

**Oxford Health NHS Foundation Trust**

**CG 26/2017**

(Agenda item: 06)

**Council of Governors**

Minutes of the Meeting on 07 June 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) | Madeleine Radburn |
| Alan Jones | Sula Wiltshire |
| Andy Harman | Louise Willden |
| Caroline Birch | Soo Yeo |
| Chris Mace | Terry Burridge |
| Chris Roberts | Geoff Braham |
| Geoffrey Forster | Allan Johnson |
| Gillian Evans | Abdul Okoro |
| Kelly Bark | Richard Mandunya |
| Reinhard Kowalski  Neil Oastler | Davina Logan |

In attendance:

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| --- | --- |
| Stuart Bell | Chief Executive |
| Kerry Rogers | Director of Corporate Affairs & Company Secretary |
| Mark Hancock | Medical Director |
| Dominic Hardisty | Chief Operating Officer |
| Anne Grocock  John Allison  Alyson Coates | Non-Executive Director  Non-Executive Director  Non-Executive Director |
| Laura Smith  Donna Mackenzie | Corporate Governance Officer (Minutes)  Patient Experience & Involvement Manager (*part meeting*) |

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| **1.**  a  b | **Introduction and Welcome**  The Chair brought the meeting to order and welcomed all those present. He announced the following new governors had been appointed: Terry Burridge, Geoff Braham, Allan Johnston, Abdul Okoro, Richard Mandunya and Dr Astrid Schloerscheidt.  The Chair thanked the governors who had stood down at the end of their term in particular Maureen Ghirelli, Deputy Lead Governor. | | | |  |
| **2.**  a | **Apologies for Absence and quoracy check**  Apologies were received from: Gill Randall and Dr Astrid Schloerscheidt.  Absent without formal apology were: Dave Pugh, Martin Dominguez, Mike Appleyard, Adeel Arif, David Mant.  Apologies had been received from the following members of the Board of Directors: Mike McEnaney; Director of Finance, Ros Alstead; Director of Nursing & Clinical Standards, Mike Bellamy; Non-Executive Director and Jonathan Asbridge; Non-Executive Director.  The meeting was confirmed to be quorate. | | | |  |
| **STAFF, PATIENT EXPERIENCE AND TRANSFORMATIONAL CHANGE PRESENTATIONS** | | | | |  |
| **3.**  a | **Patient Experience Presentation**  Donna Mackenzie, Patient Experience & Involvement Manager presented a video highlighting the experience of a carer for a patient on Abingdon Community Hospital Ward 2. She said it was important to look at all aspects of patient and carer experience and not just the positive feedback. She explained that the video had been used on the ward as a training tool for new and existing staff.  *Donna Mackenzie left the meeting* | | | |  |
| **INTRODUCTORY ITEMS** | | | | |  |
| **4.**  a  b  c  d | **Minutes of Last Meeting on 08 March 2017 and Matters Arising**  The Minutes of the meeting were approved as a true and accurate record of the business of the meeting with the following amendment:  **Item 14(g):** should read: ‘the two male candidates recommended were the best candidates’.  **Actions**  The Council confirmed that the following actions from the 8th March 2017 had been completed or were on the agenda for the meeting: 60(k), 62(c), 10(f) and 11(a).  The actions against item 13(b) would be held over to the next meeting. | | | | **KR** |
| **5.**  a | **Declarations of Interest**  No interests declared pertinent to matters on the agenda. | | | |  |
| **6.**  a  b | **Register of Interests**  The Chair noted paper CG 13/17 and asked Governors to update Kerry Rogers with any interests to declare not on the current register.  **The Council of Governors noted the report.** | | | |  |
| **7.**  a  b  c | **Update Report from Chair**  The Chair provided an oral update of the election process and requested nominations for the Deputy Lead Governor position. Madeleine Radburn had been put forward and was willing to take up the role with the support of the Council. Approved by the Council of Governors.  The Director of Corporate Affairs & Company Secretary confirmed the details of unfilled vacancies and explained that the Service User: Oxon election was still underway.  **The Council of Governors noted the report and approved Madeleine Radburn as the new Deputy Lead Governor.** | | | |  |
| **8.**  a  b  c  d  e  f  g  h  i  j  k  l  m  n  o  p  q  r  s  t  u  v  w  x  y | **Update Report on Key Issues from Chief Executive**  The CEO presented paper CG 17/2017 which had previously been circulated with the agenda and highlighted the following:  **Annual Plan FY17**  The CEO said the financial result for FY17 had been better than planned. He explained that as part of the incentive scheme for Trusts to deliver better than their Control Total the Trust had received a one-off £3m of additional Sustainability & Transformation funding (STF).  **FY18 Contract / Risk Share Governance**  The CEO highlighted the £18m Oxfordshire Risk Share as the biggest risk for the FY18 financial plan. He explained that it had been agreed to split the risk between Oxfordshire CCG (40%), Oxford University Hospitals (OUH) (40%) and Oxford Health (20%) against a list of agreed mitigating actions, largely related to acute care.  The CEO explained that since this agreement an additional risk of £3m had been identified however Oxford Health have not agreed to take on 20% share of this.  The main main concern was that progress against the mitigating actions was not evident and he was raising this with Oxford CCG and OUH.  **MSK Contract**  The Chief Executive expressed disappointment regarding the potential loss of the MSK contract and the impact on staff and explained he had written to the Oxfordshire CCG Chief Executive to set out concerns around the MSK contract. He highlighted concerns connected with referral to treatment (RTT) for acute care and the ability to control elements of the risk share mitigation plans previously referenced.  **IM&T Update**  The Chief Executive reported that CareNotes implementation was progressing well with no major issues over recent months.  **New Care Model Applications for Tertiary Mental Health Services**  The Chief Executive said NHS England had introduced new models of care for mental health and the Trust had been successful in its bid for commissioning of secure adult mental health for Buckinghamshire, Berkshire, Hampshire, Isle of Wight, and Oxfordshire from 01 June 2017.  He explained NHS England had announced the launch of a ‘wave 2’ bidding process for Tier 4 CAMHS and Adult Eating Disorders and said the Trust had bid for both these services.  The Chief Executive said the idea of the New Care Model is that the Trust can take responsibility for the commissioning budget for the area to help generate efficiencies, for example, reinvesting funds for inpatient beds into the community.  Alan Jones expressed concern over the possibility of closing inpatient beds and asked whether the service would still be able to meet the demand of patient care.  The Chief Executive said there were no plans to reduce forensic inpatient bed numbers at the moment and explained the focus would be on moving out of area placements back to local units. He noted the average length of stay in a forensic unit is 18-24 months mainly due to issues finding supported accommodation and by working closely with organisations such as Response this could be reduced.  The Chief Executive explained that with regard to Eating Disorders Service, more funding was needed earlier in the pathway to support patients and prevent admission rather than increasing inpatient beds.  **Southern Health**  The Chief Executive confirmed the Trust had agreed to the transfer of the community LD service from Southern Health from 01 July 2017 subject to conclusion of contracts and the Business Transfer Agreement.  He added a number of proposals had been made to NHSE for the Evenlode site and negotiations should conclude shortly.  **Biomedical Research Centre (BRC) Launch**  The Chief Executive said the NIHR Oxford Health BRC was launched on 31 March 2017 and was the 2nd mental health BRC in the country.  **Academic Health Science Network (AHSN)**  The Chief Executive said Oxford Health co-hosted ‘innovation and impact’ events with the AHSN in May. These took place in Oxford on 18 May and High Wycombe on 22 May. He reminded Governors they were welcome to attend future events.  **Sustainability and Transformation Plans (STPs) and local transformation processes**  The Chief Executive provided an update on the Bucks, Oxon, West Berks (BOB) STP work and explained that NHS England had started a new process to appoint new STP Leads.  He provided an update of the Oxfordshire Transformation and explained that a decision on the outcome of the phase 1 consultation will be taken by the Oxfordshire CCG Governing Body after the period of 'purdah' for the local elections in June.  The process for phase 2 (community services) is expected to start later in the year.  He said the Trust was working with the Buckinghamshire system to develop an Accountable Care System (ACS) in collaboration with GP federations, the Acute/Community Trust (BHT) and councils and commissioners.  The Governors were invited to ask questions.  Alan Jones asked whether the Board were happy that mental health community services would be able to operate sufficiently if inpatient services close. The Chief Executive said there was a problem with recruitment and retention of staff across all inpatient services and had begun to be an issue in community services as well. He explained that various schemes were being introduced to make Oxford Health attractive for people to work and stay including housing opportunities.  Louise Willden expressed concerns over the loss of MSK contract and explained that the contract with Oxford Health would finish in July which leaves a gap for patients until October. She said staff do not know what will happen to these patients and asked whether GPs had been informed yet. The Chief Operating Office confirmed these issues were shared by the Board and he would be picking this up with Oxfordshire CCG.  Andy Harman said he was surprised the Trust had agreed to take on 20% of the Oxfordshire Risk Share and the Trust should not contribute to the additional £3m risk. The Chief Executive said the Trust had not agreed to any share of the £3m risk. He explained that with regard to the Trust’s share of the £18m risk the Trust had a choice but it was necessary to support system improvement. Further investment in community and mental health in the future was an important consideration and negotiation stance.  The Chief Executive explained the main risk currently is the RTT activity levels and performance for OUH. By working together with GP federations to reduce this activity it is hoped we can support improvement.  **The Council of Governors noted the report.** | | | |  |
| **9.**  a  b  c  d  e  f  g  h | **Update Report from NED**  Anne Grocock introduced herself and provided an oral update of her experience as a Non-Executive Director (NED). She detailed her background as a Physiologist and said she had taught at the University of Oxford before becoming a college bursar (covering finance, estates and HR). After this she was CEO of the Royal Society for Medicine and joined the Trust as a NED 9 years ago.  Anne Grocock described the role of the NED as being there to provide support using their own experience to address problems in the Trust. She said she was a member of the Quality Committee and Audit Committee, attended the Governors Patient Experience Sub Group, serious incident investigation panels, was a Mental Health Act Manager and a mentor for the Shadow Board.  She said that one of the most fascinating aspects of her role was being the NED for the Children and Young People Directorate and explained this involved attending regular meetings with the Services Directors and finding ways to help and support the Directorate and to understand challenges presented to Board.  Anna Grocock said she was Chair of the Charity Committee and explained that there was lots of work underway to help provide services for patients and staff over and above what is funded by NHS. She urged governors to support the charity and help raise funds.  Anne Grocock reported that over the last few years there has been a growing focus on patient care including partnership working, however she noted there was still room for improvement.  She said her biggest concern was staff recruitment and making sure staff have a really good working environment and are supported and cared for.  Anne Grocock ended with a quote from Maya Angelou "People will forget what you said, people will forget what you did, but people will never forget how you made them feel."  **The Council of Governors noted the oral update.** | | | |  |
| **QUALITY, PERFORMANCE AND GOVERNANCE** | | | | |  |
| **10.**  a  b  c  d  e  f  g  h  i | **Cyber Security Update**  *Dominic McKenny, Chief Information Officer, joined the meeting*  The Chief Information Officer attended to provide an oral update on the recent NHS cyber security attack and highlighted that the Trust’s IT system was not affected. He explained that Microsoft had released a patch for this virus in March which the Trust had immediately applied. Despite this he said the IM&T Department had switched off the intranet and VPN and manually checked all servers. He added the IM&T Helpdesk had seen a significant increase in phone calls receiving a week’s worth of calls on the first day after the attack.  Alan Jones asked whether VPN meant staff could access their emails outside of work to add an out of office message if they were off sick. The Chief Information Officer confirmed they would be able to do this.  Chris Roberts asked whether interoperability would make the system more vulnerable. The Chief Information Officer said the greatest risk is staff practice so interoperability was not a concern. He explained that in March 2017 the Trust had a Cyber Security Assessment in which the Trust was rated comparable with other organisation. He said ways to improve were noted and most of these were around staff practice.  **Care Notes**  The Chief Information Officer provided an update on CareNotes implementation and explained that there had been a further upgrade to mental health CareNotes and an update on Community CareNotes would take place that evening to help stabilise the system. He said there had been significant improvements including electronic discharge letters being piloted on Vaughan Thomas Ward.  Louise Willden expressed concern that CareNotes crashed frequently throughout the day for her and she gets constant error messages. She added that changes only seem to make it worse.  The Chair explained the decision to move to CareNotes was made because RiO was going to be made obsolete, but it was acknowledged the experience of some team was known to require attention.  Kelly Bark said CareNotes was not an issue across the whole Trust and said despite problems initially Mental Health CareNotes is working much better now.  It was agreed that Dominic McKenny, Chief Information Officer, would be invited to the September meeting to provide an update on CareNotes.  **The Council of Governors noted the report.**  *Dominic McKenny, Chief Information Officer, left the meeting* | | | | **LS** |
| **11.**  a | **Update on Trust Financial Position / Finance Report**  **The Council of Governors noted paper CG 16/17 in the absence of the Director of Finance and raised no questions about its content.** | | | |  |
| **12.**  a  b  c  d | **Workforce Performance Report**  The Chair presented paper CG 16/17 and highlighted the ongoing challenges with recruitment. He explained that the Board had recently had a session with Tim Boylin, Director of HR, and identified a number of ideas to tackle this issue.  Sula Wiltshire noted the high level of sickness levels related to stress and said the Trust needs to look at how this is managed. The Chairman said there are constructive conversations happening with the unions including looking at an employee assistance programme.  It was agreed that Tim Boylin, Director of HR, would be invited to the September meeting to talk about recruitment and retention.  **The Council of Governors noted the report.** | | | | LS |
| **13.**  a | **Equality and Diversity Report**  **The Council of Governors noted paper CG 17/17 in the absence of the Director of Finance.** | | | |  |
| **14.**  a  b | **Performance Report**  It was agreed that Martyn Ward, Interim Director of Performance, would be invited to the September meeting to talk about performance.  **The Council of Governors noted paper CG 18/17 in the absence of the Director of Finance.** | | | | LS |
| **15.**  a  b | **Procurement of External Audit Services**  Alyson Coates presented paper CG 19/17 and explained she was on the panel to appoint a new External Audit Service, alongside two governors and the Finance Director. She said the appointment proposal would come back to the Council on 13 September 2017 for a decision.  **The Council of Governors noted the report.** | | | |  |
| **16.**  a  b  c  d  e | **Car Parking Update**  The Chief Operating Office provided an oral update on car parking and explained that the permit system had been successfully launched and majority of eligible staff now have their permits. He reported that additional spaces had been identified and staff had been reminded that they are able to use the permits at OUH sites.  Louise Willden said it was much easier to park at Abingdon Community Hospital since the additional spaces had been identified.  The Council raised concerns regarding pay and display machines not working in a number of locations and Alan Jones said he was not able to use £2 coins at the Whiteleaf Centre machine.  The Chief Operating Officer agreed to look into the governors concerns about pay and display machines and report back.  **The Council of Governors noted the oral update.** | | | | DH |
| **17.**  a  b  c  d  e  f  g  h  i  j  k | **Governor Queries\***  The Governor Forum had requested responses from the Trust with regard to the matters below:  **Change management**   * MSK Service   The Chief Operating Officer said contextually the Trust was constrained in what can be said as the procurement process for MSK is ongoing. He explained that the Trust’s bid was rejected by Oxfordshire CCG on the basis that there was not enough information on the Pre-Qualifying Questionnaire (PQQ). He said staff had been told what the Trust is able to tell them. More clarity is needed from the CCG before more detail or learning can be given.  The Chief Executive acknowledged that the process of tendering is destructive to staff morale when they don’t know who their employer is going to be and he was increasingly dismayed that the process was not being revisited.  Louise Willden confirmed staff were told about the outcome but said the language used could have been better and they were told ‘you win some you lose some’.  Sula Wiltshire explained there are rules around procurement and when bids are submitted they need to complete a PQQ. She said she had seen other PQQs from the Trust where not enough information is put in and even though she knows what teams deliver the CCG had to make decisions based on the quality of the PQQ.   * Psychological Services   The Chief Operating Officer explained that a review of Psychological Services was underway with the plan to integrate with the AMHTS. He reported that there had been lots of stakeholder engagement throughout the process and feedback had been taken on board. It was recognised the review had taken an extended period of time.  **Cognitive Behavioural Therapy (CBT) waiting times**  The Chief Operating Officer reported that there are significant waits for CBT in Oxfordshire but noted this is an improving picture having reduced from 722 patients waiting for therapy last year to 320. He added that a lot of work was underway and he would provide an update at the next Council of Governors.  Reinhard Kowalski explained there had been similar issues in Bucks and a lot of work was put in to reduce the waiting times. He noted the ongoing Psychological Services integration and felt it should be considered if this was the right time to look at waiting lists.  Chris Mace asked whether the Trust should be focusing on effectiveness of treatments rather than waiting lists. The Chief Executive explained that there are routine outcome measures for psychological therapies which allows the Trust to compare with other services in the country. He said the effectiveness had increased from 45% to 55% which is significantly above the national average.  Gill Evans noted that people are falling into the gap between psychiatric care and psychological care and left unsupported. Reinhard Kowalski agreed and said the Psychological Service integration would address this by creating one pathway for psychiatric and psychological care.  **The Council of Governors noted the oral update.** | | | | **LS / DH** |
| **18.**  a  b | **Nursing Recruitment/ Retention Report**  The Chair explained that the Director of Nursing had been called away on an emergency and suggested postponement until September so it could be addressed in parallel with the Director of HR’s update.  **The Council of Governors accept the proposal to delay presentation until September.** | | | | **RA/LS** |
| **19.**  a  b  c  d  e  f  g | **Care Quality Commission Out of Hours Inspection Report**  The Chief Executive presented paper CG 19/17 and explained the main concerns picked up by the CQC were DBS checks and ability to meet national standards.  He said the Out of Hours (OOH) Service predominantly draws on GPs in Oxfordshire who are employed elsewhere and undertaking sessional work in OOH. This meant that the GPs will have had employment and safety checks and training through their normal work but at the moment the Trust has no evidence of this. The Chief Operating Officer said there was no quality risk.  The Chief Executive acknowledged there were problems meeting the national standards due to the increasing high level of activity. He explained they were trying to increase capacity by recruiting more GPs but this remained a challenge.  The Chief Operating Officer added that there are further concerns regarding income tax/IR35 compliance. He said that out of 135 GPs only 53 have confirmed they will move to IR35 and is not aware what others will do.  It was agreed that the Director of Nursing would provide a progress update in 9 months.  **The Council of Governors noted the report.**  *Anne Grocock, Alan Jones and Reinhard Kowalski left the meeting.* | | | | **RA/ LS** |
| **20.**  a  b | **NHS Improvement Self Assessment**  The Director of Corporate Affairs & Company Secretary presented paper CG 21/17 and explained the Board is required to do a number of self-certifications and the paper included all of those up to 31 May 2017. She highlighted an additional submission due on 30 June which included certification about governor training and skills development. She asked governors to provide feedback/comment on the proposed certification. Governors confirmed support for the self-certification.    **The Council of Governors noted the report.** | | | |  |
| **21.**  a  b | **Governor Matters1**  **Membership\***  The Director of Corporate Affairs & Company Secretary provided an oral update on membership engagement and explained this had been raised as an issue at the last Governor Forum. She said there were a number of developments happening which included the new governor email ([contactyourgovernor@oxfordhealth.nhs.uk](mailto:contactyourgovernor@oxfordhealth.nhs.uk)), monthly membership emails and development of a member’s magazine. She said a new Membership Development Group had been set up and hoped things would progress after the first meeting.  **The Council of Governors noted the oral update.** | | | |  |
| **22.**  a  b  c  d  e | **Non-Executive Directors**  **New appointments**  The Chair presented paper CG 22/17 and explained the second round of NED interviews had finished and the Governor Nomination and Remuneration Committee had recommended Aroop Mozumder.  **The Council of Governors approved the appointment of Aroop Mozumder on the terms outlined in the paper.**  **Quality Committee Chair**  The Chair explained that he had taken over as Chair of Quality Committee from the previous Chief Executive as it was not felt to be good governance to have them chair the meeting. He said that the Well Led Review undertaken by PricewaterhouseCoopers reported that the committee should be chaired by another NED and not the Trust Chair.  He explained that he had previously undertaken the role for no additional remuneration and he recommended that the NED who takes over this committee is remunerated commensurate with the chairs of the Finance and Investment and Audit Committees.  **The Council of Governors agreed equal remuneration for the new Chair of the Quality Committee.** | | | | **Nomination & Remuneration Committee** |
| **23.**  a  b  c  d  e  f  g | **Update Report from Council Sub-groups and Governor Forum:**  **Nominations & Remuneration**  New appointments discussed above.  **Finance**  The group need a new NED following Lyn Williams’ retirement. They also requested more governor members.    **Quality & Safety**  Louise Willden requested more governors attend this meeting.  **Patient Experience**  Mark Hancock requested more governors attend this meeting, particularly in light of some members stepping down as governors.  **Working Together**  Chris Roberts explained the last meeting was delayed whilst awaiting clarification around what the constitution means by a ‘significant transaction’. The Chair said the constitution would not be changed but a memorandum of understanding would go to the next Council of Governors meeting to clarify what a significant transaction is.  **Governor Forum**  Chris Roberts encouraged governors to attend the Forum when possible.  **The Council of Governors noted the report.** | | | |  |
| **FORWARD PLANNING** | |  |  |  |  |
|  | **Questions from the public**  No members of the public were present during the meeting. | | | |  |
|  | **Any other business**  No other business to discuss. | | | |  |
|  | **There being no further business the Chair declared the meeting closed at 20:30hrs.** | | | |  |

**Council of Governors - member attendance 2017**

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| **Name** | **March 2017** | **June 2017** | **Sept 2017** | **Nov 2017** |
| Adeel Arif |  |  |  |  |
| Alan Jones |  |  |  |  |
| Andy Harman |  |  |  |  |
| Caroline Birch |  |  |  |  |
| Chris Mace |  |  |  |  |
| Chris Roberts |  |  |  |  |
| Dave Pugh |  |  |  |  |
| David Mant |  |  |  |  |
| Davina Logan |  |  |  |  |
| Geoffrey Forster |  |  |  |  |
| Gill Randall |  |  |  |  |
| Gillian Evans |  |  |  |  |
| Karen Holmes |  |  |  |  |
| Kelly Bark |  |  |  |  |
| Reinhard Kowalski |  |  |  |  |
| Madeleine Radburn |  |  |  |  |
| Martin Dominguez |  |  |  |  |
| Mike Appleyard |  |  |  |  |
| Neil Oastler |  |  |  |  |
| Sula Wiltshire |  |  |  |  |
| Louise Wilden |  |  |  |  |
| Soo Yeo |  |  |  |  |
| Terry Burridge | N/A |  |  |  |
| Geoff Braham | N/A |  |  |  |
| Allan Johnson | N/A |  |  |  |
| Abdul Okoro | N/A |  |  |  |
| Richard Mandunya | N/A |  |  |  |
| Astrid Schloerscheidt | N/A |  |  |  |
| Judy Young |  | N/A | N/A | N/A |
| Martha Kingswood |  | N/A | N/A | N/A |
| Mark Tattersall |  | N/A | N/A | N/A |
| Maureen Ghirelli |  | N/A | N/A | N/A |
| Alistair Fitt |  | N/A | N/A | N/A |