

# PAPER

CG 27/2016

Agenda item: 14

# Report to the Meeting of the Council of Governors

**14th September 2016**

**Oxfordshire Learning Disability Transformation (OLDT)**

**For: Information**

The Council was advised at its last meeting, that discussion with Oxfordshire CCG, Oxfordshire County Council, NHS England Specialised Commissioning and Southern Health NHS Foundation Trust was progressing regarding learning disabilities and it remains the intention of all parties that Oxford Health take over the responsibility for the provision of the majority of these services to people with a learning disability within Oxfordshire.

The Trust has consistently stated to all partners that in order to be in a position to take on these services it will need to be assured that they can be provided safely, that we have the clinical and management capacity to manage the transition, and that the financial envelope provided is adequate to sustain quality services.

A task and finish group comprised of Oxfordshire CCG, Oxfordshire County Council, NHS England Specialised Commissioning, Southern Health NHS Foundation Trust and Oxford Health have continued to progress with actions that support the assurance required by Oxford Health.

Following the appointment and commencement of Liz Williams, Programme Director on the 1st July 2016 the Board received an update on the nature of the services in their current state at Board Seminar on the 13th July 2016.

A further more in depth quality peer review of all of the services provided by Southern Health within Oxfordshire to people with learning disabilities has since been completed at the request of and under the guidance of The Director of Nursing and Clinical Standards. The results are to be presented at Board seminar on the 14th September 2016. This review included gaining an understanding of capacity, workforce and staffing arrangements as well as any safety concerns.

Southern Health colleagues have been fully engaged with this process and the teams have received support from both Southern Health and Oxford Health. A clinical lead has been appointed on an Honorary Contract to Oxford Health to support the process.

All services were included within this review to ensure a full understanding of the pathways and range of services offered to people with learning disabilities to inform a future model.

Further financial due diligence work is also progressing alongside the quality reviews and the results of this will also be available to Board at the seminar on the 14th September 2016.

Early indications are that there is an agreed contract value for the community services of £5.5m. Further detail is awaited to confirm this, and to understand the exact composition of that funding in order to clarify inclusion or otherwise of such as stepdown services, such that the Trust fully understands what is and is not included within current contracting arrangements and spending. As part of the contractual discussions with Oxfordshire Clinical Commissioning Group it has been made clear that there will need to be sufficient financial investment in the services.

The contract value for the medium secure unit (Evenlode) is £ £2.1m.

A paper will be presented to the Board for an ‘in principle’ decision on the 28th September 2016 and any additional information emanating from Board’s seminar on 14th will be relayed to Governors at their Council meeting that same evening.

Should the Board agree to take this transaction forward, it is anticipated that Heads of Terms will be signed by all parties by 31st October 2016 and further due diligence (e.g. TUPE information; disclosures, indemnities and warranties) will be completed with the full support of the Director of Corporate Affairs & Company Secretary who will also commission legal representation as appropriate. On completion of a satisfactory due diligence process and should the Trust approve the transfer of services, the transaction will conclude with the signing of a formal Business Transfer Agreement.

A comprehensive timetable and project plan with milestones to progress this with the Executive, including the development of a sustainable and safe model of care will be developed by the Programme Director for Learning Disability in partnership with the Task and Finish Group during October 2016.

The anticipated timescale for transition of the services into Oxford Health, should there be a decision to proceed, is December 2017.

With regard to the role of the Governors regarding any decision to transfer the services to OHFT, the only statutory requirement for CoG approval is when there is a whole organisation merger or acquisition, separation or dissolution which does not apply here. Secondly, the NHS Improvement transactions guidance confirms a role for Governor review where the transaction registers on the radar for the Risk Assessment Framework (eg. 10% of OHFT turnover) and equally none of the elements apply to the scale of this transaction. Finally, the OHFT constitution currently has no requirements for CoG approval of other significant transactions.

However, although legally and in statute this transaction does not require the Governors formal approval, the Trust is keen to ensure that any concerns of Governors are addressed in advance of the final decision and as such relevant updates will be provided as the due diligence process progresses.

**Recommendation**

1. The Council of Governors is asked to note the progress made and raise any comments or concerns relevant to the process of reaching a final decision on this potential service transfer.
2. The Programme Director wishes to offer the opportunity for Governors to attend a seminar session around November should this be considered helpful, and interested individuals should contact the Director of Corporate Affairs/Company Secretary to express such interest.

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