

**Oxfordshire and Buckinghamshire Mental Health NHS  
Foundation Trust**

**Members' Council**

**PAPER**  
MC 01/2011

**Minutes of a meeting held on 16 November 2010 at  
6.00 p.m. at Thame Barns Centre, Thame, Oxfordshire**

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

Mike Alexander ( <i>part meeting</i> )	Maureen Cundell
Jane Amies	David Geaney
Carol Bannister	Stewart George ( <i>part meeting</i> )
Meg Barbour	Ian Jones
Steve Bell	Fiona Lomas
Jacqui Bourton	Martin Phillips ( <i>part meeting</i> )
Chris Brearley	Pauline Scully ( <i>part meeting</i> )
Paul Cann ( <i>part meeting</i> )	Jackie Thomas ( <i>part meeting</i> )

In attendance:

Jane Appleton	Assoc. Director of Communications and Involvement
Graeme Armitage	Director of Human Resources
Mike Bellamy	Non-Executive Director
David Bradley	Chief Operating Officer
Stephen Cass	Director of Infrastructure Development
Anne Grocock	Non-Executive Director
Justinian Habner	Trust Secretary ( <i>Minutes</i> )
Jayne Halford	A/Director of Human Resources
Gareth Kenworthy	A/Director of Finance
Helen Millar	Assistant Chief Operating Officer
Cedric Scroggs	Non-Executive Director
Phil Sharman	Audit Commission
Julie Waldron	Chief Executive
Alan Witty	Audit Commission
Lyn Williams	Non-Executive Director

<p><b>MC 52/10</b></p> <p>a</p> <p>b</p>	<p><b>Introduction and Welcome</b></p> <p>The Chair welcomed Governors, Directors, Trust auditors (Audit Commission), Members of the Trust and the public to the meeting.</p> <p>The Chair noted that Buckinghamshire County Council had replaced their appointed Governor, Cllr. Patricia Birchley, with Cllr. Martin Phillips. The Chair thanked Tricia for her support during the Members' Council's first two years.</p>	
<p><b>MC 53/10</b></p> <p>a</p>	<p><b>Apologies for Absence</b></p> <p>Apologies had been received from: Dana Scott, Mark Hancock, Jayne Champion, Alan Webb, Jeanette Hocking, Graham Whitwell, Andrew Friend, Anthony Monaco, Julia Besooijen, Pauline Fair, Arash Fatemian, Heather Mintern, Liz Turvey</p>	
<p><b>MC 54/10</b></p> <p>a</p> <p>b</p>	<p><b>Declarations of Interest</b></p> <p>The Council confirmed that no amendments were required to Register of Governors' Interests.</p> <p>The Trust Secretary explained that all Governors would be asked to re-consider their interests in light of the proposed Community Health Oxfordshire (CHO) integration. As part of their assessment, Monitor required updated registers of interests for Governors and Directors. An e-mail/letter would be sent to all Governors in the coming days explaining this further.</p>	
<p><b>MC 55/10</b></p> <p>a</p>	<p><b>Minutes of the Previous Meeting – 28 September 2010</b></p> <p>The Minutes of the meeting were approved as a true and accurate record, and the Chair signed a copy.</p>	

<p>b</p>	<p><b>Matters Arising</b></p> <p><b>Item MC 45/10c – Quality:</b> The Assistant Chief Operating Officer provided an update on the work being undertaken to look at the way quality was measured within the Trust. Governors would be involved in this work as it progressed and an update would be presented at the Council meeting in February 2011.</p> <p><i>Stewart George joined the meeting at this point.</i></p>	<p><b>HM</b></p>
<p><b>MC 56/10</b></p> <p>a</p> <p>b</p> <p>c</p>	<p><b>2009-2010 Annual Audit Letter</b></p> <p>The Chair introduced Phil Sharman, Engagement Lead, from the Audit Commission and asked that he present the Annual Audit Letter to the Council. He reminded Governors that the Audit Commission had been appointed as the Trust's auditors by the Members' Council.</p> <p>In presenting the report, Phil Sharman noted that the letter had the incorrect audit year on the front cover. He confirmed that the letter was for 2009/10. The letter explained to Governors that the Audit Commission's report on the Trust's annual accounts provided an unqualified opinion. The accounts had been completed and submitted to Monitor on time. The 2009/10 year had been the first year that the accounts were prepared under International Financial Reporting Standards (IFRS) and no material errors were identified in the financial statements. The Audit Commission issued its Governance Report to the Trust's Audit Committee on 27 May 2010.</p> <p>In terms of Value for Money (VFM) considerations, Phil Sharman explained that his review did not identify any matters that would indicate that the Trust did not have in place proper arrangements for securing economy, efficiency and effectiveness in its use of resources. Recalling discussions at the Council in 2009 (when he presented the 2008/09 Annual Audit Letter), Phil Sharman explained that he continued to work with Executive Directors to explore options and processes that may positive assurance on VFM in future reporting periods. He added that the Audit Commission's review of the Trust's Quality Account allowed a positive assurance approach to be taken.</p>	

d	Phil Sharman highlighted the four recommendations set out in the letter and explained that the Trust had accepted each of these.	
e	<p>Noting the recent reports in the media announcing the Government's intention to abolish the Audit Commission in 2012, Phil Sharman assured the Council that the audit practice component of the Commission would still continue in some format. As the Commission's practice arm was in the top five largest auditor group in the country, ministers had made it clear that they would want to see it remain in the market in order to provide a public benefit (by not reducing competition). The Chair asked what, if any, action the Council needed to take. Phil Sharman said that the Audit Commission would still be in a position to audit 2010/11 and 2011/12 accounts.</p> <p><i>Martin Phillips joined the meeting at this point.</i></p>	
f	<p>Noting Recommendation 2 concerning payroll, Mike Alexander asked for an overview of the issues behind the recommendation. The Chief Executive said that the Trust changed payroll providers which resulted in a number of problems materialising (both over and under payments). Analysis of the problems had shown that some were the responsibility of the payroll provider whilst others were a consequence of Trust practice. Work had occurred to address the problems and the Audit Committee was closely monitoring performance. The chair of the Audit Committee, Cedric Scroggs, explained that the Committee had received three detailed reports on payroll issues. These had shown improvements in performance were being made. More work was required to ensure that Trust managers/staff complied with payroll procedures. The Chair said that a further update on progress would be presented to the Council in February 2011.</p>	GA / JHd
g	<p>Following on from the explanation of the issues, Mike Alexander asked what lessons had been learnt. The Chief Executive said that the review under taken showed that the process for tendering was satisfactory. However, it was clear that closer monitoring of performance of the new provider was required in the early months of the contract. Additionally, there were lessons for Trust managers and staff in terms of following procedures.</p>	
h	<p><b>The Council received and noted the Annual Audit Letter for 2009/10.</b></p>	

	<p><i>Pauline Scully and Jackie Thomas joined the meeting at this point.</i></p>	
<p><b>MC 57/10</b></p>	<p><b>Constitutional Changes</b></p>	
<p>a</p>	<p>The Trust Secretary presented the cover report which explained that, as part of the CHO integration programme, the Trust's Constitution was reviewed and a number of proposed amendments identified to ensure that the integration could take place. He reminded the Council that under section 23 of the Constitution, the Trust could amend its Constitution with the approval of Monitor. A proposal to amend the Constitution could only be put to Monitor if it had been agreed by the Board of Directors which must have consulted the Members' Council.</p>	
<p>b</p>	<p>The Trust Secretary explained that the three areas identified were:-</p> <ul style="list-style-type: none"> <li>• Name of the Trust.</li> <li>• Membership Constituencies.</li> <li>• Composition of the Board of Directors.</li> </ul> <p>Section 3 of the Constitution, which set out the principal purpose of the Trust, did not need to be amended because its wording was broad enough to allow OBMH to take on community health services.</p>	
<p>c</p>	<p>Chris Brearley asked whether all the proposed amendments were dependent on the CHO integration. The Chair said that none of the proposed amendments was wholly contingent on the integration. Each had been worked up in reference to both the integration work and other needs identified within the Trust. However, should the CHO integration not go ahead then, in the case of the Membership Constituencies, the proposed amendments would be altered because there would not be a need to ensure representation of people interested in CHO.</p>	
<p>d</p>	<p>Three separate reports on each of the areas had been written and would be presented to the Council in turn.</p> <p><b><i>i) Change of Foundation Trust Name</i></b></p>	
<p>e</p>	<p>The Assoc. Director of Communications and Involvement presented the report which set out two potential new names for the Trust and the rationale for each. The two proposed names</p>	

	<p>were:-</p> <ul style="list-style-type: none"> <li>• Oxford Health NHS Foundation Trust.</li> <li>• Oxfordshire and Buckinghamshire NHS Foundation Trust.</li> </ul> <p>Both names were in line with Monitor's guidance.</p>	
f	<p>The Assoc. Director of Communications and Involvement explained that, given the areas covered by the Trust, it had been impossible to find an appropriate name which reflected the geography.</p>	
g	<p>The report showed how both names would be represented on building signs; prominence would be given to the local building names which people were more likely to readily identify with.</p>	
h	<p>Fiona Lomas said that she would not want to see 'Oxfordshire' and 'Buckinghamshire' removed from the name. She said that she thought 'Oxford' was too elitist and would not be relevant to mental health service users. The Assoc. Director of Communications said that the point about retaining both counties' names had been raised by a number of people during the initial surveys.</p>	
i	<p>David Geaney said he preferred just using 'Oxford'. He noted that there was precedent for this as the former Oxford Health Authority had covered a wide geographical area.</p>	
j	<p>Steve Bell considered 'Oxford' to be associated too closely with elitism and privileged and was not appropriate for the NHS. He added that he preferred removing 'mental health' from the name because he felt that it was stigmatising for many people.</p>	
k	<p>Jacqui Bourton said she preferred 'Oxford' and thought that, given the association with excellence in teaching and research, the Oxford brand was a draw card for many people. It could help inspire confidence amongst people in the services provided by the Trust.</p>	
l	<p>Chris Brearley asked whether people in Swindon, Wiltshire and BaNES had expressed their views. The Assoc. Director of Communications and Involvement said that they had been included in the consultations. The consultations had raised similar comments to those expressed by the Members' Council and no one name had emerged as the clear favourite. Chris Brearley added that if there was no strong feeling express by</p>	

	<p>people in Swindon, Wiltshire and BaNES then he did not see why there was a reason to change the name. The Chair said that retaining 'mental health' in the name would be problematic should the integration with CHO go ahead.</p>	
m	<p>Meg Barbour said that she preferred the 'Oxford' option. The second name (along with the Trust's current name) was too long.</p>	
n	<p>With reference to the comments under k, Martin Phillips did not believe that removing the name 'Buckinghamshire' from the Trust name would be an extra draw card. Residents of Buckinghamshire would not consider 'Oxford' to be more associated with excellence than Buckinghamshire.</p>	
o	<p>Pauline Scully said that a possible risk in just using 'Oxford' is that other geographical areas serviced by the Trust may feel marginalised and a 'junior partner'.</p>	
p	<p>Noting the second proposed name, Carol Bannister asked whether it would be possible to use an ampersand. The Assoc. Director of Communications and Involvement said that the NHS style guidance did not allow ampersands in trust names.</p>	
q	<p><b>The Chair thanked Governors for their comments and said that he detected a slight preference for the second name: Oxfordshire and Buckinghamshire NHS Foundation Trust. He would ensure that the Council's views were taken into account when the Board considered the name.</b></p>	
r	<p><b>ii) Membership Constituencies</b>  The Trust Secretary presented the report which set out proposed changes to the Trust's Membership Constituencies and Governor representation. The need to amend Constituencies arose from the need to ensure that CHO staff, and people interested in CHO services could join as Members of the Trust. In addition, there was a recognised need that the current Membership arrangements were far too restrictive and they did not allow people in Swindon, Wiltshire or BaNES to join (unless they were a service user or carer). Finally, the need to adjust the Constituencies and, in particular, representation on the Council was to assist in growing a representative Membership (as required by the National Health Service Act 2006) and ensure equal representation on the</p>	

<p>s</p> <p>t</p> <p>u</p> <p>v</p>	<p>Council. Despite the significant efforts to grow the Service User and Carer Members, growth had been minimal and, as such, they were over represented on the Council (when compared to Public and Staff Governors). The proposed amendments would increase the number of Public Governors (which took into account advice from CHO that most people who access their services were more likely to identify with this group) and decrease the number of Service User and Carer Governors. The proposal saw the overall number of Governors increasing by four.</p> <p>The Trust Secretary reminded Governors that all Members were invited to submit ideas and suggestions during August 2010. At the Council meeting in September 2010, it was suggested that the Patient Constituency could be abolished with the Public Constituency being retained (and with a corresponding increase in Governors). At the request of the Council, a working group of Governors met and discussed options and, as such, the proposal being presented at this point had gone back to retaining a Patient Constituency.</p> <p>The Chair recognised that it would be difficult to please all Governors and Members. He said that it was important that whatever the arrangement was, it was crucial that it worked toward ensuring equal representation and allowed for as many people as possible to join as Members of the Trust.</p> <p>Paul Cann said he was uncomfortable in reducing the number of Service User and Carer Governors because he thought it would reduce their voice on the Council. He asked if there were still ways for them to feed into the Trust. The Chief Executive said that service users and carers could join as Public Members (and many already did so) and stand for election as a Public Governor. She added that the Trust had a strong history of involving service users and carers across the organisation and at different levels. In most cases, service users and carers preferred to be involved at levels specific to their local services. These arrangements would not be changed by the proposed Constitutional amendments.</p> <p>Jane Amies said she was worried by the proposed reduction in the number of Service User Governors; already it was difficult to have many Service User Governors attend Council meetings on a regular basis (often due to illness) and if the overall number was reduced then it might mean that, on occasion, very few service users would be at the meeting. Jacqui</p>	
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w	<p>Bourton added that, given their illnesses, it was often difficult for service users to continue working as Governors and keep up with the paperwork. She said that this point had been discussed at a recent FTN sponsored event for governors across the country.</p>	
x	<p>Chris Brearley agreed and said that he thought that service user input was an important part of an effective Council. As such, he thought the reduction in number of Service User Governors was too high.</p>	
y	<p>Fiona Lomas asked how other NHS foundation trusts organised their membership. The Trust Secretary explained that the 2006 Act required a public and staff constituency but the patient constituency was optional. Some NHS foundation trusts had decided to have patient constituency but discussions at FTN sponsored trust secretary forums suggested that many were moving away from having this constituency. In terms of neighbouring mental health NHS foundation trusts, Berkshire, Hertfordshire and 2gether (Gloucestershire) did not have a patient constituency.</p>	
z	<p>Recognising that sometimes Service User and Carer Governors could not regularly attend Council meetings, Mike Alexander asked whether a system could be developed that allowed for deputies. The Assistant Chief Operating Officer said that this was not possible; the option was explored during the FT application stage but advice received at that time said it would not be allowed.</p>	
aa	<p>Noting the concerns about unequal representation on the Council (currently 8 Governors represented 242 Service User Members and 4 Governors represented 135 Care Members compared to 4 Governors representing 2,193 Public Members), Jane Amies and Mike Alexander suggested that the Trust should retain a higher number of Service User and Carer Governors until told to reduce them by Monitor.</p>	
	<p>David Geaney asked how the proposed number of staff Governors had been arrived at. The Chief Executive said that it was based on the size of the service directorate concerned. She acknowledged that Corporate Services, whilst having one Governor representing them, was smaller than the other two service directorate which would have one Governor too. Given that, David Geaney asked that some thought be given to amalgamating Corporate Services into another staff</p>	

ab	Constituency.	
	Fiona Lomas said that she felt that Service User Governors were now starting to find their voice on the Council and, as such, were making a difference. She said it would be disappointing to lose that.	
ac	Jacqui Bourton reminded Governors that it was difficult to recruit Service User Members; she had spent considerable time trying to do so without success. Given this, it was hard to see how the issue of over-representation could be overcome if Governor numbers were not reduced.	
ad	Chris Brearley noted that all Staff Members were automatically opted in as Members and suggested that the same could be done for Service Users and Carers. This would help in ensuring equal representation on the Council. The Trust Secretary noted that at least one other NHS foundation trust had automatically opted in a large population group but, eventually, found this to be very difficult and expensive to manage.	
ae	<b>The Chair thanked Governors for their comments. He noted the very strong feeling expressed that the proposed reduction in the number of Service User Governors was not appropriate. He also noted that many Governors clearly wanted explicit Service User and Carer voices on the Council. He would ensure that the Council's views were taken into account when the Board considered this amendment.</b>	
af	<b>iii) Composition of the Board of Directors</b> The Chief Executive presented the report which proposed to increase the number of Executive Directors by one to ensure that the Board had the necessary skills, expertise and capacity to manage and deliver all the services of the integrated organisation. The additional post would be called the Director of Strategy and Development and would be responsible for corporate business strategy, business development, commissioner relations / high level GP liaison, producing the internal operating framework, estates and capital developments, and relationships with the Thames Valley HIEC. The precise responsibilities and interaction with other Executive Director posts will be worked through during November and December 2010. The post would be recruited	

ag	<p>for a fixed term of three years and would be funded through existing resources.</p>	
ah	<p>The additional post would result in seven Executive Directors, seven Non-Executive Directors and the Chair. The Chair would retain a casting vote.</p>	
ai	<p>Chris Brearley said, if the increase was to occur, he would want the number of Non-Executive Directors to also increase by one (so as Non-Executive Directors, even without the Chair, always had a clear majority). The Chair noted the point but said that would result in an overly large Board.</p>	
aj	<p>Steve Bell asked whether the views of staff had been considered. He noted that this was occurring at a time when staff were being asked to make efficiency savings. The Chief Executive noted the concerns and said that was one reason why the post would be for three years (allowing enough time for the work required from the post to be implemented). She said that the post's remuneration would be at the bottom end of the Executive Director pay scale.</p>	
ak	<p>Ian Jones asked whether the post needed to be a formal, voting Board position. The Chief Executive said that there was no requirement for this but said that there was a danger that, if it was not, it might be difficult to attract candidates of the right calibre.</p>	
al	<p><b>The Chair thanked Governors for their comments. He noted what seemed to be broad support for the proposal but took on board the comment regarding Non-Executive Director numbers. He would ensure that the Council's views were taken into account when the Board considered this amendment.</b></p>	
	<p><b>The Chair said that the Board would consider the proposed Constitutional amendments at its meeting on 24 November 2010. The Board's decision would then be reported to Monitor for consideration. The Council would receive an update in due course.</b></p>	
MC 58/10	<p><b>CHO Integration Update</b></p>	
a	<p>On behalf of the Director of Human Resources (who was</p>	

<p>b</p> <p>c</p> <p>d</p>	<p>Programme Director for the CHO integration programme), the Director of Infrastructure Development provided an oral update on the programme's progress. The programme was still on track with 1 April 2011 still the proposed date for the integration to occur. The business case had been submitted to Monitor which had meant that Monitor's assessment of the transaction had now commenced. It was anticipated that Monitor would complete its assessment in early 2011 which would allow the Board to make a final decision whether or not to proceed in February 2011.</p> <p>Heads of Terms were agreed with NHS Oxfordshire (the PCT) in mid-October 2010 and negotiations had commenced to finalise the Business Transfer Agreement (BTA) and Community Services Contract. The Trust was working to have both documents agreed by 15 December 2010.</p> <p>The Trust was undertaking a range of due diligence exercises which were designed to uncover all the risks associated with the integration. The Trust would seek to have indemnities included within the BTA to mitigate identified risks.</p> <p><b>The Council noted the update.</b></p>	
<p><b>MC 59/10</b></p> <p>a</p> <p>b</p>	<p><b>Nominations and Remuneration Committee Report and Proposal – NED Appointment / Re-appointment</b></p> <p><i>Given the nature of the business to be discussed, Cedric Scroggs, Anne Grocock and Lyn Williams left the meeting for this item.</i></p> <p>The A/Director of Human Resources presented the report which set out proposals relating to the re-appointment of two NEDs and the appointment process for a new NED (in light of Elaine Whittaker's resignation). The report had been prepared following a Nominations and Remuneration Committee meeting. The Chair confirmed that the report reflected the Committee's proposals to the Council.</p> <p><b>The Council:-</b></p> <ul style="list-style-type: none"> <li>• <b>Approved the re-appointment of Cedric Scroggs and Lyn Williams each for a three year term from 1 April 2011.</b></li> <li>• <b>Noted the process to appoint a new NED.</b></li> </ul>	

	<i>Cedric Scroggs, Anne Grocock and Lyn Williams rejoined the meeting.</i>	
<b>MC 60/10</b>	<b>Quality Report / Finance Report / Transformation Programme Report</b>	
a	<p><b>Quality</b></p> <p>The Chief Executive presented the Quality Report which had recently been discussed by the Board. She highlighted the issues associated with meeting CPA targets and explained the work being undertaken to improve performance. The Board had made meeting CPA targets a key priority for the Trust.</p>	
b	<p><b>Finance</b></p> <p>The A/Director of Finance provided an update on the Trust's financial position. He said that the Trust's performance was in line with plan but there were some emerging cost-pressures, particularly associated with the Buckinghamshire Adult and Older Adult service directorate.</p>	
c	<p><b>Transformation</b></p> <p>The Chief Operating Officer provided an update on the transformation work occurring across the Trust. He explained that the work was designed to improve the way the Trust provided services to patients. He said that the team leading the work had been established in September 2010.</p>	
d	<p>Ian Jones asked whether the results of the work could be quantified. The Chief Operating Officer said that it was possible to measure the results. For example, it was possible to quantify the time saved by reducing wasteful activities. The results of the various initiatives would be published.</p>	
e	<p>Steve Bell discussed the requirement of all NHS trusts, including OBMH, to make efficiency savings. He said that he believed that these would have an impact on services provided to patients. For example, if community staff numbers were reduced then this would likely result in further pressures in the acute ward environment.</p>	
f	<p>Jacqui Bourton noted the productive ward element of the programme and said that she supported it having been involved with its implementation in wards in the Warneford and Littlemore hospitals, and the Fiennes Centre.</p>	

g	<b>The Council noted the reports and updates.</b>	
<p><b>MC 61/10</b></p> <p>a</p> <p>b</p>	<p><b>Report from Board of Directors</b></p> <p>Lyn Williams presented the written report which set out the main issues discussed by the Board during September and October 2010. The report also highlighted the main decisions taken by the Board.</p> <p><b>The Council noted the report.</b></p> <p><i>Paul Cann left the meeting at this point.</i></p>	
<p><b>MC 61/10</b></p> <p>a</p> <p>b</p> <p>c</p>	<p><b>Impact of the Comprehensive Spending Review</b></p> <p>The Chief Executive provided an update on the Government's recent Comprehensive Spending Review and the likely impact on the NHS. The NHS would be protected to the extent of 0.1 per cent growth per year but this was set against pay inflation, non-pay inflation and changing demographics. Overall this would mean that all NHS trusts would need to find ways to save money and this was apparent in what commissioners were now demanding. The likely impact on OBMH (including CHO) would mean that by 2015/16, the Trust would need to be spending £51million less than it was at present. Importantly, over half of the savings would need to be found in the coming two years.</p> <p>David Geaney asked if it was known how the Government would use the efficiency savings. The Chair and Chief Executive said that this was an important question but the answer was not known. It was hoped that the NHS Operating Framework, due to be published in the coming weeks, would provide further detail on this and other issues. Through the Foundation Trust Network, OBMH was raising its concerns about the impact of the NHS financial position.</p> <p><i>Mike Alexander left the meeting at this point.</i></p> <p>Steve Bell said that mixed messages were being presented to staff and communities. Whilst the Government was saying the</p>	

d	<p>NHS would be protected, the Trust was saying that there would be real pressures. The Chair acknowledged the point and reminded the Council that the Trust's income was determined by others. It was still not clear how the efficiency savings required would be re-invested. He noted it was important that the issues were clearly explained to people. Stewart George said that, likewise, commissioners had not yet been advised how and where savings would be reinvested.</p> <p><b>The Council noted the update.</b></p>	
<p><b>MC 62/10</b></p> <p>a</p>	<p><b>Questions from Public</b></p> <p><b><i>'Getting it right for children and young people' Report</i></b>          Andrew Walker noted the Professor Sir Ian Kennedy's report about the services provided by the NHS to children and young people, and asked whether or not the Trust would be addressing the 39 actions the report sets out. The Chief Executive said that the Trust's CAMHS directorate would work with local authorities to ensure that the recommendations were addressed.</p>	
<p><b>MC 43/10</b></p> <p>a</p>	<p><b>Any Other Business</b></p> <p>None.</p>	
	<p><b>The meeting was closed at 8.34 p.m.</b></p>	

**Signed:**  
 Chair

**Date:**