Divisions performed better than others in this survey and that areas of concern in certain Divisions would be followed-up through the Executive Board’s performance management regime.  **The Board noted the report.**  *Paul Rogerson joined the meeting at this point.* |  |
| **MC 28/12**  a  b  c | **Update Reports**  **The Council received and noted the following update reports:-**   * **Finance** * **Performance**   The Council noted that the Quality and Safety Report had not been sent to Governors. The Director of Nursing and Clinical Standards apologised for this and said that she would ensure that a copy was sent to Governors out-of-session.  The Council noted the short report prepared in response to the points raised by Frances Tammer (and circulated to all Governors). Given the response, Paul Rogerson suggested that a Governor seminar on the new and emerging commissioning arrangements might be useful. The Council agreed and said a future seminar on this topic would be helpful. Stewart George added that the new Clinical Commissioning Groups (CCGs) were holding their meetings in public which allowed people to put questions to the commissioners and challenge the assumptions / decisions. He encouraged interested Governors to attend their local CCG meetings. | **RA** |
| **MC 29/12**  a | **Questions from Public**  None. |  |
| **MC 30/12**  a | **Any Other Business**  None. |  |
|  | **The meeting was closed at 8.01 p.m.** |  |

**Signed:**

Chair

**Date:**