

**Council of Governors – Public Meeting**  
**Tuesday 8 September 2015 from 2.45pm to 4.00pm**  
**Tyne Hall, Trinity Centre, High Street, Gosforth,**  
**Newcastle, NE3 4AG**

**DRAFT Minutes**

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Present:

Chair: Hugh Morgan Williams

Public: Margaret Adams  
Christine Lumsdon  
Austin O'Malley  
Bill Scott

Service Users: Fiona Grant  
Rachel Simpson  
Jack Wilson

Carers: Ann Clark  
Norman Hildrew  
Anneva Spark  
Richard Tomlin

Staff: Nigel Atkinson  
Dr Alan Currie  
Grahame Ellis  
Bob Waddell

Local Authority: Cllr Anne Dale  
Cllr Catherine Donovan  
Cllr Gladys Hobson

Community and Voluntary: Stuart Dexter

University: Prof Barry Hirst  
Revd Professor Pauline Pearson

In attendance:

- Dr Leslie Boobis, Non-Executive Director
- Alexis Cleveland, Non-Executive Director
- James Duncan, Deputy Chief Executive/Executive Director of Finance
- Eric Jarvis, Board Secretary
- Justine Nicholls, Personal Assistant to Board Secretary
- Wendy Pinkney, Membership Manager
- Lisa Quinn, Executive Director of Performance and Assurance
- Caroline Wild, Deputy Director, Partnerships

Member of the Public in attendance:

- George Saint

Action

#### **44/15 Welcome and Introductions**

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

Hugh said that since the last formal meeting of the Council of Governors, Graham Martin had resigned on 31 July 2015 for personal reasons.

#### **45/15 Declarations of Interest**

The following change to the Council of Governors' register of interests was noted:

Jack Wilson is a youth work apprentice with Youth Focus: North East, who have been successful in the Newcastle/Gateshead CCG Young Commissioner's funding for Children's, Young Peoples and Families mental health and emotional wellbeing services across Gateshead and Newcastle. He will be participating through his job as a youth work apprentice as one of those young commissioners supporting the project so there could possibly be some crossover with his role as a governor and his role as a Young Commissioner when services changes discussions are happening.

There were no further interests declared at the meeting.

#### **46/15 Apologies for Absence**

- Julia Allison
- Phil Brown

- Colin Browne
- Alisdair Cameron
- Madeleine Elliott
- Janet Fraser
- Glenys Goodwill
- Jane Hall
- George Hardy
- Cllr Karen Kilgour
- Keith McCririck
- Steve Manchee
- Cllr Graeme Miller
- Marian Moore
- Lucy Reynolds
- Cllr Lesley Spillard
- Dave Twist

#### **47/15 Minutes of the meeting on 12 May 2015 for approval**

There were several amendments to the draft minutes as follows:

Item 33/15(i) – page 6 – first sentence – add “**for the two NED vacancies.**”

Item 34/15 – page 7:

- second paragraph referring to “page 1” delete entire paragraph.
- third paragraph referring to “page 3” replace with “2g of page 3 should include **PLACE (patient led assessment of the care environment)** rather than PEAT (patient environment action team).
- fourth paragraph should state, “The **change was approved** by the Council of Governors.”

Item 41/15 - page 9

- first sentence should state “**Some** Governors were unhappy with the venue ...”
- third sentence should state “**Governors appreciated the Governors only meeting prior to the main meeting.**”

**Subject to the above amendments, the minutes were agreed as a true and accurate record and duly signed.**

Eric Jarvis said that the paper relating to 34/15 “Review of Council of Governors Terms of Reference” was incorrect on page 2 as it should have said “**more than**” 50% of governors voting.

**The Council of Governors approved the change to the Council of Governors terms of reference.**

**48/15 Matters Arising from the meeting on 12 May 2015**

There were no matters arising.

**49/15 Chair's Report**

Hugh Morgan Williams welcomed the two new Non-Executive Directors Alexis Cleveland and Dr Leslie Boobis to their first Council of Governors meeting.

Hugh said that there had been a successful Board Away Day on 30 July facilitated by Ken Tooze. He highlighted that one of the presentations related to Trust IT developments and it had been inspirational. He proposed that it should be presented to the Council of Governors

Hugh said that he had met the Secretary of State for Health, Jeremy Hunt, in London on 2nd and 3rd July to discuss various issues.

He had also attended the Health and Care Innovation Expo in Manchester hosted by NHS England on 2 September, where the Secretary of State was the key note speaker. He said that it was an opportunity to meet the people behind the 37 vanguards, developing and testing a range of models of care designed to transform and modernise health and care services. The Secretary of State for Health challenged the NHS to ensure all patients were able to access their full medical records by 2016.

Finally Hugh reported that the Council of Governors in closed session had determined to dismiss Keith McCririck from the Council of Governors for inappropriate remarks. This is subject to appeal.

**50/15 Chief Executive's Report**

The report was presented by James Duncan on behalf of the Chief Executive. The Council of Governors noted the contents.

When referring to urgent and emergency care vanguard bids, James said that a full report will be brought to a future Council of Governors' meeting.

**Steer  
Gp**

**JD**

## 51/15 Governors Questions

Governors had submitted 3 questions in advance of the meeting. Each question was read out in turn by Eric Jarvis and responded to by James Duncan.

- 1) Ann Clark – “I am aware that Community Mental Health teams in Northumberland are currently under consideration within the transformation process. Are the current Carer Support Worker posts to be maintained as an integral part of the proposed new teams?”

James responded that the carers’ support workers are commissioned directly by the Local Authority in Northumberland and we have asked them to clarify their intentions towards these posts.

- 2) Ann Clark – “Now that the Opus Employment project and associated Tans Restaurant in Hexham have been closed, can we have some assurance that any residual monies that were given by members of the public as tips will be used for the direct benefit of NTW service users in the Tynedale areas as was stated in public notices in the restaurant?”

James Duncan said that the residual funds from tips will benefit those service users who have recently used the services to provide a final celebration event. Any remaining funds will be added to the Trust’s charitable fund, and reserved for the Northumberland Recovery College.

Ann fully supported any remaining funds being reserved for the Northumberland Recovery College, but she was concerned that the west of the county may not be treated as favourable as Ashington and Blyth. James said that we will seek to ensure that this is the case.

Cllr Anne Dale commented that she is a council representative on the local committee and she confirmed that she is aware that the Trust is working with the County Council on this. James reaffirmed that the Trust is fully committed to working in partnership with the Council and other services to support staff and service users in new roles and placements.

- 3) Richard Tomlin – “Could you explain the implications for community mental health services in Northumberland of the

change in provider from NTW to Talking Matters? In particular could Governors be informed how the nature of the service now commissioned differs from that previously provided? For example some GP surgeries had an attached CPN, but I am told by my local surgery that the post has been declared redundant.”

James said that this a question for Northumberland CCG, who commissioned Northumberland Talking Matters to provide the Improving Access to Psychological Therapies Service in Northumberland. We are working closely alongside Talking Matters Northumberland to transfer existing IAPT clients, resolve issues for staff working in the services and also develop joint working arrangements for the interface between primary and secondary care. However we do not have details of the new model as yet.

## **52/15 a) Nominations Committee Report**

Richard Tomlin reported that the Council of Governors had approved Nominations Committee recommendations in closed session.

He said that the first two recommendations were to receive the positive appraisals of the Trust Chair and Non-Executive Directors (NEDs). Richard highlighted that he and Chris Watson, the Senior Independent Director (SID), had been tasked with refining the format of the Chair’s appraisal for future years. He also highlighted that Governors would become more engaged in NEDs’ appraisals assisted by the Council of Governor’s Steering Group and Governor representation on Board committees.

Richard said that the final recommendation related to NEDs’ remuneration. This had only been adjusted by a 1% uplift since being established in 2010 on the basis of 3 days per month commitment. Significant workload increases have meant that the duties could not be performed in less than 4 days per month. The Council of Governors recognised the proportionate uplift resulting in a basic remuneration of £13,500 per annum. On the basis that the estimated time commitment makes no allowance for the additional work involved in chairing standing Board committees, the Vice Chair’s additional duties and the SID duties, it was agreed that each of these functions should receive a supplement of £2,000 per annum. Richard concluded that these measures placed the NED’s remuneration around the median point compared both to other mental health and learning disabilities FTs in the northern region and

to the other FTs in the region.

## **b) Review of Nominations Committee Terms of Reference**

Eric Jarvis presented proposed changes to the Nominations Committee's Terms of Reference following review at the Nominations Committee meeting on 28 August 2015. He said that the main changes related to clarity around Monitor's Code of Governance requirements. The Council of Governors noted the changes.

**The proposed changes were approved by the Council of Governors.**

## **53/15 Council of Governors structure and proposed changes to Trust Constitution**

Hugh Morgan Williams presented the briefing paper at appendix 1 of the full paper, which outlined the case for change to the structure of the Council of Governors and the options available. The Council of Governors noted the contents.

Hugh highlighted that the Council of Governor's Steering Group had considered the briefing and were supportive of option 2 with the proviso that a public Governor would not be required to leave until their tenure was completed. A Governor in such a position who was eligible for re-election and wished to continue as a Governor could apply for re-election when the position became available.

Grahame Ellis referred to option 2, which sought to reinstate the original structure as far as possible, and said that the Council of Governors appeared to be more cohesive with such a structure.

Alan Currie said that he would not be in favour of option 3, which sought to reinstate the original structure and also lose an adult services service user and carer Governor, as the contribution of service users and carers Governors are very valuable.

**Following discussion, the Council of Governors agreed to change its structure as outlined in option 2 (i.e. removing the 3 CCG Governors and 6 public Governors, thereby reducing total Governors from 42 to 33).**

Eric Jarvis said that this decision would require an amendment to the Trust Constitution and also require approval from the Board of Directors, and went on to present the remainder of the paper. The

contents of the paper were noted by the Council of Governors.

**Following discussion, the Council of Governors approved changes to the Trust Constitution relating to (i) the Council of Governors' structure; (ii) the CQC's Fit and Proper Person Test for Board directors; (iii) the level of significant transactions; (iv) the Nominations Committee and its Chair; and (v) the Lead Governor.**

#### **54/15 Governors' Communication survey**

Caroline Wild presented the report that included feedback from the recent survey from 17 respondents. The Council of Governors noted the contents.

Caroline highlighted the main themes from the survey, which included:

- communication preferences which will be met on an individual basis.
- preference for the days and timings of meeting, which helps us when scheduling future meetings, although it is not possible to satisfy everyone's preferences for every meeting.
- Venues and associated issues such as microphones/hearing loop, wheelchair access, public transport, good parking and low cost, all of which we will prioritise when booking venues.

There were few specific requests for training. It is possibly difficult to know what training you are interested in when perhaps you are not aware of what training is available. This subject will be considered further at a future meeting or engagement session.

**EJ/  
CW**

Caroline confirmed to Rachel Simpson support would be provided to assist with the completion of surveys.

Cllr Anne Dale said that she received her Council of Governors' papers last Friday, which is not the agreed standard of being circulated 7 days prior to the meeting. Late papers can impact on a person's ability to plan their work and their flexibility, taking all of their commitments into account. Hugh Morgan Williams agreed with Anne and said that the team will endeavour to address this.

#### **55/15 Lead Governor**

Hugh Morgan Williams presented the paper. The paper was noted by the Council of Governors.

Hugh said that he was very grateful for the leadership and valuable counselling from Richard Tomlin as Lead Governor. However we need to look at another candidate for the role as Richard will be ending his tenure as a Governor on 30 November 2015.

Hugh said that the Lead Governor is appointed by a vote of the full Council of Governors following expressions of interest from eligible Governors. He then referred to the appended role description, which is based on appendix B of Monitor's Code of Governance plus arrangements previously agreed as part of the Trust Constitution, and asked that any interested Governors should put their name forward and/or discuss the role with him.

#### **56/15 Proposed Review of Groups' Structure and the current Review of the Quality Scrutiny Group's Terms of Reference**

Hugh Morgan Williams presented the report. The Council of Governors noted the contents, and in particular that a review of the Council of Governors' group structure is to commence, including groups' performance assessment and the setting of objectives.

The Quality Scrutiny Group's revised terms of reference were presented for approval. Grahame Ellis said that when he became the Governor representative attending the Audit Committee it was on the understanding that he also attended the Quality Scrutiny Group. On that basis he questioned whether he should be included in the membership section of the terms of reference.

**Following discussion, the Council of Governors approved the Quality Scrutiny Groups' revised terms of reference subject to including the Audit Committee Governor representative in the membership.**

#### **57/15 Governors' attending Board Committees**

##### **a) Arrangements**

Eric Jarvis presented the paper on arrangements relating to Governors acting as observers at Board Committee meetings. The report was noted by the Council of Governors.

##### **b) Feedback from Governors**

There was no feedback from Governors at this stage.

## **58/15 Working Groups' Update**

The Council of Governors noted the update.

## **59/15 Governor Feedback**

Fiona Grant said that her recent visit to the Autism Unit at Northgate Hospital included a mock-up of what the new flats will look like and she met the staff working on the Unit, whom she found to be full of passion and dedication. She very much enjoyed her visit.

## **60/15 Highlight Service Developments and Consultations**

The Council of Governors noted the report.

## **61/15 Highlight Performance Report**

The Council of Governors noted the report (for the period to 31 July 2015).

## **62/15 Highlight Finance Report**

The Council of Governors noted the report (for the period to 31 July 2015).

## **63/15 Board Minutes**

The Council of Governors noted the Board minutes from the April, May and June 2015 meetings.

## **64/15 Council of Governors Action Plan**

The Council of Governors noted the record of actions.

## **65/15 Any Other Business**

Ann Clark commented that she valued the "Governors Only" meeting which she had attended earlier in the afternoon.

As there was no further business to discuss, Hugh closed the meeting and thanked everyone for attending.

## **66/15 Close**

The next Council of Governors' meeting will be held on **Thursday 12 November 2015 at 2.00pm. The venue is to be confirmed.**

