



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 19 September 2018 at
18:15 at Jury's Inn, Godstow Road, Oxford OX2 8AL

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) | Tom Hayes |
| Kelly Bark | Alan Jones |
| Matthew Bezzant | Alan Johnson |
| Mark Bhagwandin | Richard Mandunya |
| Caroline Birch | Neil Oastler |
| Geoff Braham | Abdul Okoro |
| Maureen Cundell | Madeleine Radburn |
| Gordon Davenport | Claire Sessions |
| Vicky Drew | Sula Wiltshire |
| Gill Evans | Soo Yeo |

In attendance:

External Audit – Grant Thornton UK LLP:

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| Laurelin Griffiths | External Audit – Engagement Manager, Grant Thornton |
| Iain Murray | External Audit – Engagement Lead, Grant Thornton |

Oxford Health NHS FT - Board members:

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| John Allison | Non-Executive Director |
| Jonathan Asbridge | Non-Executive Director |
| Stuart Bell | Chief Executive |
| Tim Boylin | Director of HR |
| Alyson Coates | Non-Executive Director |
| Sue Dopson | Non-Executive Director |
| Mark Hancock | Medical Director |
| Dominic Hardisty | Chief Operating Officer |
| Chris Hurst | Non-Executive Director |
| Mike McEnaney | Director of Finance |

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| Aroop Mozumder | Non-Executive Director |
| Kerry Rogers | Director of Corporate Affairs & Company Secretary |
| Martyn Ward | Director of Strategy & Chief Information Officer |
| Lucy Weston | Associate Non-Executive Director |

Presenters and other staff – from Oxford Health NHS FT and partners

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| Tehmeena Ajmal | Service Director & Winter Director |
| Jason Jones | Head of Psychology and Psychological Therapies |
| Donan Kelly | Service Director |
| Kirsten Prance | Clinical Director |
| Helen Shute | CEO, OxFed |
| Hannah Smith | Assistant Trust Secretary |
| Liz Williams | Service Director |

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| 1. | Introduction and Welcome | |
| a | The Chair brought the meeting to order and welcomed all those present, including staff and members of the public, to the Trust's AMM and AGM for 2017/18. | |
| | Apologies for Absence | |
| b | Apologies had been received from the following Governors: Karen Holmes, Dr Tina Kenny, Davina Logan, Andrea McCubbin, Jacky McKenna and Gill Randall. | |
| c | Apologies had been received from the following members of the Board of Directors: Ros Alstead, Director of Nursing & Clinical Standards; and Bernard Galton, Non-Executive Director. | |
| d | The meeting was confirmed to be quorate. | |
| | Declarations of interest | |
| e | No interests were declared pertinent to matters on the agenda. | |
| | Minutes of the 2017 AMM/AGM | |
| f | The Minutes were approved as an accurate record of the meeting. | |
| 2. | Summary of the year including presentation of the Trust Annual Report 2017/18 | |
| a | The Chief Executive presented the Annual Report 2017/18 and provided an overview of developments from the reporting period. | |

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| <p>b</p> <p>c</p> <p>d</p> | <p>He highlighted the theme of integration and the challenge to bring it about and connect better with how health services in the local area worked. He noted how this linked to the presentations which the meeting would receive upon:</p> <ul style="list-style-type: none">• work with primary care/GPs in Oxfordshire and the establishment of a pilot Integrated Care System in Buckinghamshire;• the establishment of New Care Models across the Thames Valley and the move to take on new responsibilities for managing commissioning of health services across a consortia of trusts and providers; and• taking on Learning Disability services. <p>He commented upon the challenges in operating services in an expensive part of the country, noting how this could impact upon ability to attract and then retain staff across the public sector as a whole. The Trust was embracing apprenticeships and developing roles such as nurse associates to provide new opportunities which may help to attract and retain staff; in addition, work was taking place to develop peer support roles which could create opportunities for people who had experience of mental health problems to find a route into employment at the same time as helping other service users. He emphasised the importance of care being done with, rather than to, service users.</p> <p>Insufficient funding at a time of growing demand was also putting pressure upon services. There had been some national and local recognition of the need to consider this and potentially reallocate resources. The Trust had also been party to an agreement with Oxford University Hospitals NHS FT (OUH) and Oxfordshire CCG to share the risk around some increases in activity, with the proviso that if this were successful then some funding could be reinvested into mental health services. In the event, anticipated risks had not materialised but the question of improving investment in mental health services remained to be addressed.</p> <p>In relation to achievements and new developments, he highlighted: further work with academic partners including the commencement of the Oxford Health Biomedical Research Centre; the planning exercise on the future of the Warneford Hospital, conducted jointly with the University of Oxford; and the establishment of the Oxford Healthcare Improvement Centre which would help to build improvement skills into leadership development work across the Trust. He reported that the Trust had also been rated overall 'good' in the most recent Care Quality Commission (CQC) inspection.</p> | |
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| <p>e</p> <p>f</p> | <p>He concluded that the Trust had experienced significant change over the year and responded as best it could. It had demonstrably operated very efficiently (8% more efficiently than average). This had only been achievable through the hard work of its staff whom he thanked for all they had done to help the Trust to progress over the course of the last year.</p> <p>The meeting received the Trust’s Annual Report for 2017/18.</p> | |
| <p>3.</p> <p>a</p> <p>b</p> <p>c</p> <p>d</p> | <p>Presentation of Annual Accounts 2017/18</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 at the next item.</p> <p>In presenting the Annual Accounts, the Director of Finance highlighted the deficit position against the prior year’s surplus (despite an increase in operating income). He explained the increase in operating income from taking on Learning Disability services and prioritisation by NHS England of investment into children’s mental health services and adult psychological therapies. The FY18 deficit was -£1.2 million, against a surplus the previous year FY17 of £4.5 million. However, the normalised deficit (excluding Sustainability and Transformation Funding (STF), impairments, reversals, profit on disposals and transfers in) was -£2.1 million, compared to a normalised deficit of -£0.8 million in FY17. The situation had therefore deteriorated by £1.3 million in FY18 compared to FY17, despite an increase in income by £8.8 million (or 2.8%) but against which operating costs had also increased by £18.4 million (or 6.2%).</p> <p>The Director of Finance confirmed that the Trust had achieved its core STF of £1.3 million and, with the addition of £0.6 million from the STF Incentive Scheme and £0.4 million from the STF prior year allocation, the total STF benefit to the Trust had been £2.3 million.</p> <p>The Director of Finance presented the Statement of Financial Position and noted that overall net assets had reduced, largely due to running at a deficit, but the addition of STF had strengthened the cash position.</p> <p>In relation to key indicators of financial performance, he noted strong performance on liquidity but increasing variance from plan</p> | |

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| <p>e</p> <p>f</p> <p>g</p> <p>h</p> | <p>on Income and Expenditure margins. He highlighted that agency spend had been 146.3% above the target which had been set by NHS Improvement. He acknowledged the significant effort which had gone into improving recruitment and retention and to try to reduce agency spend but this had proved to be extremely difficult and this area remained an issue. In relation to the Cost Improvement Programme (CIP), £4.7 million had been achieved against a target of £7.4 million. The Trust's overall Use of Resources Risk Rating had also dropped from '2' to '3' (where '1' was the best rating/low risk and '4' the worst/high risk).</p> <p>The financial outlook for the environment in which the Trust operated was one of a continuing 2% national efficiency requirement/efficiency reduction at a time of increasing demand and complexity. NHS FTs were also required to generate surpluses for investment because they did not receive capital funding and therefore needed to generate their own cash in order to enable investment to improve assets and services. There was also an increased focus upon system-wide transformation planning and achievement of control totals (with financial penalties for not meeting control totals).</p> <p>The Director of Finance summarised that the Trust was efficient compared to other trusts (having achieved a national Reference Cost Index measure of 92) and the cash position was strong. However, the FY18 overall position had been an underlying deficit and it would be challenging to meet targets in FY19, especially the FY19 CIP target of £6 million. Capital investment projects for FY19 were subject to confirmation of funding and business case approval.</p> <p>The meeting received the Annual Accounts for 2017/18.</p> | |
| <p>4.</p> <p>a</p> | <p>Auditor's Report on Annual Report and Annual Accounts 2017/18</p> <p>Iain Murray from Grant Thornton (the Trust's external auditors) presented the Independent Auditor's Report to the Council, Members and Board on the Audit of the Trust's 2017/18 Financial Statements. He explained the audit scope and noted that, subject to one technical adjustment on the value of property, no significant issues had been identified in relation to the three audit risks which had been considered: improper revenue recognition; management override of controls; and valuation of property, plant and equipment. The use of the going concern basis of accounting was</p> | |

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| <p>b</p> <p>c</p> <p>d</p> | <p>supported by forecasting into FY20. He confirmed that Grant Thornton had issued an unmodified audit opinion on the Financial Statements which gave a true and fair view of the state of the Trust’s affairs and had been properly prepared in accordance with accounting policies. The Annual Report and Annual Governance Statement was also consistent with this.</p> <p>He explained the audit scope on the Value For Money (VFM) conclusion, noting that the audit was required to report ‘by exception’ should any issues arise from the work to review whether the Trust had made proper arrangements for securing economy, efficiency and effectiveness in its use of resources. VFM risks had been considered in relation to: CIP, agency spend; and partnership working. He commented positively upon the degree of transparency and robustness which the Trust had demonstrated. He confirmed that Grant Thornton had issued an unqualified VFM conclusion.</p> <p>He also explained the ‘limited assurance’ audit on the Quality Report, noting that the requirement for the audit was to perform limited checks and report ‘by exception’ having tested indicators which had been selected in relation to: early intervention in psychosis; inappropriate out of area placements; and reported instances of violence or aggression by patients against staff. He confirmed that Grant Thornton had issued an unmodified assurance report on the Quality Report.</p> <p>The meeting received the Auditor’s Reports on the Annual Report and Annual Accounts 2017/18.</p> | |
| <p>5.</p> <p>a</p> <p>b</p> | <p>Update from the Trust Chair</p> <p>The Trust Chair provided an oral update and noted changes to the Board over the past year, including the retirement of Non-Executive Directors: Mike Bellamy, Anne Grocock and Lyn Williams. This month would also see the departure of Alyson Coates, Non-Executive Director, who was re-locating and he thanked her for her service and her chairing of the Audit Committee. He thanked the retired and outgoing Non-Executive Directors for their dedication and valuable service. He welcomed new Non-Executive members of the Board: Chris Hurst, Bernard Galton, Aroop Mozumder and Lucy Weston.</p> <p>The meeting noted the oral update.</p> | |
| <p>6.</p> | <p>Questions on the Annual Report, Annual Accounts and Auditor’s Report</p> | |

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| | <p>Information Governance</p> <p>a A question was handed in from a member of the public which read: “As the section in the Annual Report on Information Governance (page 118) indicates complacency and recklessness with regard to privacy, liability and legal compliance, will the Board commit to obtaining a proper independent accreditation on information security, such as ISO 27001?”. The Medical Director responded, in his capacity as Caldicott Guardian, and disagreed that this was what the section referred to had demonstrated. He noted the reasonable assurance which had been received from the independent external audit which had been conducted upon the Annual Report and Annual Accounts. He added that the Trust took Information Governance seriously, was compliant with the Information Governance Toolkit submission and had achieved level 2 on every domain of the toolkit; he also referred to the work which the Trust was undertaking as part of its Global Digital Exemplar programme.</p> <p>System integration and partnership working</p> <p>b A Member of the Trust and chair of the patient participation group for Oxfordshire CCG referred to the Chief Executive’s comments upon integration and that the audit had not identified any untoward issues in relation to integration/partnership working. By contrast, she referred to the CQC’s visit to the Oxfordshire system over the winter period and the CQC’s criticism over lack of integration amongst key players across commissioners and providers in Oxfordshire. She asked what the Trust saw as the biggest problems and what issues would need to be addressed to receive a clean bill of health from the CQC’s next system visit. She noted that representatives on the CCG’s patient participation group had also criticised lack of cohesion and integration across all aspects of health and social care.</p> <p>c The Trust Chair replied that this was a timely comment as yesterday this had been the subject of discussion between the Trust, OUH and Oxfordshire CCG. The Chief Executive provided the context to the CQC’s visit and explained that this had been a system-wide review which had considered how the whole Oxfordshire system worked together, especially further to a high number of delayed transfers of care. The Trust had supported the conclusions that the system could do better. Since the visit, the Health & Wellbeing Board had evolved and health providers and GP Federations had been invited to participate. There was</p> | |
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| | <p>however still work to do to streamline the situation and avoid duplication. He added that with the onset of winter, it had also been a crucial step that all parties had agreed upon the importance of a sole leader acting on their collective behalf as ‘Winter Director’; he confirmed that Tehmeena Ajmal, who would be presenting to this meeting upon work with primary care/GPs in Oxfordshire, had been appointed as ‘Winter Director’.</p> <p><i>Learning Disabilities</i></p> | |
| d | <p>A member of the public commented that the Board was not supporting people with Learning Disabilities and that he had seen this since 1999 and no one was doing their job properly to provide documents in easy read/large print format. The Chief Executive replied that this was a reasonable challenge for the Trust to try to respond to next year, having just taken on Learning Disability services, and especially when it came to the presentation of technical matters such as the financial position.</p> | |
| 7. | Presentations | |
| a | <p>The meeting received three presentations which outlined key service developments that had been taking place through the year on the:</p> <ul style="list-style-type: none"> • work with primary care/GPs in Oxfordshire (the Oxfordshire Care Alliance) and the pilot Integrated Care System in Buckinghamshire – from Tehmeena Ajmal and Helen Shute (OxFed); • New Care Models – from Donan Kelly and Jason Jones; and • Learning Disability Services – from Liz Williams, Kirsten Prance and a service user/patient experience group member. | |
| 8. | Questions on the presentations | |
| a | None. | |
| 9. | Any Other Business | |
| | <i>Acknowledgements</i> | |
| a | <p>The Trust Chair thanked the Council of Governors for their work for the Trust, noting how the Council had developed in stature over the years and the impact of the Council upon making the Trust stop, think and act. He noted that this would be his final term in office and that his tenure would conclude in March 2019. Following a robust recruitment process, the Council had appointed</p> | |

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| <p>b</p> <p>c</p> | <p>his successor, David Walker, who would start to attend meetings from January 2020 prior to formally taking up his post in April 2020. He thanked the Board and the Governors, noting their collective strength and capability.</p> <p>The Lead Governor thanked the Trust Chair for his support to both Board members and Governors, noting that this was a difficult balance to strike and that it had been ably accomplished. He wished the Trust Chair well in his future endeavours.</p> <p>Data protection</p> <p>A member of the public asked a question about whether the Trust was compliant with data protection principles and regulations and how the Medical Director had responded to contact/a request in December urging him to review policy and address concerns from the National Data Guardian. The Medical Director replied that a new Information Governance policy had been developed and the Trust had responded to the office of the National Data Guardian.</p> | |
| <p>10.</p> | <p>There being no further business the Trust Chair declared the meeting closed at 20:10.</p> | |