

**Oxford Health NHS Foundation Trust**

**Council of Governors**

Minutes of the Meeting on 14th September 2016 at

18:00 at The Spread Eagle Hotel, Thame, Oxfordshire

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

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| Mike Appleyard | Reinhard Kowalski |
| John Bidston | Alan Jones |
| Catriona Canning | Maddy Radburn |
| Maureen Ghirelli | Martha Kingswood |
| June Girvin | Chris Roberts *(Lead Governor)* |
| Caroline Birch | Louise Willden |
| Andy Harman | Soo Yeo |
| Gill Randall | Judy Young |
| Karen Holmes | Hafiz Khan |

In attendance:

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| John Allison | Non-Executive Director |
| Lyn Williams | Non-Executive Director |
| Stuart Bell | Chief Executive |
| Alyson Coates | Non-Executive Director |
| Ros Alstead | Director of Nursing & Clinical Standards |
| Dominic Hardisty | Chief Operating Officer |
| Mike McEnaney | Director of Finance |
| Mark Hancock | Medical Director |
| Kerry Rogers | Director of Corporate Affairs & Company Secretary |
| Jane Kershaw | Acting Head of Quality & Safety |
| Liz Williams | Programme Director Learning Disability Transition |
| Paul Thomas | Deloitte LLP |
| Teresa Twomey  Hannah Smith | PA to Director of Corporate Affairs & Company Secretary (minutes)  Assistant Trust Secretary |

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| **COG 35/16**  a | **Introduction and Welcome**  The Chair brought the meeting to order and welcomed all those present. |  |
| **COG 36/16**  a  b  c  d | **Apologies for Absence**  Apologies were received from: Judith Heathcoat, Taufiqul Islam, David Mant, Mark Tattersall, Davina Logan, Chris Mace, Adeel Arif, Neil Oastler, Geoffrey Forster and Sula Wiltshire  Absent without formal apology were: Dave Pugh; Gillian Evans, Mark Aspinall, Martin Dominguez  Apologies had been received from the following members of the Board of Directors: Sue Dopson, Non-Executive Director; Anne Grocock, Non–Executive Director; Mike Bellamy, Non-Executive Director, Jonathan Asbridge, Non-Executive Director  The meeting was confirmed to be quorate. |  |
| **COG**  **37/16**  a  b  c | **Patient Experience Presentation**  The Acting Head of Quality and Safety presented an audio recording of the mother of a young person with a range of mental health needs who had faced a significant struggle along with the young person when he was transitioning from children’s to adult services within the Trust. The mother highlighted a lack of co-ordination between key workers, lengthy waiting times, complex and unhelpful assessment meetings, as well as confusion about care pathways across county boundaries.  The Trust Chair thanked the Acting Head of Quality and Safety for the presentation and noted that the transition from children to adult services was a recognised challenge to the Trust in terms of the best way to ensure consistency of care and experience for which he hoped progress was being made.  The Chief Operating Officer noted that it was also a problem for patients transitioning from adult to older adult services. He explained that there were transition forums in both Buckinghamshire and Oxfordshire and a joint commissioner had been appointed to help address transitional issues and help the move towards ‘all ages care’. |  |
| **COG**  **38/16**  a | **Minutes of Last Meeting on 08 June 2016 and Matters Arising (CG 19/16)**  The Minutes of the meeting were approved as a true and accurate record of the meeting.  **Matters Arising**  The Council confirmed that all the actions from the 8th June 2016 Summary of Actions had been progressed, or were on the agenda - CG 22/16 (a), CG 23/26 (b)(d), CG 25/16 (d), CG 27/16 (c), CG 31/16, CG 32/16, CG 34/16. |  |
| **COG 39/16**  a  b | **Declarations of Interest**  The Council of Governors confirmed that interests listed in the current Register of Governors’ Interests (CG 01/16) remained correct and there were no declarations arising out of matters pertaining to the agenda.  The Trust Chair asked that any changes in the declaration of interests be forwarded in writing to the Director of Corporate Affairs & Company Secretary. |  |
| **COG 40/16**  a  b  c  d  e  f  g  h  i | **Update Report on Key Issues from Chief Executive**  The Chief Executive presented his quarterly report (CG 20/16) which had previously been circulated with the agenda. He highlighted the following:  **CQC Inspection Report**  Following the CQC’s visit in June to reassess adult mental health services, the overall rating for each of the three services had been revised to ‘Good’. This meant the rating for the Trust had also been revised and overall officially it had been rated by the CQC as providing ‘Good’ care. The Chief Executive thanked all the staff across the Trust who had contributed to the successful outcome.    The Trust Chair noted that the inspection, whilst stressful for staff, had nevertheless been a useful and positive experience for improving Trust services. He said that the CQC had also found the experience positive.  **New Models of Care for Tertiary Mental Health Services**  The Chief Executive explained that an invitation on behalf of NHS England to submit proposals to implement new models of care for low and medium secure adult mental health care and tier 4 CAMHS services, including children’s secure care had been successful.  The Chief Executive explained that further data analysis was needed in order to fully understand the terms and conditions of all the contracts from other providers. He went on to explain that nationally it had been agreed that a shadow/pilot period would exist initially where the Trust would not take on any financial risk or ultimate accountabilities but during which it would be able to discover more about the contracts and services it was to deliver.  **Biomedical Research Council Bid Success**  The Chief Executive explained that the National Institute for Health Research, which is funded through the Department of Health, had announced that day that the Trust was to receive a five year funding package of more than £12m, together with the University of Oxford, following a competitive bidding process.  He said that the new Oxford University/ Oxford Health BRC would be one of only two across the country dedicated to mental health and dementia, and that the hub of the new centre would be based at the Warneford Hospital site. He said the research centre would enable better understanding of psychiatric conditions and allow the development of precision psychological therapies, as well as providing new insights into dementia.  June Girvin said that she would like to formally congratulate the Trust on a tremendous achievement which had resulted from a considerable amount of work.  Hafiz Khan asked whether the Trust would benefit directly from the BRC funding or whether the money would go directly to the university.  The Chief Executive explained that money for the partnership would come directly to the Trust as it was hosting the research. He added that the whole philosophy behind the project was to promote partnering between trusts and academia.  Andy Harman asked about the Oxfordshire Contract position between Oxford Health and the Oxfordshire CCG. The Chief Executive explained that the CCG had been required to pay additional money to Oxford University Hospitals NHS FT as well as being required nationally to set aside further money in reserve to cover the shortfall in finances of trusts across the country. He said that it was hoped that a settlement would soon be reached which would reflect the position from the beginning of the year. The Director of Finance added that there were still some outstanding items to agree and the parties were due to meet again the following week.  Chris Roberts asked with regard to the New Models of Care for Tertiary Mental Health Services, whether there would be any extra resource for the ‘shadow period’.  The Chief Executive explained that a small amount of resourcing was available and it was possible that some staff from NHS England might be transferred over to the Trust for that period. He said that one of the key advantages included in the Trust’s proposal would be the involvement of clinical staff in the commissioning structure as they were recognised to be the best informed in the decision making process and could innovatively unlock resources from a range of areas, including the voluntary sector who were partners in this.  **The Council of Governors noted the update and the intention where relevant to continue to keep the Council apprised of developments.** |  |
| **COG 41/16**  a  b  c  d  e  f  g  h | **Update Report from Chair.**  The Trust Chair explained that three governors – Gary Gibson, Judi Randall and Samantha Mandrup – had resigned from the Council and he thanked them for their contribution.  The Trust Chair explained that following the resignation of Soo Yeo as Deputy Lead Governor, Maureen Ghirelli had been nominated to the role which on invitation of the Chair was approved by those present. Soo Yo was thanked for her contribution to the role.  The Trust Chair noted the success of the recent Governor Training and Development sessions on Corporate Governance and Quality and Safety.  The Trust Chair explained that following a Forum meeting the governors had suggested that Non-Executive Directors be asked to report to each Council meeting on significant issues which would support the Governors role in holding the Non-Executive Directors to account.  Caroline Birch noted this would be an opportunity for Non-Executive Director’s to explain how they assured themselves that everything was ‘in order’ at service delivery level with staff and patients.  John Allison supported the idea for Non-Executive Directors to give an account of their work to the Council.  It was agreed that a process would be developed for Non-Executive Directors to present to Governors which would take account in terms of timing, those who were due to stand down soonest.  The Chair noted the roll out to all governors of the governor portal software Bitrix and asked that feedback on the system be provided during the roll out transition. It was agreed to bring an update back to the March meeting of the Council.  The Director of Corporate Affairs and Company Secretary noted that the AGM was the following week and asked for volunteers to help with the membership engagement/role of governor stand.  **The Council noted the update.** | **KR**  **KR/MH/CR** |
| **COG 42/16**  a  b  c  d  e | **Report on the external audit of the Trust’s 2015/16 financial statements (CG 21/16)**  Paul Thomas attended the meeting and presented paper CG21/16 which had previously been circulated with the agenda. He said that Deloitte had completed the external audit of the Trust’s financial statements and signed their audit opinion on 25th May 2016. He confirmed that Deloitte had issued a clean (unmodified) opinion on the Trust’s 2015/16 financial statements and they did not report on any items ‘by exception’ in their audit report. He said that the key areas of focus were NHS revenue and provisions, the Trust’s property valuations and whether the Trust was a going concern.  Paul Thomas explained that Deloitte had also carried out a separate piece of Cost Improvement Plan work involving the engagement of staff independent of the external audit process.  Paul Thomas also explained that Deloitte had completed the testing of the Quality Report and had issued the required limited assurance opinion on three indicators   * Minimising delayed transfers of care; * 100% enhanced Care Programme Approach patients receiving follow up contact within seven days of discharge from hospital; * Days between serious incident pressure damage grades 3 and 4 in community teams and hospitals   He emphasised the auditor did not revisit clinical judgements but only looked at data quality.  Chris Roberts asked whether the issues surrounding the Electronic Health Records had impacted adversely on the auditor’s work.  Paul Thomas explained that the audit only required analysis of a small population of data and therefore most data analysis was completed manually. He said that there were some challenges around the implementation of the system and this would be addressed again next year by the auditors but that the challenges did not present a value for money risk.  **The Council of Governors received the report.** |  |
| **COG 42/16**  **a**  b  c  d | **Update and review of an Oxfordshire-wide initiative to address patient delays in hospital beds (CG 22/16)**  The Chief Operating Officer presented paper CG 22/16 and explained that it had been prepared by Oxford University Hospitals (OUH) on behalf of all stakeholders. He highlighted the significant drop in delays mid 2015 which he attributed mainly to OUH as there were more patients there than in Oxford Health and therefore the impact was greater. In addition more services were focused at OUH. He commended every partner across the system including OUH, Adult Social Care services and the multidisciplinary teams.  Maureen Ghirelli asked whether there were any other examples of multi-disciplinary working in the Trust, since this showed what successful collaboration could achieve.  The Chief Operating Officer agreed that the collaboration had been successful and noted that there were many other examples of similar success when working with partners.  Andy Harman asked whether there were any similar plans for Buckinghamshire and the Chief Operating Officer said that acute services in Buckinghamshire were provided by Buckinghamshire NHS FT not Oxford Health or OUH.  **The Council noted the report.** |  |
| **COG**  **43/16**  a  b  c  d | **Update on Trust Financial Position / Finance Report (CG 23/16)**  The Director of Finance presented paper CG 23/16 which had previously been circulated with the agenda and explained that the financial results for the period ending 31st July showed EBITDA (Earnings before interest, taxation, depreciation and amortisation) of £4.5m which was £1.2m adverse to plan. He said that this was mainly due to a shortfall of £0.5m in clinical revenue due to delays in finalising FY17 contracts; a shortfall of £0.2m in the delivery of FY17 cost improvement plans and £0.5m in relation to the recurrent shortfall of FY16 cost improvement plans; and £0.1m of net pressures on operational services.  The Director of Finance explained that there was an Income and Expenditure surplus of £0.4m which was £1.2m adverse to plan. This was as a result of the lower than planned EBITDA. He added that there was a cash balance of £12.7m, £0.7m higher than planned and the Trust’s Financial Sustainability Risk Rating was 3, in line with plan.  The Director of Finance explained that the Trust had a Cost Improvement Plan target of £6.5m and improvements of £1.6m had been delivered to date which was £0.2m behind plan. He said that plans were still being developed and it was expected that the position would recover over the coming months  Chris Roberts asked whether account had been made for the Oxfordshire contract which had not yet been agreed, and the Sustainability and Transformation plans. The Director of Finance explained that a Contingency Reserve was held and it had not been used at all at this point in the year. He said that he had taken a prudent approach to protect the Trust’s position pending finalisation of the contract.  **The Council of Governors noted the report** |  |
| **COG**  **44/16**  a  b  c  d  e  f  g  h  i  j  k  l  m | **Workforce Performance Report (CG 24/16)**  The Director of Finance presented paper CG 24/16 which had previously been circulated with the agenda and highlighted the high turnover of staff within the Trust. He said that exit interviews had indicated that staff were mainly leaving in order to relocate or take promotion. He said that vacancies then took time to fill and this had a knock on effect on the bank and agency spend figures. He noted that e-rostering and flexible bank working was in place but the agency spend remained high. He added that nevertheless the overall figures were ahead of plan and NHS Improvement was satisfied with the actions being taken to address the issues.  The Director of Finance explained that workshops were being held within the operations teams in order to identify the priorities of the front line teams and he added that there were particular difficulties in recruiting to forensics. He noted that there was a general high level of vacancies across many other trusts, including London, where pay was higher. He said that more creative and bespoke solutions were needed and he hoped to be able to provide a more positive update at the next meeting.  The Director of Finance explained that the sickness rate had dropped in June to 3.6% and suggested that this was seasonal. He noted that the largest single reason for absence was anxiety and stress.  Mike Appleyard asked for the table illustrating recruitment figures to be set out more clearly so that the actual number of positions not filled was clearer. He noted that recruitment was an issue across all public services.  Louise Willden highlighted that the lack of opportunities for promotion within the Trust, saying that whilst there were senior positions available for nurses, there were few opportunities for career progression for Allied Health Professionals.  Alan Jones asked how much more expensive agency staff were than staff employed by the Trust and whether there was any extra funding for agency staff.  The Director of Finance explained that there was no extra funding for agency staff and that there was a national drive to minimise agency spend via the use of caps set by NHS England and NHS Improvement. He said that agencies had to comply with the caps if they wanted to be on the national procurement framework and that agency staff generally cost approximately 20% more than staff employed by the Trust.  Alan Jones asked whether other nurses employed by the Trust covered for their colleagues who were off work with stress. The Director of Nursing and Clinical Standards explained that staff could work additional paid hours up to a specified limit, but that extra staff might still be needed and these could be drawn from either flexible working staff or agency staff.  Reinhard Kowalski noted the high numbers of days lost from staff who were on Bands 3-6 and asked whether there was any insight on the reasons for this. Several governors suggested it would be useful to have a more detailed breakdown of these figures.  The Chief Executive noted that Band 6 staff had significant leadership responsibilities in addition to their operational workload.  Maureen Ghirelli suggested that a pictorial matrix breaking down sickness figures by directorate, teams and bands would be helpful.  Hafiz Khan noted the peak in agency spend figures at March 2016 and was informed that this was as a result of the failure to invoice for payment over a period of five months by one agency.  The Trust Chair noted the range of strategic workforce issues facing the Trust and stressed that they were all being addressed but that there was no easy solution.  **The Council of Governors noted the report.** |  |
| **COG 45/16**  a  b | **Performance Report (CG 25/16)**  The Director of Finance presented paper CG 25/16 which had previously been circulated with the agenda and explained that all NHS Improvement indicators in June and Q1 had been met and that all contract and reporting requirements had also been met.  Chris Roberts questioned why some CQUINNs were recorded as ‘under negotiation’. The Director of Finance explained that the values were not recorded in the report as they had not yet been agreed. However, the values were recorded in the contract.  **The Council of Governors noted the report.** |  |
| **COG 46/16**  a  b  c | **Car Parking (CG 26/16)**  The Director of Finance presented paper CG26 /16 and explained that it was a copy of the communication which had been sent out to all staff earlier that week. He said that an iterative approach had been adopted to resolve the car parking problem across the Trust such that as problems arose, they were addressed and creative solutions found where possible, such as the introduction of double parking for staff. The Director of Finance noted that double yellow lines had now been eliminated and double red lines and hatched lines only were being used.  Alan Jones said that the signs in the car parks needed to be clearer with regard to the hours when payment was required and Chris Roberts asked whether the free period could start at 6pm to coincide with the start of evening visiting hours.  The Director of Finance noted the requests and said that signage was under review. He agreed to find out the precise timings of the free periods and clarify this to the Council.  **The Council of Governors noted the report.** | **MM** |
| **COG**  **47/16**  **a**  b  c  d  e  f | **Oxfordshire Learning Disability Transformation (CG 27/16)**  The Programme Director for Learning Disability Transformation presented paper CG 27/16 which had previously been circulated with the agenda and explained that negotiations with regard to Oxford Health taking on the provision of services to people with a learning disability in Oxfordshire from Southern Health NHS FT continued. She said that an in depth quality peer review of all the learning disability services provided by Southern Health had taken place in order to understand capacity and workforce arrangements as well as any safety concerns. She noted that it was important to know whether Oxford Health could provide the model of care safely as well as financially.  Caroline Birch asked how the Trust assured itself that it had the requisite skills to take on the provision of learning disability services from Southern Health.  The Programme Director for Learning Disability Transformation explained her professional background and the access to expertise that was available to the Trust.  The Director of Nursing and Clinical Standards highlighted the knowledge throughout the organisation with regard to learning disabilities and noted that the Chief Operating Officer also had experience in this field.  Mike Appleyard noted that budgets were decreasing for service provision and suggested caution in assessing the financial situation.  The Trust Chair explained that the Trust was taking the appropriate time in assessing the model of care and the funding available to support it. He said that if the finance was not appropriate then the Trust would not take over the service provision.  **The Council of Governors noted the report.** |  |
| **COG**  **48/16**  a  b  c  d | **Electronic Healthcare Records (EHR) update**  The Director of Finance gave an oral update on the progress with regard to EHR. He said that he and the Trust Chair had met with the Managing Director (MD) of Advanced Healthcare and the Chief Executive Officer of Advanced Group in July. The Trust had taken legal advice with regard to delivery of the full contract.  The Director of Finance explained that a remedial plan had been requested and this was being worked on by Advanced Healthcare who had recruited new staff in order to ensure the skills were in place to deliver the contract. The Director of Finance said there would be a further formal review at the end of September with the MD of Advanced Healthcare. He said that all the issues would not be resolved immediately and there were two priority areas – the provision of the software to the full specification, and improving speed of access to the software facilities. He noted that whilst there remained some issues for certain services such as MSK and Podiatry, where appointments had been cancelled erroneously; improvements had been made to the overall system.  Louise Willden noted that some universal changes to the system did not always benefit everyone and requested that wider groups of staff be considered when determining change.  Hafiz Khan asked about the differentiation between storage of historical data and current data and the Director of Finance explained that the new system would enable access to both via different platforms.  **The Council of Governors noted the update**. |  |
| **COG**  **49/16**  a  b  c  d  e | **Annual Business Plan – progress update (CG 29/16)**  The Chief Executive presented paper CG 29/16 which had previously been circulated with the agenda and which set out the progress made so far on the delivery of the Annual Business Plan.  Maureen Ghirelli noted that the Trust’s purpose and mission was not recorded on the plan. She also suggested that the plan should focus more explicitly on outcomes.  The Chief Executive explained that outcome based measurements were becoming more widely used across the Trust and agreed that these could be articulated more clearly in the plan.  Maureen Ghirelli highlighted the priority relating to ‘leading research and adopting evidence’ and asked how this was implemented.  The Chief Executive explained that research findings would be put into practice and spread systematically. He said that the new BRC would be useful in supporting this priority along with the clinical networks such as the Academic Health Science Network and the planned Quality & Safety Improvement Institute.  **The Council of Governors noted the report** |  |
| **COG**  **50/16** | **Update Report from Council Sub-groups and Governor Forum: (CG 30/16)**  The Director of Corporate Affairs & Company Secretary presented paper CG 30/16 which had been previously circulated with the agenda and which summarised the recent work of the various governor sub-committees.   * Nominations & Remuneration   The Trust Chair explained that this committee was scheduled to meet later in the month to discuss the appraisals of the Non-Executive directors, along with succession planning and recruitment. The new membership of the committee was highlighted.   * Finance   Chris Roberts explained that the Committee had met in August but only one governor had been present. Nevertheless, the annual accounts, workforce planning and issues relating to the Electronic Health Records had been discussed. He urged other governor members to attend more regularly.   * Quality & Safety/Patient Experience   The Director of Nursing and Clinical Standards and the Medical Director noted that these Committees were also very sparsely attended and encouraged other governors to join.     * Working Together   Chris Roberts explained that the main objective when setting up this group had been to improve communication. He felt that this had been achieved and he now wished to alter the emphasis of the group to focus on governance and the constitution. He hoped the group would be able to produce a Governor Handbook which would then be brought to the Council for approval.   * Governor Forum   Chris Roberts explained that the Forum was a useful group which had been instrumental in influencing the Council agenda. He said that at least for the next meeting it may be necessary to combine the meetings of the Forum and the Working Together Group to maximise attendance and effectiveness. |  |
| **COG 51/16**  a | **Questions from the Public**  There were no questions from the public. |  |
| **COG 52/16**  a | **Any Other Business**  None |  |
| b | **There being no further business the Chair declared the meeting closed at 20:30hrs.** |  |