

**Oxford Health NHS Foundation Trust**

**Council of Governors and Members'**

**ANNUAL MEMBERS' MEETING (AMM) AND ANNUAL GENERAL  
MEETING (AGM)**

**Minutes of the AMM and AGM held on 10 September 2015 at  
18:15 at the Kassam Stadium, Grenoble Road, Oxford**

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

Lynda Atkins (Lead Governor)	Martha Kingswood
John Bidston	Reinhard Kowalski
Mandy Carey	Lynda Lawrence
Maureen Cundell	Samantha Mandrup
Martin Dominguez	David Mant
Geoffrey Forster	Carol Penny
Gillian Evans	Dave Pugh
Maureen Ghirelli	Chris Roberts
Gary Gibson	Diana Roberts
June Girvin	Pat Ross
Julia Grinsted	Liz Turvey
Max Hailey	Louise Willden
Andrew Harman	Sula Wiltshire
Taufiq Islam	Soo Yeo
Alan Jones	Judy Young
Hafiz Khan	

In attendance:

John Allison	Non-Executive Director
Ros Alstead	Director of Nursing and Clinical Standards
Sue Barratt	External Audit Partner, Deloitte LLP
Stuart Bell	Chief Executive
Mike Bellamy	Non-Executive Director
Mike Foster	Deputy Director of Nursing
Anne Grocock	Non-Executive Director
Mike McEnaney	Director of Finance
Kerry Rogers	Director of Corporate Affairs and Company Secretary
Laura Rogers	External Audit Senior Manager, Deloitte LLP
Hannah Smith	Assistant Trust Secretary (Minutes)
Yvonne Taylor	Chief Operating Officer
Lyn Williams	Non-Executive Director

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<p><b>AGM 01/15</b> a</p> <p>b</p>	<p><b>Introduction and Welcome</b></p> <p>The Chair welcomed everyone to the Trust's AMM and AGM for 2014/15. The combined AMM and AGM was the opportunity to present the Trust's Annual Accounts, Annual Report and Auditor's reports on both to the Governors and Members, and to take questions on each. The Annual Report and Annual Accounts had been written in line with guidance from Monitor and HM Treasury, respectively, and been formally laid before Parliament.</p> <p>The Chair thanked everyone who had presented the displays on Trust services and initiatives which had been running since 17.30.</p>	
<p><b>AGM 02/15</b> a</p> <p>b</p>	<p><b>Apologies for Absence</b></p> <p>Apologies had been received from the following Council members: Mike Appleyard, Judith Heathcoat, Judith Randall, Anwar Soopun, Mark Tattersall and David Thurston.</p> <p>Apologies had been received from the following members of the Board of Directors: Jonathan Asbridge (Non-Executive Director), Alyson Coates (Non-Executive Director) and Clive Meux (Medical Director).</p>	
<p><b>AGM 03/15</b> a</p>	<p><b>Declarations of Interest</b></p> <p>The Council confirmed that interests listed in the Register of Governors' Interests remained correct.</p>	
<p><b>AGM 04/15</b> a</p> <p>b</p>	<p><b>Minutes of the Last AMM and AGM – 11 September 2014</b></p> <p>The Minutes of the last AMM and AGM were approved as a true and accurate record.</p> <p><b><i>Matters Arising</i></b>  <b>AGM 08/14(a) Council of Governors Finance sub-group</b></p> <p>The Finance Director confirmed that the Finance sub-group had been convened and had started to meet since February 2015.</p>	

<b>AGM 05/15</b>	<b>Summary of the Year including Presentation of the Trust Annual Report 2014/15</b>	
a	<p>The Chief Executive presented the Annual Report of the Trust and provided an overview of the following key developments and issues from the reporting period:</p> <ul style="list-style-type: none"> <li>i. partnership working which the Trust was engaging in and developing. He highlighted the: Street Triage initiative in partnership with Thames Valley Policy which had been piloted in Oxfordshire and would be extended into Buckinghamshire (a presentation on the Street Triage was on the agenda); the Oxfordshire Mental Health Partnership and the development of an integrated approach to providing mental health care across Oxfordshire (he drew attention to the stalls/displays at the AMM and AGM from the integrated locality teams); the alliance with Oxford University Hospitals NHS Trust and the creation of an outcomes based care model for older people; and the partnership with Barnardo's in providing Child and Adolescent Mental Health Services in Buckinghamshire;</li> <li>ii. academic partnership with local universities, for example as would be demonstrated by the presentation on dementia research, on the agenda;</li> <li>iii. partnership between the Trust as service provider and its service users and carers, highlighting that care was a joint endeavour; and</li> <li>iv. the Trust's efficiency during a period of increased activity for its services and the challenge that this also represented in identifying savings. He noted that national comparators, such as NHS reference costs, had placed the Trust in the top 10% for efficiency. However, whilst demand was increasing and the Trust was carrying out more activity, this did not necessarily result in more income to match increased activity levels. In the future, the Trust may need to focus more on achieving the right outcomes for patients than on carrying out more activity. This was, therefore, a difficult period for the Trust financially and as demands on the health and social care system continued to grow, future years were likely to be difficult for all NHS providers.</li> </ul>	

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<p>b</p> <p>c</p>	<p>The Chief Executive thanked staff, the Board and Governors for their contributions and hard work. He thanked Lynda Atkins for her work as Lead Governor. He noted that after the end of the formal meeting, the Staff Recognition Awards ceremony would take place to acknowledge staff who had been nominated for their exceptional performance during the year.</p> <p><b>The meeting received the Trust's Annual Report for 2014/15.</b></p>	
<p><b>AGM 06/15</b></p> <p>a</p> <p>b</p> <p>c</p>	<p><b>Auditor's Report on Annual Report and Annual Accounts 2014/15</b></p> <p>Sue Barratt and Laura Rogers from Deloitte (the Trust's external auditors) presented the Independent Auditor's Report to the Council, Members and Board on the Audit of the Trust's 2014/15 Financial Statements. She explained the audit scope and set out the opinion that the financial statements:-</p> <ul style="list-style-type: none"> <li>• gave a true and fair view of the state of the Trust's affairs as at 31 March 2015 of its income and expenditure for the year then ended;</li> <li>• had been properly prepared in accordance with the accounting policies directed by Monitor; and</li> <li>• had been prepared in accordance with the requirements of the National Health Service Act 2006.</li> </ul> <p>Laura Rogers also explained the audit on the Quality Account, which was included in the Annual Report, and said that no issues had been identified.</p> <p><b>The meeting received the Auditor's Reports on the Annual Report and Annual Accounts 2014/15.</b></p>	
<p><b>AGM 07/15</b></p> <p>a</p> <p>b</p>	<p><b>Presentation of Annual Accounts 2014/15</b></p> <p>The Director of Finance presented the Annual Accounts, which had been prepared on a going concern basis and in line with directions given by Monitor and HM Treasury, to the Council. The Annual Accounts had been audited by the Trust's external auditors whose report had been presented to the AGM.</p> <p>In presenting the accounts, the Director of Finance set out the key financial performance measures achieved during the year and at year-end including the Continuity of Services Risk Rating (<b>CoSRR</b>) which had dropped to a "2" which represented a material level of financial risk which Monitor may investigate.</p>	

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c	The Director of Finance reported a worsening Operating position as the financial deficit from core operations was £3.7 million against a plan to break even, compared to a £0.2 million surplus in the previous reporting period. He noted that the Trust had received less revenue from Oxfordshire, had not met its Cost Improvement Programme ( <b>CIP</b> ) target and that there had been significant cost pressures from Out of Area Treatments and from agency costs. The overall deficit reported of £21.3 million included £17.3 million cost of asset impairment due largely to property revaluations. Total assets employed during 2014/15 were £128.2 million, compared to £148.8 million in the previous reporting period. The cash position had also reduced from £24.2 million to £15.3 million although this still represented a robust cash position.	
d	The CIP target had been £10.5 million of which £4.8 million had been achieved. The Trust's efficiency made it harder to identify savings that would not unduly impact on service quality.	
e	The Director of Finance summarised the financial outlook as difficult for the future with continuing national income reduction, below national average funding allocation to the Trust's commissioners, increasing demand and complexity in the services to be provided by the Trust and an ongoing requirement to generate surpluses for investment. He noted that the plan for 2015/16 was for a £5.4 million deficit and a CoSRR of "2".	
f	<b>The meeting received the Annual Accounts for 2014/15.</b>	
<b>AGM 08/15</b>	<b>Questions on the Annual Report, Annual Accounts and Auditor's Report (public)</b>	
a	A question was asked about the deficit position which the Trust would need to recover from. The Director of Finance said that £3.7 million was the position the Trust needed to recover from, after accounting adjustments had been made, and that this represented a £4.5 million negative swing from the previous reporting period. The Trust had dropped to a CoSRR of "2" and had kept Monitor up-to-date with its financial plans and forecasts.	
b	A question was asked about the Trust's use of agency staff and whether staffing levels had been safely achieved. The Chief Executive said that the most significant agency spend	

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	<p>was on medical locums and that this was part of an emerging national trend. Following the Francis Report and reviews of safe staffing levels, all providers had increased staffing levels. Generally the Trust was able to recruit into posts but there were issues with retaining staff, especially with the challenge of cost-of-living in Oxfordshire and proximity to London for Trust sites in South Buckinghamshire. The Director of Finance added that the Trust was also in the process of: (i) re-procuring frameworks for agency spend to enable the Trust to achieve best Value For Money; and (ii) implementing its own upgraded rostering system to more effectively manage its own flexible staffing solutions.</p>	
<b>Presentations</b>		
<p><b>AGM 09/15</b> a</p>	<p><b>Presentation from Services</b></p> <p>The meeting received three presentations which outlined key service developments that had been taking place though the year:-</p> <ul style="list-style-type: none"> <li>• School health nursing one year on;</li> <li>• Street Triage; and</li> <li>• Dementia research.</li> </ul>	
<p><b>AGM 10/15</b> a</p> <p>b</p>	<p><b>Additional Questions</b></p> <p>Geoffrey Forster (Governor) asked about the dividend which the Trust paid. The Director of Finance said that the dividend was a public dividend paid to HM Treasury which was set as a percentage of the Trust's asset base. The dividend pay-out had increased after the Trust received assets worth £39 million which had been transferred to it in the previous year. As the Trust was regarded as having more assets, it was required to pay a higher dividend back to HM Treasury.</p> <p>A question was asked about the Trust's relationship with another organisation which provided supported accommodation. It was said that the other organisation which provided supported accommodation had breached information governance and data protection requirements and that its underlying procedures made such breaches likely to continue. The Trust Chair said that the Trust took data security very seriously and that this was a serious allegation about another body. The Chief Executive said that this should be investigated and he asked Mike Foster, Deputy Director of Nursing and the Trust's Caldicott Guardian, to meet with the person raising the</p>	

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c	<p>question to discuss the details. The Deputy Director of Nursing arranged to meet with the person outside the AGM.</p> <p>The Trust Chair noted that Thames Valley Police were in attendance and asked for a comment upon the Street Triage initiative. The policing sergeant from Aylesbury who was in attendance said that the Street Triage initiative had been helpful in: assisting the police to deal with vulnerable people; providing prompt and early guidance for the police with experienced mental health practitioners on hand to give support; and avoiding the use of Section 136 procedures.</p>	
<b>AGM 11/15</b>	<b>Any Other Business</b>	
a	The Chair noted that this would be Lynda Atkins' last AGM as Lead Governor and thanked her for her work and contribution to the Trust and the Council of Governors.	
b	The Chair invited attendees to stay after the close of the formal meeting for the Staff Recognition Awards.	
	<b>The meeting was closed at 20:00</b>	

**Signed:**  
Chair

**Date:**