

Northumberland, Tyne and Wear 
NHS Foundation Trust

Council of Governors – Public Meeting
Tuesday 10 March 2015 from 2.00pm to 4.00pm
Conference Rooms, Walkergate Park, Newcastle upon Tyne, NE6 4QD

DRAFT Minutes

Present:

Chair: Hugh Morgan Williams

Public: Margaret Adams
Julia Allison
Colin Browne
Dianne Graham
Jane Hall
Keith McCririck
Austin O'Malley
Bill Scott

Service Users: Marian Moore
Lucy Reynolds
Rachel Simpson
Dave Twist

Carers: Ann Clark
Norman Hildrew
Anneva Spark
Richard Tomlin

Staff: Phil Brown
Dr Alan Currie
Grahame Ellis

Local Authority: Cllr Gladys Hobson
Cllr Jane Streater

Community and Voluntary: Stuart Dexter

In attendance:

- Jamie Cuffe, Associate, Commercial, Capsticks Solicitors LLP
- Eric Jarvis, Board Secretary
- John Lawlor, Chief Executive
- Heather McVittie, Commercial Support Manager
- Justine Nicholls, Personal Assistant to Board Secretary
- Wendy Pinkney, Membership Manager
- Dave Rycroft, Deputy Director of Finance
- Chris Watson, Non-Executive Director of Performance
- Caroline Wild, Deputy Director, Partnerships

Governor Support:

- Lisa Manley (support to Lucy Reynolds)

Members of the Public in attendance:

- George Saint

Action

01/15 Welcome and Introductions

Hugh Morgan Williams welcomed the Council of Governors and attendees to the meeting.

02/15 Declarations of Interest

Eric Jarvis presented the paper that included an up-to-date Council of Governors' register of interests. The contents were noted.

He explained there has been a check on the accuracy of the register with new entries in register shown in blue writing.

Interests that no longer apply have been removed from the register as follows:

- Dianne Graham is no longer employed by the Royal Voluntary Service as a part-time Service Manager;
- Richard Tomlin is no longer a consultant in research management; and
- Dr Alan Currie is no longer a Trustee of Mental Health Charity (BEAT) and no longer receives payment for attending Advisory Board discussions from Jansen Cilag and Sovier.

However since producing the paper, there have been further changes as follows:

- Marian Moore no longer has an interest with the “National Development Team for Inclusion” as the organisation no longer exists. She is still the sole proprietor of her small consultancy business ‘Krysan.’
- Colin Browne is Chair of the Local Patients Panel of Mayfield Medical Centre in Jarrow.

The Council of Governors noted the changes and that the register will be updated accordingly.

In addition, Hugh Morgan Williams will become the Chair of ARCC (Achieving Real Change for Communities) Tees Valley Probation Service from 1 April 2015.

There were no further interests declared at the meeting.

03/15 Apologies for Absence

- Nigel Atkinson
- Alisdair Cameron
- Cllr Catherine Donovan
- Madeleine Elliott
- Janet Fraser
- Glenys Goodwill
- Fiona Grant
- George Hardy
- Prof Barry Hirst
- Graham Martin
- Steve Manchee
- Cllr Graeme Miller
- Revd Professor Pauline Pearson
- Cllr Elizabeth Simpson
- Cllr Alison Waggott-Fairley
- Bob Waddell
- Jack Wilson

04/15 (a) Minutes of the meeting on 18 November 2014 for approval

The draft minutes were agreed as an accurate record and duly signed subject to the following amendments:

Page 11 - agenda Item 66/14 – seventh paragraph – replace original sentence with “Grahame Ellis said that as the Council of Governors’

Staff Engagement Group had been disbanded, he was concerned that Staff Governors were not now sufficiently engaged in the work to identify the main issues from the staff surveys and follow up action. He asked if Staff Governors could work more closely on this with the Human Resources directorate.”

Page 12 - agenda Item 67/14 – first paragraph – first sentence – remove Grahame Ellis from involvement with the Annual Plan Working Group.

(b) Notes from the Engagement Session 10 February 2015 for approval

The notes were agreed as an accurate record.

05/15 (a) Matters Arising from the meeting on 11 September 2014

There were no matters arising.

(b) Matters Arising from the Engagement Session 10 February 2015

There were no matters arising.

06/15 Chair's Report

Hugh Morgan Williams outlined the main points of the Mental Health Network meeting attended by John Lawlor and himself on 3 March 2015, where the main speaker was Dr Geraldine Strathdee, National Clinical Director of Mental Health. He added that the Mental Health Network is trying to get all Mental Health Trusts working together and that there is a Mental Health National Conference on 18 March 2015 in London when he and John Lawlor will be attending.

07/15 Chief Executive's Report

The report was presented by John Lawlor. The contents were noted.

With reference to “Freedom to Speak Up” John Lawlor added that a communication has been sent out to staff across the Trust to reiterate individual responsibility to raise concerns, as staff should have the confidence to “do the right thing.”

08/15 Working Groups Update

Both Ann Clark, Chair of the Quality Scrutiny Group, and Lucy

Reynolds, Chair of the Membership and Communication Group agreed to provide a summary of their Groups activities for circulation to the Council of Governors.

EJ

09/15 Governor Feedback

Grahame Ellis mentioned that Unison has agreed to the government's pay offer. John Lawlor confirmed that other unions have yet to report what they have agreed.

Richard Tomlin raised the issue of whistleblowing and the anxiety that NHS staff must feel and suggested a mandate for Non-Executive Directors to be vigilant so that they are satisfied that the Trust has robust arrangements. John Lawlor said that it is an expectation of foundation trusts to have a Whistleblower Guardian, and the Trust will be considering arrangements for how this could work. Phil Brown stressed that every nurse practitioner should shoulder individual responsibility for such issues and be part of shared responsibility. Hugh Morgan Williams said that it is the role of all staff within the Trust to improve the care of those patients and service users that it serves and confirmed that there is a system in place that satisfies the Trust's regulators. It was agreed that the Council of Governors would receive an update following further consideration of the Whistleblower Guardian.

JL/
RT/
HMW

10/15 Finance Report

The report for the period to month 10 was noted by the Council of Governors.

11/15 Performance Report

The report for the period to month 10 was noted by the Council of Governors.

12/15 CQC Reports

The Council of Governors noted the report

13/15 Service Developments and Consultations

John Lawlor presented the report on service developments and consultations which flow from the Trust delivery of the Annual Plan, the Transforming Services agenda and other developments. The contents of the report were noted.

John Lawlor said that recent Consultation / Participatory Budgeting Event, “How we can spend the Mental Health Pound” was an interesting event that helped people to understand the balance between mental health trusts and community care.

It was agreed that further details would be circulated on questions asked, including:

- For successful tenders and funding bids activity, are we able to show the profit margin or contribution to costs?
- For the unsuccessful item ‘RIF – Integrated physical health and medicines optimisation service,’ was this unsuccessful because the funding was withdrawn, i.e. they could no longer commit to the funding?

14/15 Board Minutes

The Council of Governors noted the Board minutes from the November 2014 and January 2015 meetings.

15/15 Council of Governors Action Plan

The Council of Governors noted the record of actions.

16/15 External Audit Fee Adjustment

Eric Jarvis presented the paper. The contents were noted.

Following discussion, the Council of Governors approved the £2,000 increase to the fee and delegated the Board Secretary to sign the documentation on behalf of the Council of Governors.

17/15 Appointments – Nominations Committee and working groups

Hugh Morgan Williams presented the paper. The contents were noted.

The Council of Governors approved:

- **Jane Hall as Chair of the Nominations Committee;**
- **Lucy Reynolds as Chair of the Membership and Communication Group; and**
- **Marian Moore as Deputy Chair of the Membership and Communication Group.**

18/15 Nominations Committee Report

Jane Hall as Acting Chair of the Nominations Committee presented the report.

The contents were noted and in particular that Dixon Walter had been appointed as the Trust's search adviser for the two upcoming Non-Executive Directors' (NEDs') vacancies and that the process for the appraisal of the Trust Chair had been agreed.

Jane Hall reminded the Council of Governors that it had previously been agreed that the remuneration of NEDs would be reviewed in 2015, and proposed that the advert for NEDs' vacancies includes "remuneration is to be reviewed." This had been recommended by the search adviser in case the low fee had a potential impact of attracting the right candidates.

Jane Hall confirmed to Cllr Jane Streather that diversity of the Board of Directors had been considered and appropriate wording had been included in the advert.

Following discussion, the Council of Governors agreed to include the proposed phrase in the NEDs' advert.

Richard Tomlin added that the Nominations Committee is currently developing a skills matrix of essential and desirable criteria for the two vacancies in conjunction with the Board.

19/15 Annual Plan Update

Heather McVittie used PowerPoint and a copy of the "Transformation Map" to present the update on behalf of the members of the Annual Plan Working Group. The contents were noted by the Council of Governors.

Coverage included:

- What is the Operational Plan?
- Progress to date
- The Trust Plans
- Discussions at the Annual Plan Working Group
- The Transformation Map
- Recommendations

Hugh Morgan Williams said the work of the group was invaluable and thanked those Governors on the group for their hard work.

John Lawlor (i) summarised the radical changes relating to learning disability inpatient services; (ii) referred to closer workings with Local Authorities and Clinical Commissioning Groups; (iii) highlighted the focus on developing sustainable complex packages of care in the community; and (iv) stressed the importance of the initiative to stop or reduce service users' smoking. There was a full discussion on the issues raised.

Cllr Jane Streather said that there is an open meeting arranged for tomorrow at the Newcastle Civic Centre on "good mental health." John Lawlor confirmed that he was attending.

Ann Clark requested information on the method of feedback relating to community transformation to the Quality Scrutiny Group.

GO

The Council of Governors noted the involvement of governors in developing the Operational Plan 2015/16 and recommended it for approval by the Board of Directors.

20/15 Governance Review – what is it and how can governors contribute?

The Council of Governors noted the contents of paper copies of the PowerPoint slides. As there was insufficient time to cover this subject in depth, it was carried forward to the next engagement session. In the meantime any comments from governors should be sent to Caroline Wild.

21/15 Role of the Non-Executive Director

Jamie Cuffe from Capsticks Solicitors LLP and Chris Watson used Powerpoint to present the subject. The contents were noted by the Council of Governors.

Jamie Cuffe focussed on the legal and theoretical elements of the subject and covered:

- How is a NHS foundation structured?
- The role and duties of the Trust Board including the role of the Chair, the role of Non-Executive Directors and directors' duties.

Chris Watson focussed on his experience as a NTW Non-Executive Director, which was now into the ninth year. He covered:

- The Nolan principles
- What is in the job description?

- Understanding the organisation
- Understanding in order to test, question and challenge to gain assurance
- Time constraints

James Cuffe continued with recent regulatory changes:

- Fit and Proper Person Test
 - Duty of Candour
- and concluded with:
- Corporate Manslaughter and Corporate Homicide Act 1997

22/15 Any Other Business

A discussion took place around Council of Governors' arrangements including the setting of agendas, e.g. to ensure they are manageable in the time available, style and format of meetings, e.g. to ensure more participation by governors, and venue issues, e.g. to ensure that all governors are able to hear proceedings with perhaps the use of a microphone or a loop system.

It was acknowledged that the issues mentioned could be improved and would be taken forward.

John Lawlor suggested that it may be useful for governors to attend Board committee meetings to assist in governors' development and to help hold the Non-Executive Directors to account for the performance of the Board. It may also be worthwhile looking at how governors are involved in planning future development / focus sessions.

**EJ/
CW/
HMW**

**EJ/
CW/
HMW**

23/15 Close

The next Council of Governors' meeting will be held on **Tuesday 12 May 2015 at 2.00pm in the Sir Bobby Robson Suite, Newcastle United Football Club, Barrack Road, Newcastle upon Tyne, NE1 4ST.**