

**Oxford Health NHS Foundation Trust**

**Members’ Council**

Minutes of the Extraordinary Meeting held on 19 June 2012 at

6.00 p.m. at The Oxfordshire, Milton Common, Thame, Oxfordshire

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

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| Pat Armstrong  | Sarah Gardner |
| Lynda Atkins | Moira Gilroy |
| Jacqui Bourton | Gautam Gulati |
| Karen Campbell | Heather Mintern |
| Paul Cann | Rob Michael-Phillips |
| Lynda Colvin | Pam Norton  |
| Maureen Cundell | Peter Tankard  |
| Martin Dominguez | Liz Turvey |
| Juliet Dunmur  | Soo Yeo  |

In attendance:

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| Mike Bellamy  | Non-Executive Director  |
| Justinian Habner | Trust Secretary *(Minutes)* |
| Julie Waldron | Chief Executive  |

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| **MC 31/12**a | **Introduction and Welcome**The Chair welcomed everyone to the extraordinary Council meeting. He reminded Governors that this meeting had been convened to approve the appointment of the Chief Executive. |  |
| **MC 32/12**a | **Apologies for Absence**Apologies had been received from: Vivian Lanzon-Miller, Jayne Champion, Fiona Lomas, Arash Fatemian, William James, Wendy Stark, Frances Tammer, Stewart George, Frances Finucane, Fiona Mackay Perkins, Neil Oldfield, Paul Rogerson |  |
| **MC 33/12**a | **Declarations of Interest**The Council confirmed that the interests listed in the Register of Governors’ Interests remained correct.  |  |
| **MC 34/12**abcdefghijklmn | **Approval of the Appointment of the Chief Executive**The Chair presented the report which set out the proposal to appoint Stuart Bell CBE as the Chief Executive of the Trust. In accordance with the Trust Constitution, the appointment required the approval of the Members’ Council. The Chair reminded Governors that the main areas the Council should consider when making its decision were as follows:-* Satisfy themselves that the Non-Executive Directors complied with the Constitution and other relevant guidance.
* Satisfy themselves that the process followed by Non-Executive Directors was sound.
* Satisfy themselves that the process had identified a candidate with sufficient experience to fulfil all essential criteria of the Job Description.

The Chair said that he hoped the report provided sufficient information on each of the areas.The Chair reminded the Council of the process that had been used to recruit a Chief Executive and added that having Governor involvement on the selection panel had been extremely beneficial. He hoped that this involvement would also give confidence to the Council that the process was sound and the best possible candidate identified. The Chair also thanked those Governors who had participated in the focus group sessions with candidates. The panel had found the feedback from participants very helpful when coming to its decision. He added that the Non-Executive Directors were unanimous in proposing to appoint Stuart Bell.As the Governor who had participated in the selection process and sat on the interview panel, Lynda Atkins set out her views to the Council. She confirmed that the process had been rigorous and fair and that it had identified an excellent candidate.Noting that both the Chair and Lynda Atkins had said the candidate identified was impressive, Rob Michael-Phillips asked for further detail on what made the panel arrive at this view. The Chair said that Stuart Bell’s experience of leading South London and Maudsely NHS FT (SLAM), probably the leading mental health trust in the UK, was particularly attractive. The panel had considered Stuart Bell’s experience in managing community health services and took comfort from the fact that one of the panel members, Mary Keenan from Oxfordshire Clinical Commissioning Group, was very supportive of the appointment. Stuart Bell had also set out his experience in developing patient pathways in SLAM which could be applied to community health services. Lynda Atkins supported the Chair’s views. She said that she had had concerns that community health services would just be seen as a ‘bolt-on’ to the Trust but was pleased that Stewart George had showed real enthusiasm and energy when discussing these services and the integration of patient pathways.Pam Norton asked whether Stuart Bell had expressed any views on children’s services during the interview. Lynda Atkins said he did not discuss these services in specific detail but the panel was impressed with his overall approach; he had demonstrated a good understanding of the integration of services.Jacqui Bourton agreed with the Chair’s views on SLAM and said the Trust would benefit in having Stuart Bell’s experience of this very successful organisation. Pat Armstrong agreed.Maureen Cundell and Juliet Dunmur both spoke about how well Stuart Bell had presented at the focus group sessions and said that they supported his appointment.The Chair said that Fiona Mackay Perkins, Neil Oldfield and Frances Tammer, all of whom could not attend the meeting, had indicated that they supported the proposal.Heather Mintern asked what Stuart Bell’s ideas were on the way the Council could work. Lynda Atkins said that he had spoken about involving the Council more in the strategic planning for services. Both Heather Mintern and Liz Turvey welcomed this approach.Whilst noting the many good points set out, Pam Norton said she was uneasy with the changing scene for children’s services and whether or not Stuart Bell could lead on this. She also queried if he could build relationships with preventative medicine. Both the Chair and Lynda Atkins said that whilst these specific points did not come up at interview he clearly set out his approach to partnership working and ability to lead on a range of services.Rob Michael-Phillips asked whether Stuart Bell had given any indication of his approach to developing and supporting his senior team. The Chair said that Stuart Bell had spoken to all Executive Directors and other senior managers before the final interview; all had reported back that they were very happy with his approach and the ideas he proposed.The Chair thanked Governors for their questions and said he felt that Governor involvement in the process had been very productive and helped ensure a robust process.**The Council approved the report and specifically approved the appointment of Mr Stuart Bell CBE as Chief Executive of the Trust from 1 October 2012 (date to be confirmed).** |  |
| **MC 35/12**abcdef | **Discussion on Implications of the Health and Social Care Act 2012**The Chair and Trust Secretary reminded the Council that when the Health and Social Care Act 2012 (the ‘Act’) was discussed at the Council meeting in May it looked as though the majority of its provisions would come into force in June/July 2012. Accordingly, the Council had requested that time be set aside that the June 2012 extraordinary meeting of the Council to discuss the Act and what actions the Trust should take. However, no commencement orders have been laid before Parliament and, the Department of Health and Monitor had now informed NHS organisations that the key components of the Act that related to NHS FTs were now likely to be implemented in April 2013. Given this, there was more time to consider the governance implications of the Act and plan accordingly. The Trust Secretary reminded the Council that implementing the Act provided the Trust with an opportunity to amend its Constitution and the Council may wish to consider the Membership Constituencies / Governor representation as part of this. He reminded the Council of the previous discussions on Membership and said that Governors may wish to reconsider whether or not to retain the separate service user / patient / carer Constituency given the historical problems in recruiting to this. The Council discussed the options relating to Membership with a particular focus on the service user / patient / carer Constituency. Lynda Atkins said that her initial view had been that this Constituency was not warranted but she had now changed her mind and that she had really welcomed the input and views form this group; she worried that this may be lost if places were not set aside for them on the Council. Liz Turvey, Jacqui Bourton and Pat Armstrong all said that they would prefer to keep this separate Constituency but acknowledged that more needed to be done to recruit Members to it.The Chair said that the Membership / Governor representation discussion should also consider the Appointed Governors. He noted that with PCTs being dissolved there was an opportunity to consider how commissioners were represented on the Council. He also noted that the Council may also wish to consider the University of Oxford representation; currently this University was represented on the Board of Directors so it may be more appropriate to offer the Governor role to another university. Other Governors also suggested additional sectors that could be represented on the Council including schools and social care.The Chair and Trust Secretary welcomed the discussion on Membership and suggested that a smaller group of Governors should meet with the Trust Secretary and Head of Communications and Involvement (who managed FT Membership) to consider the issues in more detail and help develop proposals for when the Constitution would need to be changed. The following Governors agreed to join the group: Jacqui Bourton, Rob Michael-Phillips, Pam Norton, Peter Tankard, Liz Turvey, Maureen Cundell and Martin Dominguez.**The Council noted the update and agreed that the November 2012 Council meeting should reconsider the Act’s implementation.** |  |
| **MC 36/12**abcd | **Any Other Business*****Lead Governor***The Chair said that Fiona Mackay Perkins role with the PCT would end in September 2012. This would see her leave the Council and bring about a vacancy for the Lead Governor role. Accordingly, the Council’s Nomination and Remuneration Committee would need to consider at its next meeting what the process for appointing a Lead Governor should be.***Chair’s Term***The Chair reminded the Council that his term of office was due to expire on 31 March 2013. Accordingly the Council would need to make a decision at the AGM whether or not to seek his re-appointment or start a recruitment process. The Council’s Nomination and Remuneration Committee would need to consider this at its next meeting.***Council Meeting Venues***Pat Armstrong proposed that the Council should meet in the same location for every meeting. She said that this would make it much easier to find venues (both for Governors and those from the Trust who needed to set up the meetings). She proposed Thame as the best location as it was relatively central for all Governors. Many Governors present indicated their support for this proposal and the Trust Secretary agreed to canvass views out-of-session (recognising that a number of Governors were not at the meeting) and look to reach a decision to be implemented for the 2013 meetings onwards.***Julie Waldron’s Last Meeting***The Chair noted that this was Julie Waldron’s last Council meeting as she would be retiring at the end of August. On behalf of all Governors her thanked her for her work as Chief Executive over the past 13 years and especially for leading the Trust to become an NHS FT and implementing the Members’ Council. | **JCH** |
|  | **The meeting was closed at 7.05 p.m.** |  |

**Signed:**

Chair

**Date:**