

 **Oxford Health NHS Foundation Trust**

**CoG 31/2018**

(Agenda item: 6)

**Council of Governors**

[DRAFT] Minutes of the Meeting held on

05 September 2018 at 18:00

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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| **Present:** |  |
| Chris Roberts (**CR**)Geoff Braham (**GB**)Davina Logan (**DL**)Kelly Bark (**KB**)Madeleine Radburn (**MR**)Karen Holmes (**KH**)Claire Sessions (**CS**)Richard Mandunya (**RM**)Jacky McKenna (**JM**)Vicky Drew (**VD**) | Matthew Bezzant (**MB**)Tom Hayes (**TH**)Gill Randall (**GR**)Andrea McCubbin (**AM**)Abdul Okoro (**AO**)Caroline Birch (**CB**)Maureen Cundell (**MC**)Gordon Davenport (**GD**)Mark Bhagwandin (**MB**) |
| **In attendance:**  |  |
| *External attendees:* |  |
| Laurelin Griffiths (**LG**) | External Audit – Audit Manager, Grant Thornton (*part meeting*) |
| Iain Murray (**IM**) | External Audit - Engagement Lead, Grant Thornton (*part meeting*) |
| Mark Price (**MP**) | NHS Providers – Governor Support Programme Manager |
| *From the Trust:* |  |
| Ros Alstead (**RA**) | Director of Nursing and Clinical Standards |
| Jonathan Asbridge (**JA**) | Non-Executive Director |
| Tim Boylin (**TB**) | HR Director  |
| Alyson Coates (**AC**) | Non-Executive Director |
| Sue Dopson (**SD**) | Non-Executive Director |
| Dominic Hardisty (**DH**) | Chief Operating Officer  |
| Chris Hurst (**CH**) | Non-Executive Director |
| Donna Mackenzie (**DM**) | Patient Experience and Involvement Lead |
| Mike McEnaney (**MME**) | Director of Finance  |
| Claire Page (**CP**) | Head of Performance and Information  |
| Hannah Smith (**HS**) | Assistant Trust Secretary (*minutes*) |
| Laura Smith (**LS**) | Corporate Governance Officer (*minutes*) |
| Lucy Weston (**LW**) | Associate Non-Executive Director |

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| **1.**a | **Welcome**The Chair brought the meeting to order and welcomed all those present confirming the meeting to be quorate. | **Action** |
| **2.**ab | **Apologies for absence** Apologies for absence were received from Alan Jones, Allan Johnson, Gill Evans, Tina Kenny, Neil Oastler and Soo Yeo. Apologies were also received from the following members of the Board of Directors: Stuart Bell, Chief Executive; Martyn Ward, Director of Performance; John Allison, Non-Executive Director; Bernard Galton, Non-Executive Director; and Kerry Rogers, Director of Corporate Affairs & Company Secretary.  |  |
| **3.** abcdefgh | **External Audit Report** Iain Murray, Engagement Lead at Grant Thornton, presented paper CoG 21/2018 which gave an overview of the outcome of the Trust’s external audit 2017/18. Grant Thornton issued the Trust with a clean unqualified opinion on the financial statements, and a clean unqualified Value for Money conclusion explaining they did not need to exercise any statutory obligations. Grant Thornton identified no issues during the audit that cast significant doubt on the Trust’s ability to continue as a going concern for the next 12 months. It was explained that a key factor in this was the Trust’s healthy cash position. The following audit risks were identified: * Improper revenue recognition
* Management override of controls
* Valuation of property, plant and equipment

Reasonably possible audit risks included: * Employee remuneration
* Operating expenses

He ended the report highlighting that the first year as the Trust’s External Auditors had been a positive experience with lots of engagement. Madeleine Radburn asked whether Brexit should be a risk. Iain Murray explained that whilst Brexit may present risks at an operating/business level it was not a risk for the External Audit. The Chief Operating Officer added that national guidance on Brexit was due to be issued shortly. **The Council of Governors noted the report.**  |  |
| **4.** abc | **Quality Report Assurance** Iain Murray, Engagement Lead at Grant Thornton, presented paper CoG 22/2018 which provided an overview of the outcomes of the limited assurance work they had performed on the Trust’s Quality Report 2017/18. Grant Thornton issued the Trust with a clean unqualified opinion for the limited assurance review on the Quality Report. They were satisfied that the report contained everything required and that the indicators were appropriate and appropriately calculated. **The Council of Governors noted the report.**  |  |
| **5.** abcde | **Young Persons Ambassadors** The Patient Experience and Involvement Manager gave an oral update that Bucks Article 12 had voted for two young people to take part in a Young Persons Ambassadors pilot for one year. Unfortunately, they were unable to attend the meeting to present and she wanted to take the opportunity to discuss ways to make the Council of Governors more accessible and get them meaningfully involved. The Director of Nursing suggested starting with a smaller group of governors which would be less intimidating, and it was agreed to try this with the Membership Involvement Group (MIG). **The Council of Governors noted the oral update.** *A member of the public attempted to ask a question/raise a point. The Trust Chair stated that questions from the public would not be taken during the meeting of the governors but that there would be an opportunity at the end of the meeting for questions from the public.* *Post meeting note: agreed at the Forum to ask DM to arrange for MIG governors to attend a meeting of the Article 12 group.* |  |
| **6.** ab | **Minutes of 13 June 2018 and Matters Arising** The minutes of the meeting were approved subject to the following amendment: * Item 17b: ‘Chris Roberts explained that governors had asked for reassurance about the ~~processes and procedures~~ *monitoring and supervision* in place for the service’ (replacement in *italics*).

Updates on the following actions from the 13 June minutes were held over to the next meeting: * Item 2(c) ***Carenotes’ functionality in community services – booking of appointments***

the Chief Information Officer had been in contact with Madeleine Radburn, Deputy Lead Governor, to discuss a similar issue which had been raised around podiatry services. Chris Roberts to discuss further with Madeleine Radburn and consider if this should be followed up further;* Item 7(b) ***Joint Governor/Non-Executive Director session***

to remain an action for consideration to hold a joint governor/Non-Executive Director session – which may be especially helpful for newly elected governors and newer Non-Executive Directors; and* Item 17(d) ***Oxfordshire Adult Mental Health ‘Night Team’ report***

to be discussed further at the Quality Committee and Governors’ Safety & Effectiveness sub-group meetings in July 2018. *Post meeting note: completed and discussed.*  | **CR****MGH/ KR****DH/****JAsb** |
| **7.** a | **Declarations of Interest** No declarations were received regarding matters pertaining to the agenda.  |  |
| **8.** abc | **Update Report from Chair** The Trust Chair reported that he had had a useful discussion with Ian Dalton at NHS Improvement (NHSI) about community health issues which helped validate that the work the Trust was exploring with GP Federations and the community was moving the Trust in the right direction.Ian Dalton had also visited the Trust’s Learning Disability Services recently and was very impressed with the visit, particularly the attitude and enthusiasm of staff. **The Council of Governors noted the oral update.**  |  |
| **9.** abcd | **Update Report from NED**Jonathan Asbridge introduced himself and gave an overview of his background working in the NHS. He reported that as a Non-Executive Director and Chair of the Quality Committee, his primary objective had been the provision of high quality and safe patient care. His concerns and other focus had been on: the effective transfer of Learning Disability Services; capacity of CAMHS tier 4 beds; Out of Area Placements/Out of Area Transfers; capacity to provide GP Out Of Hours services; and staff engagement (particularly the potentially disproportionate case work concerning black and ethnic minority staff). He said he had recently been challenged by the Governors about the experiences of those accessing the Oxfordshire Adult Mental Health ‘Night Team’ and felt this showed the relationship between the Governors and Non-Executive Directors was maturing as Governors were feeling more able to challenge. He had agreed an objective at his PDR regarding developing the relationship between the Quality Committee and the Governors’ Safety & Effectiveness sub-group. The Trust Chair noted the significant contribution that Jonathan has made to the Trust and said the Trust was fortunate to have him. **The Council of Governors noted the oral update.**  |  |
| **10.** abcdefgh | **Update Report on Key Issues from Chief Executive**The Chief Operating Officer presented paper CoG 25/2018 on behalf of the Chief Executive, and highlighted the appointment of Martyn Ward as Chief Information Officer (in addition to his existing role) and Ros Alstead’s upcoming retirement from her role as Director of Nursing & Clinical Standards. Tehmeena Ajmal, Service Director for the Older Peoples Directorate, had also been appointed to the role of Winter Director for the Oxfordshire system. He reported that the organisational change was progressing and phase 1 and 2 had been completed. Four clinical directorates had been agreed: Oxfordshire and South West Mental Health; Buckinghamshire Mental Health; Oxfordshire Community Services; and Specialised Services. Davina Logan asked how the Non-Executive Directors assured themselves around capacity of staff to manage the organisational change. Chris Hurst agreed that this was a challenge to which there may not be a straightforward answer; he noted that this had been recognised and discussed at Board a number of times and with the operations team. He felt assured that there had been a clear process which had also responded and evolved in response to issues which had been raised. Sue Dopson added that workforce stress was a concern generally; she reported that she had met with the HR team to discuss the training, development and support which was available for staff and to enable them to get on with the work they needed to do. Cally Birch asked why the Section 75 partnership with Oxfordshire County Council on Older Adult Mental Health had ended and whether other Section 75 partnerships were at risk. The Chief Operating Officer explained that there had been a change nationally from 5-10 years previously, when most mental health social work had been delivered through partnerships, to increasingly county councils considering that under this model mental health trusts were not discharging the councils’ statutory accountabilities as well as they could or they were finding inequalities between the levels of service provided through mental health compared to social care services. Oxfordshire County Council had decided to take back Older Adult social work. However, Adult social work remained with the Trust and it was for the Trust to demonstrate how well it could deliver. The Trust had planned for and was monitoring the impact of the change. The Trust Chair added that this still seemed to be a retrograde step at a point in time when increasing integration and partnership between services and organisations was being emphasised. Davina Logan noted the areas rated ‘requires improvement’ in the Care Quality Commission (CQC) report and asked how the Non-Executive Directors had assured themselves that these areas were being tackled robustly. Jonathan Asbridge explained that progress against improvement actions would be monitored through the Quality Committee and areas of concern would be escalated up to the Board. He recognised how the Director of Nursing & Clinical Standards had ensured that Non-Executive Directors were given opportunities to scrutinise the progress, ask questions and challenge constructively. Richard Mandunya asked what impact NHSI and NHS England (NHSE) coming together would have on the Trust. The Trust Chair replied that it may make communication and problem-solving easier to deal with one organisation with a regional focus and integrated relationship team. Mark Bhagwandin noted that the CQC report was good, however when he did an internet search of the Trust the results were more negative, including from patients and a former employee making allegations of bullying on an internet job site. He asked whether public perception about the Trust was being monitored and whether there was a way to make the positive information more prominent especially for search engines. The Trust Chair noted that the Trust was responding through the HR Team to issues raised in relation to bullying and harassment from the Staff Survey. Patient feedback was consistently and regularly sought and monitored. The Director of HR added that a group (including staff side union representatives, the Freedom to Speak Up Guardian and the Head of Inclusion) was working on issues around bullying and harassment. The Patient Experience and Involvement Manager added that during 2017/18, the Trust had received approximately 21,000 responses from patients and carers which had predominantly been collected through the ‘iwantgreatcare’ tool. She confirmed that she and the Patient Experience Team reviewed feedback left on sites such as NHS Choices, responded to many online and alerted managers if particularly low scores were identified. The team also supported improvement projects. She reported that on the Friends & Family Test, the Trust consistently scored above the national average for satisfaction in both mental health and community services. Jonathan Asbridge noted that the Board was regularly exposed to feedback from service users through Patient Stories presented to meetings, some being challenging to receive, as well as from patient experience reporting. The Trust Chair noted that this had been a constructive discussion and it was useful to be aware of potential issues around public perception. **The Council of Governors noted the report.**  |  |
| **11.** abcdefghij | **Quarterly Finance Report** The Director of Finance presented paper CoG 26/2018 and reported that this financial year was proving to be most challenging and the Trust needed to sensibly balance quality and the services it was able to deliver. He highlighted that the plan for quarter one was achieved, and the Trust had received Provider Sustainability Funding (PSF) but anticipated a very different outcome for the year.As of July 2018, the Trust was £0.5m off plan and he reported the reasons for this were: * underfunding of mental health services;
* Out of Area Placements and issues with high demand;
* social care issues within Adult Mental Health as well as increasing costs; and
* high demand in CAMHS and children’s mental health services, particularly in Oxfordshire, combined with difficulty in recruiting substantive CAMHS consultants.

He reported that the Trust’s cash position was ahead of plan, however capital spend was behind plan. The Cost Improvement Programme (CIP) target of £6m was going to be difficult to achieve. The programme was focusing on agency use, new care models, non-pay and service line productivity. The year-end position was expected to be a greater deficit and it was anticipated that the Trust would formally review its planned forecast. NHSI had been informed. The Director of Finance explained that if it would no longer be realistic to expect the original forecast plan to be achieved then this should be recognised and the forecast options reassessed. The Director of Finance reported that the mental health contracts had not yet been signed. Discussions were still underway with the Clinical Commissioning Groups (CCGs) regarding the funding shortfall (£1.5-2m); without an increase in funding then service delivery (especially when measured against expectations in the national Five Year Mental Health Forward View) and the Trust’s ability to recruit would be impaired. The Trust Chair noted that he was not in favour of reducing service delivery but acknowledged that it may take time to achieve further funding. The Director of Nursing & Clinical Standards added that there were, however, immediate challenges to meet in relation to capacity of services and staff in order to meet demand. Chris Roberts asked whether the Trust would be able to recruit if it had the additional funding. The Director of Nursing said in the short term it would but in the long term the workforce needed transformation to accommodate the changing workforce landscape. It was reported that 125 Associate Nurses would be in training by September and would be part of transforming the skill mix of the workforce. However, it would still take time for this to have an impact. ***Mental Health Funding***Geoff Braham reported on discussion about mental health funding at the recent Governors’ Finance sub-group and expressed keenness for governors to support discussions with commissioners, where helpful. The Director of Finance gave a presentation to explain NHS and CCG funding. He set out national spending on patient healthcare, the flow of funding, the allocation of funding to CCGs and a comparison of local CCG allocations as a percentage against other areas and the national average. He emphasised the particularly low funding position of Oxfordshire and the relatively low position of Buckinghamshire, which meant that both CCGs had comparatively less money to fund mental health services. A review was underway, sponsored by the BOB STP, with involvement from NHSI and NHSE to look at mental health funding in Oxfordshire. This would indicate whether the system needed to reallocate funding into mental health. Chris Roberts asked whether the governors could help. The Director of Finance suggested that it would be better to wait until after the outcome of the review was known. **The Council of Governors noted the report.** |  |
| **12.** abcde | **Quarterly Performance Report** Paper CoG 26/2018 was taken as read and the floor was opened to questions. Cally Birch noted the change in targets for CAMHS waiting times and asked that it be transparent if the Trust knows it is not possible to reach a target. The Head of Performance and Information said this report was actually reporting against external contractual targets. Maureen Cundell asked how the waiting times compared with other Trusts. The Chief Operating Officer said that the Trust was good compared to others but still needed to improve. The Director of Nursing & Clinical Standards noted that staff had welcomed the change from 4 weeks to 8 weeks.Karen Holmes said the amalgamation of stroke services into one unit was meant to help to attract more high quality staff but the data indicated this had not been achieved. The Chief Operating Officer agreed that the service was still beset but explained it was still better to have the service in one place and that progress would be monitored**The Council of Governors noted the report.**  |  |
| **13.** abcdefghi | **Quarterly Workforce Report** The HR Director gave an oral update on workforce and highlighted the following: ***Brexit***There was agreement at the Well Led quality sub-committee that Brexit was a risk and they were awaiting national guidance. The Assistant Trust Secretary explained Brexit was currently captured within existing risks (in the context of gaps in control) on the Board Assurance Framework and Trust Risk Register rather than a single standalone Brexit risk until better understood. The Emergency Planning Lead was also considering this from an emergency planning perspective. ***Stress*** The meeting heard that three stress workstreams were up and running using Health and Safety Executive (HSE) guidance. ***Retention*** Work was underway to try and improve processes for transferring staff internally to improve retention for people looking for career progression opportunities. ***Agency*** NHSI had noted the Trust’s work to try and reduce agency spend, however the impact and speed were still too low. Planned workshops to exchange ideas would take place to support the Trust to reduce agency and help with retention. ***Disabilities*** Linking Leaders sessions had been scheduled for September with a focus on disability equality. Gill Randall asked whether staff had regular PDRs and the HR Director explained that staff should have annual appraisals, however reporting and monitoring suggested this was not always the case. From 1st April 2019 staff would need to have a PDR to progress through pay increments. Gordon Davenport asked whether it was possible to identify staff caught at the top of the band. The HR Director reported that more than 50% of staff were in that position, however this wasn’t the group of staff leaving for career progression. **The Council of Governors noted the oral update.** |  |
| **14.** ab | **Annual Report including Annual Accounts and Quality Account**The Trust Chair presented paper CoG 28/2018 and explained this had been laid before parliament and that the Report and Accounts would also be formally presented at September’s Annual General Meeting and Annual Members’ Meeting and the governors had heard the External Auditor’s opinion.**The Council of Governors received the accounts and noted the report.** |  |
| **15.** ab | **Fit and Proper Person Checks** Paper CoG 29/2018 was taken as read. The Director of Nursing noted that fit and proper person checks were scrutinised by the CQC. **The Council of Governors noted the report and committed to completing the checks.**  |  |
| **16.** ab | **Register of Interests** Paper CoG 30/2018 was taken as read and was confirmed to include the latest details of governor interests, subject to amendment of typographical errors. **The Council of Governors noted the report.**  |  |
| **17.** abcde | **Update Report from Council Sub-groups and Governor Forum** **Membership Involvement Group** Kelly Bark reported that membership of the group had improved however there was still much work to do with regard to membership, including involvement from carers, service users and Trust members. **Safety and Clinical Effectiveness Group** No update. **Patient and Staff Experience Group** No update. **Finance Group** No update. **Governor Forum** No update.  |  |
| **18.** abc | **Questions from the public** A member of the public challenged the Trust about accuracy of information.  He alleged that the Trust’s Adult Mental Health Team psychiatrists refused to coproduce correspondence which they created about patients with their patients – and that this would then result in inaccurate and damaging information about those patients being shared with their GPs and care team.  He asked if it was standard practice for the Trust to refuse to coproduce letters/correspondence with patients.  The Director of Nursing & Clinical Standards acknowledged that the Trust should respond in detail to the question and perhaps the circumstances which had led to it – rather than attempting to reply by using generalities about what the Trust aimed to do with coproduction.  She explained that the Trust would not want to make assumptions or risk providing a response which was inaccurate.  Whilst coproduction may not be an absolute requirement, it would be considered good practice – where/when feasible.  The member of the public, posing the question at the meeting, provided his contact details so that relevant follow-up contact could be made.  |  |
| **19.** a | **Any Other Business** None  |  |
|  | **With no further business to discuss, the meeting closed at 20:08** |  |

**Council of Governors**

**Member attendance 2018**

|  |  |  |
| --- | --- | --- |
| **Name** | **March 2018** | **June 2018** |
| Abdul Okoro | **✓** | **✓** |
| Adeel Arif | X | X |
| Alan Jones | **✓** | **✓** |
| Allan Johnson | **✓** | **✓** |
| Andrea McCubbin | **✓** | X |
| Andy Harman | **✓** | N/A |
| Astrid Schloerscheidt | X | X |
| Caroline Birch | **✓** | X |
| Chris Mace | **✓** | X |
| Chris Roberts | **✓** | **✓** |
| Claire Sessions | N/A | **✓** |
| Davina Logan | **✓** | **✓** |
| Debbie Richards | X | **✓** |
| Geoff Braham | **✓** | **✓** |
| Gillian Randall | X | **✓** |
| Gillian Evans | X | X |
| Gordon Davenport | N/A | X |
| Jacqueline-Anne McKenna | N/A | **✓** |
| Karen Holmes | **✓** | X |
| Kelly Bark  | **✓** | **✓** |
| Lin Hazell  | X | X |
| Lawrie Stratford | X | X |
| Madeleine Radburn | **✓** | X |
| Mark Bhagwandin | X | X |
| Matthew Bezzant | N/A | **✓** |
| Maureen Cundell | N/A | **✓** |
| Neil Oastler | **✓** | **✓** |
| Reinhard Kowalski | X | **✓** |
| Richard Mandunya | X | X |
| Sula Wiltshire | **✓** | X |
| Soo Yeo | X | **✓** |
| Terry Burridge | **✓** | X |
| Tina Kenny | X | **✓** |
| Tom Hayes | N/A | X |
| Vicky Drew | N/A | N/A |
|  |  |  |
| Alyson Coates | X | **✓** |
| Aroop Mozumder | **✓** | X |
| Bernard Galton | X | **✓** |
| Chris Hurst | **✓** | **✓** |
| Dominic Hardisty | **✓** | **✓** |
| John Allison | **✓** | **✓** |
| Jonathan Asbridge  | X | **✓** |
| Kerry Rogers | deputised for | deputised for |
| Lucy Weston | X | **✓** |
| Mark Hancock | **✓** | **✓** |
| Martin Howell | **✓** | **✓** |
| Martyn Ward | deputised for | **✓** |
| Mike McEnaney  | **✓** | **✓** |
| Ros Alstead | **✓** | deputised for |
| Stuart Bell | **✓** | **✓** |
| Sue Dopson | **✓** | X |
| Tim Boylin | **✓** | **✓** |