

**Oxford Health NHS Foundation Trust**

**CG 35/2017**

(Agenda item: 05)

**Council of Governors**

Minutes of the Meeting on 13 September 2017 at

18:00 at the Fothergill Room, Spread Eagle Hotel, Thame

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

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| Madeleine Radburn (Deputy Lead Governor) | Sula Wiltshire |
| Andy Harman | Davina Logan |
| Alan Jones | Karen Holmes |
| Chris Mace | Reinhard Kowalski |
| Abdul Okoro | Caroline Birch |
| Geoff Braham | Gill Randall |
| Soo Yeo | Neil Oastler |
| Louise Wilden | Martin Dominguez |
| Astrid Schloerscheidt | Debbie Richards |

In attendance:

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| Stuart Bell | Chief Executive |
| Ros Alstead | Director of Nursing & Clinical Standards |
| Mark Hancock | Medical Director |
| Mike McEnaney | Director of Finance |
| Martyn Ward | Interim Performance Director (for Dominic Hardisty) |
| Tim Boylin | Director of HR |
| Kerry Rogers | Director of Corporate Affairs & Company Secretary |
| Sue Dopson | Non-Executive Director |
| John Alison | Non-Executive Director |
| Bernard Galton | Associate Non-Executive Director |
| Aroop Mozumder | Associate Non-Executive Director |
| Laura Smith (minutes) | Corporate Governance Officer |

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| **1.**  a | **Introduction and Welcome**  The Chair brought the meeting to order and welcomed all those present. | | | |  |
| **2.**  a  b  c  d | **Apologies for Absence and quoracy check**  Apologies were received from: Chris Roberts, Geoffrey Forster, Terry Burridge, Kelly Bark, Lin Hazell, Richard Mandunya and Allan Johnson.  Absent without formal apology were: David Pugh, David Mant, Adeel Arif, and Jayne Champion.  Apologies had been received from the following members of the Board of Directors: Dominic Hardisty; Chief Operating Officer, Anne Grocock; Non-Executive Director, Chris Hurst; Non-Executive Director, Alyson Coates; Non-Executive Director, Mike Bellamy; Non-Executive Director, Jonathan Asbridge; Non-Executive Director and Lucy Weston; Associate Non-Executive Director.  The meeting was confirmed to be quorate. | | | |  |
| **3**  a  b  c  d  e  f  g | **External Audit Report**  Trust’s Financial Statements  Laura Rogers, Deloitte, presented paper CG 24i/2017 outlining the outcome of the audits into the Trust’s financial statements. She described significant audit risks were recognition of NHS revenue, property valuations, management override of controls, financial stability and value for money. She confirmed that the audit did not identify any issues which the External Auditor was required to report on.  Quality Account  Laura Rogers, Deloitte, presented paper CG 24ii/2017 outlining the findings of the Quality Account review. She explained the role of the auditors was to provide a limited assurance opinion based on the Quality Account and what the auditors are aware of regarding the Trust.  She highlighted the performance indicator testing which was all rated ‘no issues noted’ or ‘satisfactory’. She confirmed there were no major issues identified.  Laura Rogers thanked the Trust’s management for the time invested to get the financial statements and quality account ready.  The Director of Finance thanked Deloitte on behalf of the Finance Team for all their work on the financial statement audit and the Director of Nursing and Director of Corporate Affairs & Company Secretary both agreed from quality and annual reporting perspectives.  Geoff Braham asked when the Council of Governors set their indicator and the Director of Nursing said the decision is usually recommended by the Quality and Safety Sub Group in February each year.  **The Council of Governors noted the External Audit Report on the Trust’s Financial Statements and review of the Quality Account.** | | | |  |
| **4**  a  b  c  d  e  f  g  h  i | **Well Led Review Summary**  Harriet Aldridge, PricewaterhouseCoopers, attended to present paper CG 25/2017 and thanked the governors who took part.  She reported that the Trust did well against the well led framework and regulatory requirements. She explained that the Trust were aware of most of the recommendations before they were made and were already implementing changes which showed a positive, self-aware culture. She noted the caring nature of staff was evident in interviews, and external stakeholders recognised the Trust as a leader in the local system.  She highlighted the following areas and recommendations:   * Strategic framework was considered good although it was recommended that the Board has continuous strategic discussions; * Risk is inherent in discussions at all levels however it was recommended that policy is reviewed to ensure it reflects practice; * The Executive Team is small compared to other Trusts and it was recommended that a review of Executive portfolios is undertaken to ensure sufficient capacity to deliver strategies and challenges over the coming years; * The Trust has focused on bullying and harassment recently and a recommendation was made to continue this work and encouragement to staff to report bullying and harassment; * A recommendation was made about succession planning for the Executive Team; * Performance information is scrutinised by Non-Executive Directors, however it was recommended that this takes place formally at Board or Sub-Committee level; * Data quality has been a key concern for the Trust for some time and a lot of work has been put into this. It was recommended that this work continued; and * The Trust has taken a constructive role in the system and partnership working and it was recommended that this continued.   Chris Mace said he felt the Trust management had a good grip however there is a lot of paperwork produced and he asked whether any recommendations had been made about how to manage information more coherently. Harriett Aldridge said that recommendations were made around the content of performance reports and structure.  Alan Jones asked whether the Board had a record of the amount of data available and its origin to include looking at how to join this up.  Martyn Ward said there was a substantial amount of data but the main challenge is how the data is presented. An approach has been agreed and team put together to work on this over the next 18 months.  Davina Logan asked what the plan was in terms of accepting the recommendations. The Trust Chair explained that against each recommendation there is a job title and timeframe assigned. The Director of Corporate Affairs added that the Well Led Sub Committee would be overseeing the implementation of these actions and would report to the Quality Committee accordingly.  The Trust Chair concluded that the report was positive but a number of areas identified for improvement would be progressed.  **The Council of Governors noted the report.** | | | |  |
| **STAFF, PATIENT EXPERIENCE AND TRANSFORMATIONAL CHANGE PRESENTATIONS** | | | | |  |
| **5.**  a  b | **Patient Experience Presentation**  Donna Mackenzie, Patient Experience & Involvement Manager presented a voice recording of a patient’s experience in the Adult Mental Health Team.  The Trust Chair thanked Donna for such a thought provoking audio.  *Donna Mackenzie left the meeting* | | | |  |
| **INTRODUCTORY ITEMS** | | | | |  |
| **6.**  a  b  c  d  e | **Minutes of Last Meeting on 07 June 2017 and Matters Arising**  The Minutes of the meeting were approved as a true and accurate record of the business of the meeting.  **Actions**  The Council confirmed that the following actions from the 07 June 2017 had been completed or were on the agenda for the meeting: 10(h), 12(c), 13(b), 14(a) 16(d), 17(g) and 18(a).  **Item 13(b); Code of Conduct** – The Director of Corporate Affairs reported that once the Governor Governance Working Group had considered the proposed changes to the Code of Conduct in the context of the approved changes to the Constitution, then a recommendation will come to a future Council of Governors meeting.  **Item 16(d); Pay & Display machines** – The Director of Finance reported that all machines are designed to take £2 coins and if a particular machine is not then it is a fault. He said no reports had been received to suggest there had been a fault and explained that the company who manage the machines would monitor and take appropriate actions.  **Item 17(g); CBT** – Geoff Braham requested an update on the effectiveness of CBT as a treatment and the Chief Executive said there had been a report from AHSN on the effectiveness of CBT and this would be circulated separately. | | | |  |
| **7.**  a | **Declarations of Interest**  No interests were declared pertinent to matters on the agenda. | | | |  |
| **8.**  a  b | **Register of Interests**  The Chair noted paper CG 27/2017 and confirmed it to be the latest record of interests and asked Governors to update Kerry Rogers with any interests to declare not currently noted on the register.  **The Council of Governors noted the report.** | | | |  |
| **9.**  a  b  c | **Update Report from Chair**  The Trust Chair provided an oral update and highlighted the need for governors to complete their DBS and Fit and Proper Person Declarations as soon as possible.  With regard to conversations about how the Governors might best hold the non-Executive Directors account for the performance of the Trust, it was agreed that an understanding of the Board of Directors committee structures would be useful. It was agreed to circulate an organogram which explains the Board Sub Committees and the next level below. It was acknowledged that the potential alignment of Governor Sub Groups with the Board Sub Committees would be discussed further at the next Governor Forum.  **The Council of Governors noted the oral update.** | | | | **LS** |
| **10.**  a  b  c  d  e  f  g  h  i  j  k  l  m | **Update Report from Chief Executive**  Oxfordshire Risk Share Arrangement  The Chief Executive confirmed although less risk had materialised than had been projected, progress with implementing agreed mitigations against risk was still behind where it needed to be. The impact of additional costs associated with the Referral to Treatment (RTT) backlog identified by regulators at OUH remained critical for the risk share. The prospect of RTT risk materialising within the year beyond the quantum originally anticipated had diminished because of workforce pressures and staffing constraints within OUH.  However, there was still a prospect of non-elective risk increasing as the year progressed and an increased risk for next year due to the backlog which may need to be recovered.  Alan Jones asked what progress was being made with regard to elderly people unable to get space in a care home or respite. The Chief Executive said Delayed Transfers of Care (DTOC) remained a challenge in Oxfordshire with over one third of all patients in community hospitals not needing to be there. He said the issue was recruiting staff to the Home Assessment Reablement Team (HART), managed by Oxford University Hospitals (OUH). He explained that the Care Quality Commission (CQC) had been asked by Jeremy Hunt to inspect a number of healthcare systems where DTOC was a concern and Oxfordshire would be inspected in November as part of this.  Alan Jones asked why the situation had not improved in the last 2-3 years and the Chief Executive said that it had temporarily improved when the OUH closed 120 beds and moved those resources into nursing homes. He said the issue now is community hospital beds rather than acute beds. He said fundamentally the solution would be to create a bigger pool of people who can provide home care, however some parts of the county are difficult to recruit to.  Louise Wilden asked whether the Trust’s risk share had reduced in relation to the loss of the MSK Service, and whether the risk relating to RTT for Trauma and Orthopaedics had transferred to the new provider.  The Chief Executive explained that the risk share was not based on that so the transfer of that service had not affected the risk share direclty. He said he had made the point that the most significant opportunities to reduce RTT for Orthopaedics was the MSK Service so it was not a sensible time to transfer provider. He was not privy to the details of the contract with the new provider but they were involved in mitigation discussions.  New Care Model  The Chief Executive reported that the Trust was successful in the bid to lead a New Care Model for Adult Eating Disorders which will go live in April 2018. The Trust’s bid for Tier 4 CAMHS was not successful. He said this was a big disappointment to the Trust as he thought significant improvements could be made to the national issues regarding beds for young people. He added that he would continue to push hard that the best way to resolve the problems would be a consortium of provider organisations leading commissioning.  The Chief Executive said the Forensic New Care Model was progressing well and was ahead of progress with regard to bringing people closer to home from out of area placements. A clinical network had been set up which was very productive.  Learning Disabilities  The Chief Executive reported that the Trust had taken over the Learning Disabilities Service from 01 July 2017 and a lot of hard work had gone into making sure the transfer went smoothly. He noted some last minute regulatory issues which require the CQC to recognise that services hadn’t been operating as they should have but steps had now been put in place. He expected the CQC to visit the services in due course.  Sustainability and Transformation Partnerships (STPs)  The Chief Executive said the Trust was part of the Buckinghamshire Accountable Care System (ACS) being set up with Berkshire Healthcare, Buckinghamshire Clinical Commissioning Group, County Council and South Central Ambulance Service. He said this was an efficient way to look at the needs of people across the county and how most effectively to meet those needs.  He reported that progress with an Oxfordshire ACS was slower however partners had given commitment in principle. The Trust continued to work with the Oxfordshire GP Federations on a joint enterprise to coordinate community care and primary care.  Chris Mace asked whether the New Care Model for Eating Disorders was a new clinical model. The Chief Executive explained that the ‘New Care Model’ refers to new provider-led commissioning arrangements. As part of this the Trust has also developed a new pathway for Eating Disorders based on work from Italy which looks at identifying sub-groups of patients with the aim of early intervention.  **The Council of Governors noted the report.** | | | |  |
| **11.**  a  b  c  d  e  f  g  h  i  j  k  l | **Update on Care Notes**  *Dominic McKenny joined the meeting.*  Dominic McKenny provided an oral update on the implementation of Care Notes, the Trust’s electronic health records system. He reported that since go-live there had been three audits of Care Notes which all gave good assurance. The most recent audit in May 2017 was to take stock of the project and the findings were reasonably positive although it was noted the Trust does not talk enough about the benefits of Care Notes.  He explained that the IT Department has had just under 24,000 incidents reported in the past year, of which 5576 related to Care Notes. He compared this number to the previous system, RiO, which had 9149 incidents reported in its last year. He added that a customer perception survey is sent out every time an incident is closed and the IT department follow up all responses rated red.  Dominic McKenny highlighted the following areas as priority concerns:   * Performance issues in specific areas; * Pick list values on the iPad app for community services; * External organisations requiring access to Care Notes; and * Capacity of the Care Notes supplier to deliver.   Madeleine Radburn said a number of people had reported to her that they had not been told about appointments or cancellations. She expressed concerns that the Trust had bought into a promise that won’t be delivered. Dominic McKenny explained that the procurement process was satisfactory however the organisation providing the service had oversold itself. Madeleine Radburn said people had contacted IT about concerns but she had heard were told ‘we will get to it one day’. Dominic McKenny asked her to send the details so he could look into it outside the meeting as he would not expect any of his team to respond in such a way.  Alan Jones asked what the software supplier had said in terms of resolution of the problem. Dominic McKenny said he had met with the Managing Director and Chief Technology Officer on a number of occasions and they are aware they need to do better and are putting in plans to address the issues.  Sula Wiltshire asked about interoperability with other healthcare systems such as EMIS. Dominic McKenny said this would be the next big challenge but it was possible in the longer term.  Chris Mace asked about accessibility of archived documents from RIO and Louise Wilden said this was straight forward and not an issue.  Soo Yeo asked how the IT Department identify priority areas. Dominic McKenny explained that he meets with the Clinical Directors monthly and they dictate where to focus. The Medical Director added that the Deputy Medical Director was leading on a specific piece of work on community Care Notes where it was hoped improvements would be realised.  Andy Harman asked what the suppliers were doing to upgrade capacity. Dominic McKenny said the supplier had asked for more money but the Trust has refused. He said they may need to compromise and pay for some things but this would need to be agreed by the Board.  Madeleine Radburn said she had been approached by people who had received appointment letters for family members after they had died and the Director of Nursing agreed to pick this up outside the meeting.  The Governor Forum will discuss whether Care Notes updates should continue to be received at the Council of Governors.  *Dominic McKenny left the meeting.*  **The Council of Governors noted the oral update.** | | | | **CR/ MR** |
| **12.**  a  b | **Update on Trust Financial Position/ Finance Report**  The Director of Finance presented paper CG 30/2017 and highlighted a surplus of £0.5m, £0.1m adverse to plan. He said this was largely due to under delivery of CIP performance and agency spend although this was off set by some one off payments. The Finance Team will be doing a deep dive at the end of September and would be able to present a more detailed view of the finance position after the end of September.  **The Council of Governors noted the report.** | | | |  |
| **13.**  a  b  c  d  e | **Performance Report**  Martyn Ward presented paper CG 31/2017.  The Trust Chair commented that a significant amount of progress had been made with data quality and a more intelligent generation of information.  Sula Wiltshire asked for a ‘so what’ to be included in the report to help Governors understand what the data means to the Trust.  Madeleine Radburn noted the report and stated that although written in the report that ‘action has now been taken’ with regard to the Out of Hours Service, it does not say what the action is. It was agreed that an update from the Out of Hours Service would be provided at the next meeting.  **The Council of Governors noted the report.** | | | | **DH/LS** |
| **14.**  a  b  c  d  e  f  g  h  i  j  k | **Workforce Performance Report including recruitment and retention**  Tim Boylin, Director of HR, provided an oral update on workforce performance and explained that the Trust loses 15% of staff each year, which was a 4% increase from 5 years ago.  He highlighted a number of areas to focus on to slow down attrition including:   * Get better exit data to understand why staff have left; * Improve appraisal rates and quality; * Promote equality, diversity, wellbeing and learning and development. * Focus on the output of the staff survey; * Working group to focus on stress; * Introducing improvements to the staff bank to reduce reliance on agency staff; * Introduction of 3 band 5 Performance Managers to take work away from front line staff in problem areas; and * Executive and Non-Executive Directors to spend more time visiting services and speaking with staff.   Karen Holmes asked whether staff on the bank receive a contribution to an NHS pension. Tim Boylin said full time substantive staff cannot earn more pension through the bank but other bank staff can get a 1% NEST pension scheme.  Alan Jones asked what the plan was to get all appraisals completed and Tim Boylin said the ground work had been done to build the electronic system and would take 6 months to a year for everyone to be using it.  Madeleine Radburn asked about London waiting spreading to Oxfordshire. Tim Boylin said there were around 15 different reward aspects being evaluated at the moment to see which would be the most effective.  Madeleine Radburn asked whether charitable funds could be used to make the workforce improvements and Tim Boylin agreed to follow up with the Director of Corporate Affairs.  Neil Oastler said the increase in remuneration for staff on the bank has meant that he has gone over budget and was not prepared for it. The Director of Nursing said discussion had happened through the Nursing Forum before a decision was made so budget manager should have been made aware. The Director of Finance added that the decision was made taking into account the cost impact, however he said the reduction in agency spend should eventually fund it.  Louise Wilden noted that the Trust had piloted a Staff MSK Service however nothing came to fruition. The Director of Nursing said this funding had come from the charity and she would be re-looking at the possibility of funding to continue the project.  Reinhardt Kowalski reported that Mindfulness Courses for staff had commenced and he was in the process of reviewing the outcome. It was agreed that Reinhard would present on Mindfulness at the next meeting.  It was agreed that Tim Boylin would present a Workforce/ Recruitment and Retention update at every Council of Governors.  The Director of Nursing and Astrid Schloerscheidt to do a presentation on the new school of nursing at the next meeting. | | | | **TB/KR**  **RK/LS**  **TB/ LS**  **RA/LS** |
| **15.**  a  b  c | **External Audit Procurement**  The Director of Finance presented paper CG 32/2017 and provided an outline of the external audit procurement process. He put forward the recommendation from the panel to appoint Grant Thornton, who had offered the most competitive price without compromising on quality.  Geoff Braham, who had sat on the panel, supported the robustness of the procurement process and added that he supported the recommendation.  **Council of Governors noted the report and approved the decision to appoint Grant Thornton.** | | | |  |
| **16.**  a  b | **Annual Report and Accounts 2016-2017**  The Director of Finance presented paper CG 33/2017 and explained that the Governors had been sent separately a copy of the Annual Report and Accounts ahead of the Annual General Meeting (AGM) as previously agreed with governors so that they had time to study its content. He said any further questions could be sent to the Director of Corporate Affairs in advance, or raised at the AGM itself.  **The Council of Governors noted the report and presentation of the Annual Report and Accounts to the AGM and AMM.** | | | |  |
| **15.**  a  b  c  d  e  f  g | **Update Report from Council Sub-group and Governor Forum**  Nomination and Remuneration Committee  Report received in the private meeting.  Finance Sub Group  The Director of HR explained the group’s membership had extended to include HR and IT, and suggested that the remit be broadened to incorporate these areas. The Trust Chair said this would be picked up as part of the wider review of sub groups.  Quality and Safety Sub Group  The Director of Nursing reported that the last meeting was held at Cotswold House Marlborough, as the group aim to get around as many different sites as possible, and had a presentation on the service from the consultant and ward manager. Dr Jill Bailey attended to discuss the Centre for Patient Safety and Quality and The Director of Nursing commented that a presentation would be given at a future Council of Governors meeting.  Louise Wilden added that she would be resigning as Chair of the group when she leaves the Trust and thanked the Director of Nursing for her support. The Trust Chair thanked Louise for her work on the group.  Patient Experience Sub Group  The Medical Director provided an update and noted that Donna Mackenzie attends these meetings and provides outputs from iWantGreatCare.  Governors Working Group  The group had not had a reason to meet since February 2017 but would in due course consider relevant governance matters as they arise  **The Council of Governors noted the report.** | | | |  |
| **FORWARD PLANNING** | |  |  |  |  |
| **16.**  a | **Questions from the public**  No members of the public were present during the meeting. | | | |  |
| **17.**  a | **Any other business**  Caroline Birch asked why the Non-Executive Director update had been removed from the agenda this time. The Director of Corporate Affairs explained that given the number of items on the agenda an update hadn’t been scheduled for this meeting adding that the Governors were looking at ways to better engage the Non-Executive Directors in the Council meetings, including the earlier discussion about using the Governor Sub Groups to hold Non-Executives to account. The Director of Corporate Affairs confirmed that a Non-Executive Director would also be attending the next Forum meeting. | | | |  |
| **18.** | **There being no further business the Chair declared the meeting closed at 20:45hrs.** | | | |  |

**Council of Governors**

**Member attendance 2017-18**

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| **Name** | **June 2017** | **Sept 2017** | **Nov 2017** | **March 2018** |
| 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 |  |  |  |  |
| Geoff Braham |  |  |  |  |
| Allan Johnson |  |  |  |  |
| Abdul Okoro |  |  |  |  |
| Richard Mandunya |  |  |  |  |
| Astrid Schloerscheidt |  |  |  |  |
| Debbie Richards |  |  |  |  |
| Lin Hazell |  |  |  |  |
| Lawrie Stratford |  |  |  |  |
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