

**Oxford Health NHS Foundation Trust**

**CG 12/2017**

(Agenda item: 4)

**Council of Governors**

Minutes of the Meeting on 08 March 2017 at

18:00 at Conference Room, Whiteleaf Centre

In addition to the Trust Chair, and Non-Executive Director, Martin Howell, the following Governors were present:

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| Chris Roberts (Lead Governor) | Kelly Bark |
| Maureen Ghirelli  Alan Jones | Martha Kingswood  Madeleine Radburn |
| Andy Harman | Mark Tattersall |
| Caroline Birch | Martin Dominguez |
| Chris Mace | Mike Appleyard |
| Davina Logan | Neil Oastler |
| Gillian Evans | Alistair Fitt |
| Karen Holmes | Sula Wiltshire |
| Judy Young | Soo Yeo |

In attendance:

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| Stuart Bell | | Chief Executive | |
| Kerry Rogers | | Director of Corporate Affairs & Company Secretary | |
| Mark Hancock | | Medical Director | |
| Ros Alstead | | Director of Nursing and Clinical Standards | |
| Dominic Hardisty | | Chief Operating Officer | |
| Mike McEnaney | | Director of Finance | |
| Anne Grocock  John Allison  Lyn Williams  Alyson Coates  Mike Bellamy | | Non-Executive Director  Non-Executive Director  Non-Executive Director  Non-Executive Director  Non-Executive Director | |
| Donna Mackenzie  Emma Roberts  Emily Betts  Laura Smith | | Patient Experience & Involvement Manager  PricewaterhouseCoopers  PricewaterhouseCoopers  Corporate Governance Officer (Minutes) | |
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| **COG**  **01/17**  a | **Introduction and Welcome**  The Chair brought the meeting to order and welcomed all those present. | |  | |
| **COG**  **02/17**  a  b  c  d | **Apologies for Absence**  Apologies were received from: David Mant, Gill Randall, and Judith Heathcoat, Louise Wilden, Hafiz Khan, Geoffrey Forster and John Bidston.  Absent without formal apology were: Adeel Arif, David Pugh, Mark Aspinall and Mohammed Islam.  Apologies had been received from the following members of the Board of Directors: Sue Dopson; Non-Executive Director and Jonathan Asbridge; Non-Executive Director.  The meeting was confirmed to be quorate. | |  | |
| **COG**  **03/17**  a  b  c  d | **Patient Experience Presentation**  Donna Mackenzie, Patient Experience and Involvement Manager, attended to present a patient story from the Children and Young People’s Directorate. The story highlighted the experience of a young transgender person and her involvement with the Trust’s services.  Chris Mace asked whether the patient had been an inpatient. Donna Mackenzie said she was not aware whether the young person had been an inpatient. In response to further questions concerning capability, the Director of Nursing & Clinical Standards confirmed that there are guidelines in place to support staff in caring for transgender patients.  Davina Logan asked what support was being given to any staff who are uncomfortable with the neutral gender toilet facilities. Donna Mackenzie explained that the team have discussed this and have invited young people to meet them to discuss the reasons for the change.  It was agreed that Donna Mackenzie would write to the young person to thank them for sharing their story with the Council. | | **DM** | |
| **COG**  **04/17**  a  b  c  d  e  f  g  h | **Minutes of the Last Meeting and Matters Arising (CG 01/17)**  The Minutes of the meeting were approved as a true and accurate record of the business of the meeting.  **Matters arising**  **Item 56(d)** – On agenda for John Allison to present.  **Item 60(k)** – The Director of Finance will bring a paper to the next meeting of the Council outlining what was being done to address equality and diversity issues.  **Item 62(c)** – The Director of Finance provided an update on car parking and explained that the final phase was being implemented and the process would be continually reviewed over the next year. He added that an additional 32 parking spaces had been allocated for staff.  Alan Jones said that parking is worsening, particularly at Littlemore Mental Health Centre and Wallingford Community Hospital.  Neil Oastler asked whether costs had been occurred as a result of the delayed implementation. The Director of Finance confirmed that costs had been incurred from signage and car parking management. He explained that the reason for the delay was to ensure appropriate consultation with staff and to address complex issues that needed to be addressed. He said that money coming in over the next year should cover these costs.  The Director of Finance agreed to give an update on progress at the next Council. Madeline Radburn asked that the update includes a justification for charging visitors for parking. | | **MMcE**  **MMcE** | |
| **COG**  **05/17**  a | **Declarations of Interest**  **Item 14 / Paper 10/2017** – Two members of the Council of Governors highlighted they were on the NED appointments panel and Chris Roberts declared an interest in that he had applied for a NED position. | |  | |
| **COG 06/17**  a  b  c  d  e  f  g  h  i  j  k  l  m  n  o  p | **Update Report on Key Issues from Chief Executive**  The CEO presented paper CG 02/2017 which had previously been circulated with the agenda and highlighted the following:  **Care Quality Commission (CQC) Inspection**  The CEO said that the draft CQC report regarding the GP Out of Hours Service has been received. He explained that the Trust had two weeks to respond with comments before the report is finalised.  **Electronic Health Records** (**EHR**)  The CEO said that the Trust continues to make progress with Carenotes development.  He explained that the Trust has applied to NHS England to become a Global Digital Exemplar (GDE) for mental health and receive up to £5million of funding for digital health initiatives.  A decision was due to be announced in February, however he reported this had been delayed and a decision is expected to be made soon. It was confirmed that there might be another round for community health which the Trust may be able to apply for.  **Learning Disability Services**  The CEO said that discussions continue with NHS England and Southern Health regarding their request for Oxford Health to take over Evenlode Unit. He explained that the Trust could take it over on the basis that a low secure component to the clinical pathway be developed to facilitate discharge and flow.  He said that the Trust expected to take over community learning and disability services later this year following completion of all due diligence activity.    **Biomedical Research Centre (BRC)**  The CEO announced that the formal launch of BRC would be held on 31 March 2017 at the Department of Psychiatry. And said that Nicola Blackwood MP would be opening the event.  **Sustainability and Transformation Plans (STP) and local transformation processes**  The CEO explained that a process is underway to reconcile consultations and contracts. The CEO said the Buckinghamshire, Oxfordshire and Berkshire West (BOB) STP are looking at how to provide more intensive support in the community to support appropriate admission avoidance.  The CEO said that formal consultation for phase one of the Oxfordshire transformation process commenced on 16 January 2017. He explained that phase one was mainly regarding the Horton Hospital and that phase two would be more relevant to the Trust. He added that the Oxfordshire Health Overview and Scrutiny committee (HOSC) had expressed concerns about the changes and would make a decision as to whether they would refer to the Secretary of State.  **New Models of Care for Tertiary Mental Health Service**  The CEO said that negotiations were still underway with NHS England regarding the terms of the pilot.  **Carter Programme – Community and Mental Health extension**  The CEO explained that following Lord Carter’s review of productivity in the acute sector, this will be extended to community and mental health Trusts. He said that Oxford Health will be one of twenty Trusts which are part of the pilot.  Maureen Ghirelli asked how much the Trust had been able to negotiate with Oxfordshire CCG (OCCG) regarding the increased allocation of 7.2% for ‘parity of esteem’.  The Chief Executive said that all Chief Executives had been asked to sign off confirmation as to whether CCGs had invested enough funds to fulfil the Mental Health Five Year Forward View. He explained that Oxfordshire has an outcome based contract with mental health which was agreed before the Five Year Forward View and could not be expected to cover these requirements. It was agreed as part of contract negotiations that the CCG will seek an independent review in support of investment in mental health the following year.  The Chair said that the biggest concern for Non-Executive Directors was around the risk share between OCCG, Oxford University Hospitals (OUH) and Oxford Health. He said he had written to the Chairs of OCCG and OUH to request joint governance arrangements are put in place to mitigate risks.  Maureen Ghirelli noted a BBC article “Stand by for a quiet revolution in the NHS” which refers to Simon Stevens’ thinking around the purchaser/provider split and capitation budgets in an attempt to make better use of resources through collaboration rather than competition and perverse incentives. She asked how this would affect the Trust. The Chief Executive said Oxford Health was not part of the six pilot Trusts.  Mark Tattersall queried whether the transfer of services from Southern Health would come to the Council for approval. The Chief Executive confirmed that the transaction would not require Council approval as it is a relatively small service.  **The Council of Governors noted the update and the intention where relevant to continue to keep the Council apprised of developments.** | |  | |
| **COG 07/17**  a  b | **Update Report from Chair**  The Chair provided an oral update report and explained that there is a requirement for Foundation Trusts to periodically undertake a Well Led review of its governance. The Trust had appointed PricewaterhouseCoopers to undertake this review which began on 06 March 2017 and will conclude in May 2017, and governors were encouraged to participate.  **The Council of Governors noted the oral report.** | |  | |
| **COG 08/17**  a  b  c | **Update Report from NED**  John Allison provided an oral update and explained that the role of the Non-Executive Directors was to exert influence on the Board in a way that is beneficial to the organisation. He outlined his work over the previous month and said that his most rewarding activities were serious incident panels and site visits as these provide opportunities to learn more about the services and get a feel for what is happening on the front line. He expressed his admiration of the professionalism and integrity with which the Trust looks at the things it could do better.  He noted the following themes:   * Number of nurses * Cost Improvement Plans (CIPs) * Car Parking   **The Council of Governors noted the oral report.** | |  | |
| **COG 09/17**  a  b  c  d  e | **Update on Trust Financial Position / Finance Report**  The Director of Finance presented CG 03/2017 which had previously been circulated with the agenda and highlighted the key financial results for the period ending 31 January 2017; including:   * An income and expenditure position of £1.5million adverse to plan. * The release of £2million of the Trusts Contingency reserves to cover pressures in operational services leaving £2.3million in reserve. * High agency spend in January which he said had been offset by reductions in out of area placements for adult mental health. * A cash balance of £12.4million which was higher than planned. * A Use of Resources rating of 3 (1 is low risk and 4 is high risk) which he said could be a 2, however the rating is capped due to agency spend.   The Director of Finance said that the Cost Improvement Programme (CIP) was forecasting to deliver £4.9million against a target of £6.5million. He added that the Capital Programme was £0.5million behind plan.    He explained that NHSI have announced an incentive scheme for Trusts to receive additional Sustainability & Transformation funding (STF) for every £1k better than the control total that the Trust achieves. Oxford Health’s plan for FY17 is £974k better than the agreed control total so achievement of the plan will entitle the Trust to £974k of additional STF income.  **The Council of Governors noted the financial position of the Trust** | |  | |
| **COG**  **10/17**  a  b  c  d  e  f  g  h  i  j  k  l  m | **Workforce Performance Report**  The Director of Finance presented paper CG 04/2017 which had previously been circulated with the agenda and highlighted that there had been an increase in temporary staffing spend in January, however this had reduced significantly in February. He added that there had been a reduction in the number of agency overrides; where the Trust is paying above price cap set by NHS England. He explained that achieving full substantive staffing levels is currently not possible so HR are focusing on increasing the number of staff on the bank for sessional work.  The Director of Finance highlighted that nursing staff had the highest levels of temporary staff, which reflects the known recruitment difficulties within nursing. He added that mental health wards continue to be difficult to recruit to and are relying on temporary staff to cover shifts.  The Director of Finance reported that the vacancy rate is 8% which is below the Trust target.  He said that sickness rates had reduced to 4.75% and highlighted that ‘stress, anxiety and depression’ continues to be the highest reported sickness reason, however it has slightly reduced. He explained that he had a constructive meeting with unions to discuss stress and anxiety and they would be working closely together to alleviate these problems.  He explained that staff turnover had increased slightly and the main reasons are relocation and retirement. He said that a number of staff are retiring as soon as they are able to and HR would look into incentives for these staff to continue. He also noted that a lot of nursing staff are leaving for more specialist roles and said that the Trust needs to look closer at career development.  Sula Wiltshire asked what was being done about specialist nurse development. The Director of Nursing explained that she has met with John Geddes, Head of the Department of Psychiatry, and Debra Jackson, Professor of Nursing to look at developing specialist nursing and clinical academic roles. She agreed to share an update report at the next Council meeting.  The Director of Finance reported that there were 743 vacancies being recruited to and said that Tim Boylin, HR director, is working on a strategy for recruitment and retention.  Reinhard Kowalski noted the high levels of stress and said that he would start the first class of mindfulness training on 09 March 2017 in Aylesbury. He said that the response from staff had been good.  Maureen Ghirelli said that Oxford University Hospitals (OUH) appear to be better at recruitment and asked whether the Trust could discuss recruitment with OUH. The Director of Nursing explained that nationally there had been an increase in the number of adult nurses and a reduction in numbers of mental health nurses.  Gillian Evans asked how confident the Board is that wards are staffed to safe levels. The Director of Nursing explained that the Board review safer staffing levels every month, including correlation with complaints and incidents. She said in general they are satisfied wards are safe and that where there are gaps wards are using temporary and bank staff to cover.  Mark Tattersall said the main problem appears to be retention and asked if staff surveys have highlighted any solutions. The Director of Nursing said a key theme in surveys is intensity of work. She is looking into options to help vary staff workload.  Caroline Birch asked whether dual training for clinical leads and managers had an impact on retention. Kelly Bark said she had undergone the training and said this has helped her go from being a manager to a leader.  **The Council of Governors noted the report and current performance** | | **RA** | |
| **COG**  **11/17**  a  b  c  d | **Performance Report**  The Director of Finance agreed to hold paper CG 05/2017 until the next Council meeting.  Davina Logan queried the drop for mental health friends and family test. Donna Mackenzie explained that the drop was due to a change in the mechanism used to collect feedback which resulted in a delay setting services up on the new system (Iwantgreatcare).  The Council asked what the drop in accommodation was and how this could be prevented from happening again. The Chief Operating Officer said that the Trust is required to report this as part of the outcomes based contract and explained that the drop was due to an overhaul of data collection. He said this should settle by the end of March 2017.  **The Council of Governors noted the report and current performance** | | **MMcE/**  **LS** | |
| **COG 12/17**  a  b  c  d | **Governor Matters**   1. **Governor Handbook**   Chris Roberts said that the Governors Working Group had been working on a Governor Handbook for 9 months and hoped that this would be in place when the new governors start in May 2017.   1. **Nomination and Remuneration Committee Terms of Reference**   The Director of Corporate Affairs presented paper CG 07/2017 which had previously been circulated with the agenda and explained that following discussion at a previous Council of Governors, the Nomination and Remuneration Committee terms of reference had been updated to incorporate best practice guidance on the role of the committee, best practice guidance from Beachcroft and the NHS Code of Governance.   1. **Membership Development**   The Director of Corporate Affairs presented paper CG 08/2017 which had previously been circulated with the agenda and explained what work was underway regarding membership development. She highlighted that the Communications Team are working to nuance the Insight magazine to a membership magazine and would appreciate governor support with this.  **The Council noted the update and approved the Governor Handbook and Nomination and Remuneration Committee Terms of Reference.** | |  | |
| **COG 13/17**  a  b  c  d | **Constitution and Engagement Policy**  The Director of Corporate Affairs presented paper CG 09/2017 which had previously been circulated with the agenda and highlighted the main changes in the Constitution. She explained that additional amendments would be considered later in the year with regard to learning disability services and how that should reflect on the Council; and with regard to the determination of definitions for ‘significant transactions’.  She explained that the code of conduct was being reviewed by the Governors Working Group and would go to the next Council meeting for approval once recommendations had been developed.  Mark Tattersall raised concerns that the Constitution states that a Governor can be removed if: ‘has been identified and given notice in writing by the Chief Executive to the effect that he is a habitual or repetitive complainant [*replaces ‘vexatious’*] in respect of the Trust’. He said this should be a decision made by the Council of Governors and not a decision by the Chief Executive. The Chief Executive agreed that if a Governor is identified as a ‘vexatious complainant’ then the decision about dismissal should go to the Council.  **The Council noted the update and approved the Constitution, on basis of changes around dismissal of a governor, and approved the Engagement Policy.** | | **KR/ LS**  **KR** | |
| **COG**  **14/17**  a  b  c  d  e  f  g  h  i  j  k | **Non-Executive Directors**  The Trust Chair presented the paper that had previously been circulated and explained that following discussions at Council of Governors and the Nominations and Remunerations Committee it was agreed to advertise for three Non-Executive Directors with experience in the areas of finance, HR/OD, and NHS/social care. He said that interviews had been held for finance and HR/OD, and further interviews would be held in May.  The Council of Governors had the opportunity to review the CVs which had previously been circulated with the private agenda. The recommendation of the Nominations and Remuneration Committee to appoint Chris Hurst from 1 April 2017 and Bernard Galton from 1 September 2017 (for a period of associate non voting status to the end of January 2017) was presented to the Committee.  **The Council approved the appointment of Chris Hurst and Bernard Galton for finance and HR respectively.**  **Associate Non Executive Director**  Davina Logan, member of the Nominations and Remuneration Committee and interview panel member explained that Lucy Weston was a further candidate interviewed for the finance position. She explained that the panel agreed she had a lot of energy and passion but had a lack of experience at strategic level. The panel suggested introducing her as an Associate Non-Executive Director (non-voting) and supporting her development.  Andy Harman said that he supported the proposal in theory but was concerned about the number of Non-Executive Directors overall. He urged the Board to consider in medium term to remove 1 position to leave 5. The Chair said that there would be value to bringing Lucy to the Trust in this way and suggested that she would be a suitable candidate for the Audit Committee role when Alyson Coates finishes and also that the number of NEDs had been part of considerations and in light of the commitments it had not been recommended at this time to reduce them in number.  **The Council approved the appointment of Lucy Weston as Associate Non-Executive Director on terms set out in the paper.**  Sula Wiltshire asked about the balance of male and female Non Executive Directors and the Chair confirmed that balance is moving more toward male. He said that unfortunately there were only male candidates for this round of applications..  **NED Re-appointments**  The Chair explained the imminent expiry of the first term of office, a positive appraisal outcome at the last PDR and the need for continuity and proposed in accordance with the supporting paper the re-appointment of Jonathan Asbridge for a second term of 3 years and added that he was a significant asset to the Trust with his nursing background and status nationally and internationally.  **The Council approved the re-appointment of Jonathan Asbridge for a further term of 3 years.**  The Chair noted this was Lyn Williams last Council meeting and thanked him on behalf of the Council of Governors for the fantastic work he has done. The Chair proposed that Lyn’s role as Senior Independent Director (SID) and Vice-Chair should be split between Anne Grocock and Mike Bellamy in the interim.  The Council approved that from 1st May Anne Grocock would take on the role of SID and Mike Bellamy the role of Vice Chair. | |  | |
| **COG**  **65/16**  a  b  c  d  e  f | **Update Report from Council Sub-groups and Governor Forum**   1. **Nominations & Remuneration**   Nothing to discuss in addition to item 14/17 above.   1. **Finance**   The Director of Finance said that sub-group last met in November to review the finance plan and service line reporting. He said that the next meeting would look in detail at the budget.   1. **Quality and Safety**   The Director of Nursing and Clinical Standards reported that the sub-group met in February at Woodlands House and sampledsome of the food provided to inpatients. Mike Foster, Freedom to Speak Up Guardian, attended to share his findings and themes since coming into post. The Older People’s Directorate also gave a presentation on service developments. She said the sub-group reviewed the Quality Account to agree quality objectives.   1. **Patient Experience**   The Medical Director explained that only one governor attended the last meeting in January.   1. **Working Together**   Discussed above with regard to the Handbook and Constitution.   1. **Governor Forum**   There has been no Governor Forum since the last meeting.  **The Council noted the update.** | |  | |
| **COG 16/17**  a | **Questions from the Public**  No members of the public were present during the meeting. | |  | |
| **COG 17/17**  a | **Any Other Business**  **Governor Elections**  The Director of Corporate Affairs reminded governors with regard to the election nomination deadline and thanked the governors coming up for re-election for their contributions to the Trust and said she hoped they would stand again. Any governor ‘retiring’ or unsuccessful in a contested seat would be thanked formally at the time. | |  | |
| **COG 18/17**  a | **There being no further business the Chair declared the meeting closed at 20:27hrs.** | |  | |