



Oxford Health
NHS Foundation Trust

Oxford Health NHS Foundation Trust

Council of Governors and Members

Annual Members' Meeting & Annual General Meeting
(AMM & AGM)

**Minutes of the Meeting on 20 September 2017 at
18:15 at The Gateway Conference Centre, Gatehouse Road,
Aylesbury, Buckinghamshire, HP19 8FF**

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

Chris Roberts (Lead Governor)
Geoff Braham
Terry Burridge
Andrew Harman
Chris Mace
Richard Mandunya
Madeleine Radburn
Astrid Schloerscheidt
Soo Yeo

In attendance:

Stuart Bell	Chief Executive
John Allison	Non-Executive Director
Ros Alstead	Director of Nursing & Clinical Standards
Alyson Coates	Non-Executive Director
Bernard Galton	Associate Non-Executive Director
Anne Grocock	Non-Executive Director
Mark Hancock	Medical Director
Dominic Hardisty	Chief Operating Officer
Chris Hurst	Non-Executive Director
Mike McEnaney	Director of Finance
Kerry Rogers	Director of Corporate Affairs & Company Secretary
Sue Barratt	External Audit Partner, Deloitte LLP
Laura Smith	Corporate Governance Officer (<i>minutes</i>)

<p>1.</p> <p>a</p> <p>b</p> <p>c</p> <p>d</p> <p>e</p>	<p>Introduction and Welcome</p> <p>The Chair brought the meeting to order and welcomed all those present to the Trust's AMM and AGM for 2016/17.</p> <p>Apologies for Absence</p> <p>Apologies had been received from the following Governors: Caroline Birch, Sula Wiltshire, Martin Dominguez, Karen Holmes, Geoffrey Forster, Neil Oastler and Lawrie Stratford.</p> <p>Apologies had been received from the following members of the Board of Directors: Jonathan Asbridge, Non-Executive Director; and Aroop Mozumder, Associate Non-Executive Director.</p> <p>The meeting was confirmed to be quorate.</p> <p>Minutes of the 2016 AMM/AGM</p> <p>Minutes were approved as an accurate record of the meeting.</p>	
<p>2.</p> <p>a</p> <p>b</p> <p>c</p> <p>d</p>	<p>Summary of the year including presentation of annual report 2016/17</p> <p>The Chief Executive presented the Annual Report 2016/17 and provided an overview of developments from the reporting period.</p> <p><u>Recruitment and Retention</u> The most significant issue 2016-17 across the NHS is the challenge to recruit and retain staff within the NHS. Tim Boylin, Director of HR, was appointed last year and would be leading on recruitment and retention for the Trust including reducing agency costs.</p> <p>The Trust partnered up with Oxford University Hospitals and Oxford Brookes University to create a new Oxford School of Nursing and Midwifery.</p> <p><u>Sustainability and Transformation Programmes (STPs)</u> The development of STPs has made significant progress in the way the system operates and focuses on working in partnership for the benefit of the population. A priority for the</p>	

e	<p>STP is looking at how to respond to the growth in demand for services. It was also important to consider how to provide more support to people in their own homes.</p> <p><u>New Care Models</u> The Trust had been successful in a bid for a New Care Model (provider commissioning) for Forensic Services across Thames Valley, Hampshire and Dorset. The Trust was working closely with other provider organisations on delivering this service.</p>
f	<p><u>Learning Disability Services</u> Learning Disability Services were transferred from Southern Health NHS Foundation Trust on 01 July 2017 as a result of a great deal of work that took place in 2016-17.</p>
g	<p><u>Care Quality Commission (CQC)</u> CQC re-inspection in June 2016 went well and the Trust had achieved a 'good' rating. The report noted a lot of progress had been made following the 2015 inspection.</p>
h	<p><u>NHS Improvement Single Oversight Framework</u> The Trust had achieved all financial and clinical targets as part of the NHS Improvement Single Oversight Framework; indicators suggested that the Trust was financially efficient.</p>
i	<p><u>Carer Involvement Strategy</u> A lot of work had been done on the Carer Involvement Strategy including the launch of 'I Care You Care'. Improvements had also been made with regard to patient experience and involvement.</p>
j	<p><u>Research</u> The Trust was awarded a Biomedical Research Centre (BRC) for mental health which commenced on 31 March 2017, and is the second mental health BRC in the country.</p>
k	<p>The Trust was also 1 of 7 Trusts awarded global digital exemplar status and funding to be used to advance the use of technology in health care.</p>
l	<p>The meeting received the Trust's Annual Report for 2016/17</p>

<p>3.</p> <p>a</p> <p>b</p> <p>c</p> <p>d</p> <p>e</p> <p>f</p>	<p>Presentation of annual accounts 2016/17</p> <p>The Director of Finance presented the Annual Accounts, which had been prepared on a going concern basis and in line with directions given by NHS Improvement and HM Treasury. The Annual Accounts had been audited by the Trust’s external auditors, whose report would be presented to the AGM.</p> <p>In presenting the accounts, the Director of Finance highlighted the following:</p> <ul style="list-style-type: none"> • £6.1m surplus against prior year £0.7m. • £6.3m Sustainability Transformation Funding (STF) from NHS England. • £10.3m operating surplus against prior year £1.4m • £4.5m surplus (before adjustments) for the financial year against £1.9m deficit. Includes sale of Tindal Site for £2.6m. • after adjustments, operating performance of £0.8m deficit against prior year £3.2m deficit • £4.7m Cost Improvement Programme (CIP) delivered against £6.5m target. <p>The Director of Finance said the big difficulty is recruitment and retention which means the Trust employs more agency staff than he would like. This also means that the Trust’s Financial Sustainability Risk rating cannot be higher than 3.</p> <p>He reported on the outlook for the current financial year and said he expected to continue to meet national efficiency requirements. It was important to get surplus to invest in development rather than stand still.</p> <p>The plan for FY2017/2018 was to break even and he noted the key risk in delivering this was the £7.4m CIP target.</p> <p>The meeting received the Annual Accounts for 2016/17.</p>	
<p>4.</p> <p>a</p>	<p>Auditor’s report on annual report and annual accounts 2016/17</p> <p>Sue Barratt from Deloitte (the Trust’s external auditors) presented the Independent Auditor’s Report to the Council, Members and Board on the Audit of the Trust’s 2016/17 Financial Statements.</p>	

<p>b</p> <p>c</p> <p>d</p> <p>e</p> <p>f</p>	<p>Sue Barratt said the following significant audit risks were identified and concluded positively:</p> <ul style="list-style-type: none"> • Recognition of NHS revenue; • Property valuations; • Management override of controls; and • Going concern and financial stability. <p>Value for money was also reviewed for evidence that the Trust had not operated in an efficient way; no issues were reported.</p> <p>Sue Barratt confirmed that Deloitte had also completed the testing of the Quality Report which was included in the Annual Report and had issued a positive assurance opinion on three indicators:</p> <ul style="list-style-type: none"> • Care programme approach 7 day follow up; • Access to crisis resolution home treatment team; and • Number of incidents reported. <p>She emphasised that the audit did not revisit clinical judgements but reviewed data quality, content, consistency and key indicators. Deloitte gave a positive, unmodified opinion on all areas.</p> <p>The meeting received the Auditor’s Reports on the Annual Report and Annual Accounts 2016/17.</p>	
<p>5.</p> <p>a</p> <p>b</p> <p>c</p>	<p>Constitution review – presentation by the Lead Governor</p> <p>Chris Roberts, Lead Governor, presented paper AMM/AGM 02/2017 and thanked Governors for the effort they had put into this over the last 12 months. He highlighted the main change being that Governors and Non-Executive Directors would be able to complete 3 terms of 3 years instead of 2 terms of 3 years, with the possibility to extend to 12 years in exceptional circumstances.</p> <p>He said there would be ongoing work in this area to look at the definition of a ‘significant transaction’ and to look at the composition of the Council of Governors following the transfer of Learning Disabilities Service.</p> <p>The meeting approved the Constitution review.</p>	

<p>6.</p> <p>a</p> <p>b</p>	<p>Questions on the annual report, annual accounts and auditor’s report</p> <p>The Trust Chair thanked Deloitte for all their excellent work over the years as External Auditors for the Trust. He explained that the process of reappointment for external auditors had ended with a recommendation to move to Grant Thornton which had been approved by the Council of Governors.</p> <p>No questions were received on the annual report, annual accounts and auditor’s report.</p>	
<p>7.</p> <p>a</p>	<p>Presentations</p> <p>The meeting received four presentations which outlined key service developments that had been taking place through the year:</p> <ul style="list-style-type: none"> • Buckinghamshire and Oxfordshire CAMHS Partnerships • Centre for Patient Safety and Quality • Membership, Charity and Volunteering • Global Digital Exemplar status 	
<p>8.</p> <p>a</p> <p>b</p> <p>c</p>	<p>Questions on the presentations</p> <p>Questions from governors</p> <p>Madeleine Radburn said she welcomed the idea of the Quality and Safety Centre but asked for a guarantee that it would be sustainable as she had seen a number of projects come and go.</p> <p>The Chief Executive agreed that he would like to see it sustained and added that doing this well would need investment for the long term.</p> <p>Questions from members of the public</p> <p>A member of the public read out a statement and questions provided to her by another member of the public. She said that she was present on behalf of a former patient of the Trust who was prevented from accessing services by a staff member who was ignorant of services. She said that he had been refused an assessment despite referral by his GP because of the way the Trust had conducted itself; he had been disallowed from being a member; and that he had been banned from attending the AGM. She said that the Trust had falsified his medical</p>	

<p>d</p>	<p>records and breached his confidentiality; that the Trust had refused his request to amend his 24+ factual inaccuracies in his records; that the Trust had disallowed his request to record his assessment; and that the opinion of a mental health nurse was given greater merit than the opinion of an eminent court expert. She referred to page 199 of the Annual Report which outlined the Duty of Candour and noted that reference was made to information governance on page 152; she noted that patient feedback was also identified as a priority on page 164 and that the meeting had just heard the Director of Corporate Affairs & Company Secretary explain how very important patient experience was. She said that it was her understanding that, as part of the contractual Duty of Candour, an individual should not be stopped from raising concerns. Given this, she asked why the Trust would disallow a member of the public from attending and why the Trust would shy away from the more difficult conversations which it claimed to embrace.</p> <p>The Trust Chair said that he thought he knew the case which she was referring to and that there was quite a legal background to the position, which it was not appropriate to go into at the AMM/AGM but could be discussed separately. He offered for her to speak with the Head of Communications and Engagement after the meeting.</p>	
<p>9.</p>	<p>There being no further business the Chair declared the meeting closed at 20:05hrs.</p>	