

# **Council of Governors Public Meeting**

14 July 2022

14:00 GMT+1 Europe/London

Microsoft Teams AND Royal Station Hotel, Neville Street, Newcastle NE1 5DH

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# 1. Agenda

Speaker: Ken Jarrold, Chair

References:

- COG Agenda - 14 July 2022.pdf

## Council of Governors General Meeting Agenda

<b>Venue: Royal Station Hotel, Neville Street, Newcastle, NE1 5DH and also via Microsoft Teams</b>	<b>Date: Thursday 14<sup>th</sup> July 2022 Time: 14:00pm – 16:00pm</b>
<b>Please note this meeting will be recorded.</b>	

1. Agenda Item		Owner	
1.1	<b>Welcome and Apologies for Absence</b>	<b>Ken Jarrold, Chair</b>	<b>verbal</b>
2	<b>Declaration of Interest</b>	<b>Ken Jarrold, Chair</b>	<b>verbal</b>
3	<b>Minutes of previous meeting – held 12<sup>th</sup> May 2022</b>	<b>Ken Jarrold, Chair</b>	<b>enc</b>
4	<b>Action Log and Matters Arising</b>	<b>Ken Jarrold, Chair</b>	<b>enc</b>
5	<b>Chair’s update</b>	<b>Ken Jarrold, Chair</b>	<b>verbal</b>
6	<b>Chief Executive update</b>	<b>James Duncan, Chief Executive</b>	<b>verbal</b>
7	<b>Equality, Diversity and Inclusion update</b>	<b>Lynne Shaw, Executive Director of Workforce and Organisational Development</b>  <b>Rajesh Nadkarni Executive Medical Director and Deputy Chief Executive</b>	<b>verbal</b>
8	<b>Trust Constitution Review</b>	<b>Debbie Henderson, Director of Communications / Corporate Affairs</b>	<b>enc</b>
9	<b>Deputy Lead Governor Appointment</b>	<b>Debbie Henderson, Director of Communications / Corporate Affairs</b>	<b>enc</b>
10	<b>Governors’ Questions</b>	<b>Ken Jarrold, Chair</b>	<b>verbal</b>
<b>Governors Feedback</b>			
11	<b>Quality and Performance Board Sub-Committee</b>	<b>Margaret Adams and Anne Carlile</b>	<b>verbal</b>

12	<b>Audit Committee Board Sub-Committee</b>	<b>Tom Bentley and Maria Hall</b>	<b>verbal</b>
13	<b>Resource and Business Assurance Board Sub-Committee</b>	<b>Revell Cornell and Leyton Rahman</b>	<b>verbal</b>
14	<b>Mental Health Legislation Board Sub-Committee</b>	<b>Fiona Grant and Denise Porter</b>	<b>verbal</b>
15	<b>Provider Collaborative Board Sub-Committee</b>	<b>Fiona Regan and Cath Hepburn</b>	<b>verbal</b>
16	<b>People Board Sub-Committee</b>	<b>Anne Carlile and Danny Cain</b>	<b>verbal</b>
17	<b>Charitable Funds Corporate Trustee Sub-Committee</b>	<b>Fiona Grant and Margaret Adams</b>	<b>verbal</b>
18	<b>Governor's Nomination Committee</b>	<b>Ken Jarrold and Margaret Adams, Co-Chairs</b>	<b>verbal</b>
19	<b>Governors' Steering Group</b>	<b>Margaret Adams, Chair</b>	<b>verbal</b>
20	<b>Governor's Quality Group</b>	<b>Margaret Adams, Chair</b>	<b>verbal</b>
21	<b>Governors Governance Group</b>	<b>Debbie Henderson, Chair</b>	<b>verbal</b>
22	<b>NHS Providers Governor Advisory Committee</b>	<b>Anne Carlile</b>	<b>verbal</b>
23	<b>Other feedback from Governor meetings and events</b>	<b>Governors</b>	<b>Verbal</b>
24	<b>Board Minutes for information</b>	<b>Ken Jarrold, Chair</b>	<b>enc</b>
25	<b>Any Other Business</b>	<b>Ken Jarrold, Chair</b>	<b>verbal</b>
<b>Key Issues for Discussion</b>			
26	<b>Provider Collaborative update</b>	<b>Lisa Quinn, Executive Director of Finance, Commissioning and Quality Assurance</b>	<b>verbal</b>

# 1.1 Welcome and Apologies for Absence

Speaker: Ken Jarrold, Chair

## 2. Declaration of Interest

Speaker: Ken Jarrold, Chair

### **3. Minutes of previous meeting held 12th May 2022**

Speaker: Ken Jarrold, Chair

References:

- 3. Draft Minutes CoG 12 May 2022.pdf

**Draft Minutes of the Council of Governors Virtual Meeting held in public  
Thursday 12<sup>th</sup> May 2022 from 2pm – 4pm  
via Microsoft Teams**

**Present:**

Ken Jarrold	Chairman
Margaret Adams	Lead Governor/Public Governor for South Tyneside
Evelyn Bitcon	Public Governor for North Cumbria
Allan Brownrigg	Staff Governor – Clinical
Victoria Bullerwell	Staff Governor – Non-Clinical
Danny Cain	Staff Governor – Non-Clinical
Anne Carlile	Carer Governor for Older People’s Services
Revell Cornell	Staff Governor – Non-Clinical
Cllr Maria Hall	Appointed Governor for Gateshead Council
Cllr Paul Richardson	Appointed Governor for North Tyneside

**In Attendance:**

Kirsty Allan	Corporate Affairs Manager (Minute Taker)
Alexis Cleveland	Non-Executive Director
Ramona Duguid	Chief Operating Officer
James Duncan	Chief Executive
Debbie Henderson	Director of Communications and Corporate Affairs
Rajesh Nadkarni	Executive Medical Director / Deputy Chief Executive
Louise Nelson	Non-Executive Director
Lisa Quinn	Executive Director of Finance, Commissioning and Quality Assurance
Lynne Shaw	Executive Director of Workforce and OD
Jayne Simpson	Corporate Affairs Officer

**1. Welcome and apologies for absence**

Ken Jarrold welcomed everyone to the meeting. Apologies for absence were received from the following:

Kirsty Allan	Corporate Governance Manager
David Arthur	Non-Executive Director
Darren Best	Non-Executive Director
Paula Breen	Non-Executive Director
Brendan Hill	Non-Executive Director
Michael Robinson	Non-Executive Director
Denise Porter	Governor - Community and Voluntary Sector
Fiona Regan	Carer Governor – Learning Disability and Autism
Annie Murphy	Governor - Community and Voluntary Sector
Tom Bentley	Public Governor - Gateshead

**The meeting was not quorate**

**2. Declaration of Interest**

There no were declarations of interest to note.

### 3. Minutes for approval and Action Log

The minutes of the meeting held on 17 March 2022 were considered.

#### Approved:

- **The minutes of the meeting held on 17 March 2022 were agreed as an accurate record.**

### 4. Matters arising not included on the agenda

None to note.

### Business Items

#### 5. Chair's Report

Ken Jarrold noted that the meeting represented the final Council of Governors meeting for Alexis Cleveland, Non-Executive Director. Ken said that Alexis will be greatly missed by all saying it had been a privilege to work with her, acknowledging her exceptional contributions to the Board as Chair of Quality and Performance Committee and previous roles including Interim Chair, Vice-Chair and Senior Independent Director. It was recognised that very few Non-Executive Directors make such an outstanding contribution to the NHS.

Alexis thanked Ken and the Governors for the support she has received during her tenure with the Trust. She gave special thanks to Margaret Adams, Anne Carlile and Fiona Grant with whom she has worked incredibly closely with, particularly in terms of integrating Governors into the governance framework of the Trust. On behalf of the Council of Governors, Margaret Adams thanked Alexis for all her support to ensure that Governors feel involved in the work of the Trust, particularly the Governors' Quality Group and Board Committees.

Ken expressed apologies for the decision to stand down the substantive key issue item, Autism Strategy, from the agenda due to sickness absence and reassured Governors that the item would be rescheduled to take place at a future meeting.

Ken informed Governors that John Lawlor, the Trust's previous Chief Executive had been appointed as Chair of the Tavistock and Portman NHS Foundation Trust.

#### Resolved:

- **The Council of Governors received and noted the Chair's update**

#### 6. Chief Executive's Report

James Duncan referred to recent media coverage relating to an incident at St Nicholas Hospital and provided reassurance regarding the status of the individual involved. A more detailed update will be provided to Governors on critical incidents in a future closed meeting.

James noted that the national consultation on the 10-year Mental Health and Wellbeing Plan had commenced with a closing date of 7 July. Governors will be asked to respond to the consultation and the Trust will also be providing an organisational response.

#### 7. Nomination Committee update – Non-Executive Director re-appointment for approval

Ken Jarrold and Margaret Adams referred to the report which outlined the process undertaken by the Governors' Nomination Committee to consider the re-appointment of Darren Best and Paula Breen as Non-Executive Directors for a second term of office. The report outlined the rationale for the proposal for re-appointment and Ken reflected on the continuing strong contribution of both Darren and Paula to the Trust.

Ken noted that as the meeting was not quorate, Debbie Henderson would seek approval from Governors via email and ratify the decision at the next meeting scheduled to take place on 14 July.

**Resolved**

- **Members of the Council of Governors in attendance endorsed the re-appointment of Darren Best and Paula Breen for a second term of office from 1 October 2022 to 30 September 2025.**

**Action**

- **Ratification of the decision to re-appoint Darren Best and Paula Breen to be taken at the July Council of Governors meeting.**

## **8. Representation of Governors on Trust Sub-Committees and Council of Governors Committees and sub-groups**

Debbie Henderson referred to the report and noted that following the recent Governor election process a refresh of the current Governor representation on both Board Sub-Committees and Governor Committees and working groups was undertaken. Following submission of expressions of interest from members of the Council of Governors, the Steering Group reviewed and agreed the membership as detailed in the report.

Debbie noted that a vacancy remains on the Trust Audit Committee and encouraged any Governors with an interest in joining the Audit Committee to make contact. Cllr Maria Hall expressed an interest in joining the Audit Committee.

**Approved:**

- **The Council of Governors approved the representation of Governors on Board sub-committees, Council of Governor sub-committees and working groups, as detailed in the report, including Cllr Maria Hall as Governor representative on the Audit Committee.**

## **9. Governor by-election outcome**

Debbie Henderson provided an update on the outcome of the recent by-election process and confirmed the appointment of Jane Noble as Carer Governor for Adult Services. The candidate elected to represent the Public Sunderland constituency stood down following their appointment. Vacancies now remain for the Service User Governor post for Older People's Services, Carer Governor for Neuro-disability Services and Public Governor for Sunderland.

The remaining vacancies were discussed at the Governors' Steering Group and a proposal was considered that should the Trust receive any interest from potential candidates in any of the vacant seats, the Trust would consider implementing a 'shadow' governor approach to allow people an opportunity to join the Council in shadow form until the quarter 3 election process in 2022/23 commences.

Evelyn Bitcon supported the proposal relating to 'shadow' representation on the Council of Governors and suggested that for new Governors, despite the Trust's efforts to support the development of new Governors, further opportunities for training would be welcomed.

**Resolved:**

- **The Council of Governors noted the Governor bi-Election update and the proposal to implement a 'shadow' representative approach to any interest candidates prior to the 2022/23 election process.**

## 10. Governors' Questions

Evelyn Bitcon referred to the Service User and Carer Reference Group (SUCRG) and a presentation from Jonathan Richardson regarding record keeping standards. A further meeting took place and Jonathan had noted his appreciation for the thoughtful questions received from the SUCRG and suggested that the presentation be delivered to a future Governors meeting.

### Action

- **Governors' Steering Group to consider Record Keeping Standards as an agenda item at a future Council of Governors meeting**

## Governor Feedback

### 11. Feedback from Quality and Performance Committee

Margaret Adams provided an update following the meeting held 11 May which included a comprehensive report from the South locality. The update included a discussion on how the Trust addresses issues of concern. Non-Executive Directors asked very pertinent questions and received good quality responses and Margaret reassured Governors that the Trust demonstrates that it actively listens to concerns, takes action and embeds action when needed. Alexis Cleveland also emphasised the value in listening to localities as well as looking at formal reporting in terms of their hotspot areas.

### 12. Feedback from Audit Committee

In the absence of Tom Bentley, Ken Jarrold provided feedback on his behalf. Tom reflected on a very well-run meeting which focused on the External Auditors reappointment and the External Audit plan for 2022/23.

### 13. Feedback from Resource and Business Assurance Committee (RABAC)

Revell Cornell provided an update following the meeting held 11 May. The meeting focused on the pace of change regarding the Climate and Sustainability plan and the meeting received an update on the financial position.

### 14. Feedback from Mental Health Legislation Committee

In the absence of Denise Porter, Fiona Grant and Michael Robinson, there were no issues to note.

### 15. Feedback from Provider Collaborative Committee

In the absence of Fiona Regan, Cath Hepburn and Michael Robinson, Lisa Quinn advised that the previous meeting discussed the three business cases for adult secure, children services and eating disorders in detail prior to submission to Board for approval.

### 16. Feedback from People Committee

Anne Carlile provided an update following the previous meeting and suggested that Governors would benefit from receiving an update on the process and outcomes from exit interviews. A discussion also took place regarding the future of the Committee in terms of reporting and structure and the outcome of staff surveys.

### Action

- **Governors' Steering Group to consider Exit Interviews as an agenda item for a future Council of Governors meeting**

### 17. Feedback from Charitable Funds

Margaret Adams provided an update following the meeting held 11 May and referred to an interesting update on the SHINE Fund and individual funds and efforts to bring in further

funding to the charity. Louise Nelson also referred to the ongoing challenges in recruiting to the Fundraiser Post.

#### **18. Feedback from Nomination Committee**

Discussed under item 7.

#### **19. Update from the Governors Quality Group**

Margaret Adams referred to a presentation on Peer Support and Involvement. The Quality Group have also requested quarterly updates from the Cultural Diversity Network in terms of inclusion. Anne Carlile also noted that a discussion took place regarding support for families. The next meeting will be chaired by Anne Carlile and will focus on seclusion.

#### **20. Update from the Governors Steering Group**

Ken Jarrold advised that the Steering Group continued to plan the business of the Council of Governors. Ken advised that Allan Brownrigg had joined as a member of the Steering Group and the Governors' Nomination Committee.

#### **21. Feedback from Governance Group**

No meetings have taken place since the previous meeting. Debbie Henderson advised that a meeting will be taking place in June to review the Constitution with a view to separating the roles relating to Learning Disabilities and Autism.

#### **22. Feedback from Governor Advisory Committee (GAC)**

Anne Carlile provided an update from the previous meeting which focused on a candid strategic policy update including an overview of the challenges being experienced within the NHS. The update has been shared with Ken Jarrold, Debbie Henderson and Margaret Adams.

#### **23. Feedback from Governor External Events and Meetings**

No further updates to note.

#### **24. Board of Directors meeting minutes (discussion by exception only)**

Received for information.

#### **25. Any Other Business**

No issues to note.

### **Key Items**

#### **26. The world we're in.....**

Ken Jarrold invited an open discussion regarding 'the world we're in..'. Before the meeting, Ken Jarrold invited Governors to think about some of the concerns they have regarding the Trust, the NHS and the wider health and care agenda.

Ken started the discussion by raising issues from two Governors who were absent from the meeting. Tom Bentley queried the Trust's stance on returning to face-to-face meetings. Debbie Henderson will contact Governors for their views over the coming weeks.

On behalf of Denise Porter, Ken referred to the Community Transformation work and concerns around ensuring fair allocation of funding to all partners across the system with true parity of esteem between physical and mental health. Denise also expressed concern in terms of how Councils of Governors within the ICB will be defined, and acknowledgement of the workforce across health and social care and the lack of recognition and reward for those continuing to go the extra mile. Ken confirmed that the ICB will not have a Council of Governors but that Councils of Governors for NHS Foundation Trusts will remain as they are with their statutory responsibilities applying to their individual Trusts.

Evelyn Bitcon endorsed the concerns raised by Denise and referenced her attendance at a meeting of third sector colleagues in North Cumbria and a discussion with CCG representatives noted Provider concerns around involvement in Community Transformation plans. James Duncan suspected that the focus of the discussion may have been on funding allocation as opposed to the work required to take forward the community transformation programme to improve services for local communities. He advised that the ability to take forward the work had been exceedingly challenging due to the pandemic, but reassured Governors that the Trust remains committed to the programme referring to the development of a key workstreams within the Trust focused specifically on Community Transformation. He agreed that this would be an engaging process and a meeting took place with partners in Cumbria to start the discussion around what is required across the system. He suggested that a more detailed update be given to the Council of Governors to a future meeting on progress of the three key workstreams underpinning the Trust's annual plan.

Allan Brownrigg expressed concern that it is becoming increasingly more difficult for patients to access the care they need, at the right time in the right place, but acknowledged the impact of the challenging times we're living in. James Duncan agreed and advised that doing more of the same is not the answer and the work to rethink models of care will be fundamental. In the meantime, Ramona Duguid suggested pulling together an initial briefing on the current challenges and work of the three workstreams to date and stated that the leadership task is to create the right conditions for frontline teams to think about the future. Ramona also referred to the need to consider the system position around roles and responsibilities for mental health, disabilities, and wellbeing.

Ken Jarrold said that he cannot remember a more challenging time for the NHS or the Trust and referred to a book 'the NHS under siege, the fight to save it in the age of Covid'. He reflected on the move from public support for the NHS during the pandemic to a current position of evidence of a consistent and coordinated attack on the NHS. Key public messages will be important including remembering that NHS had the lowest growth rate in history prior to the pandemic. The pandemic has increased that challenge and the combination of demand for services, including mental health, significant staffing challenges with no national coordinated response, the challenging financial position, and underlying pressure throughout the system.

Ken stated that despite the extremely challenging time, it was encouraging that there continues to be excellent practice in the Trust in many areas. Such achievements are being delivered amidst the most difficult context imaginable and we need to be honest about the context, be determined and committed to dealing with it, but also acknowledge the good practice that continues to be delivered.

#### **Action**

- **Views to be sought from Governors regarding a move back to face-to-face meetings**
- **A briefing on current key challenges and three key workstreams to be circulated to the Council of Governors**
- **Governors' Steering Group to consider three key workstream updates as an agenda item for a future Council of Governors meeting**
- **Governors' Steering Group to consider an update on access as an agenda item for a future Council of Governors meeting**

#### **27. Any Other Business**

There were no other issues raised.

#### **28. Date, Time and venue of the next meetings:**

Council of Governors meeting held in Public 14 July 2022, 2pm – 4pm.

## 4. Action Log and Matters Arising

Speaker: Ken Jarrold, Chair

References:

- 4. CoG action Log as at 14.7.22.pdf

Action Log

Date and Item No.	Subject	Action	By Whom	By When	Update/Comments
<b>Actions outstanding</b>					
12.5.22 (7)	Nomination Committee update	Ratification of the decision to re-appoint Darren Best and Paula Breen to be taken at the July Council of Governors meeting	Debbie Henderson	14.7.22	To be recorded under matters arising at the 14 July meeting
12.5.22 (26)	The world we're in...	A briefing on current key challenges and three key workstreams to be circulated to the Council of Governors	Ramona Duguid	14.7.22	Update to be provided under matters arising at the 14 July meeting
<b>Completed Actions</b>					
12.5.22 (10)	Governors' questions	Governors' Steering Group to consider Record Keeping Standards as an agenda item at a future Council of Governors meeting	Debbie Henderson	14.7.22	Included on meeting cycle for planning and date
12.5.22 (16)	People Committee Update	Governors' Steering Group to consider Exit Interviews as an agenda item for a future Council of Governors meeting	Debbie Henderson	14.7.22	Complete – update provided to the June engagement meeting
12.5.22 (26)	The world we're in...	Views to be sought from Governors regarding a move back to face-to-face meetings	Debbie Henderson	14.7.22	Complete – hybrid meeting arrangements now in place
12.5.22 (26)	The world we're in...	Governors' Steering Group to consider three key workstream updates as an agenda item for a future Council of Governors meeting	Debbie Henderson	14.7.22	Included on meeting cycle for planning and date
12.5.22 (26)	The world we're in...	Governors' Steering Group to consider an update on access as an agenda item for a future Council of Governors meeting	Debbie Henderson	14.7.22	Included on meeting cycle for planning and date

# 5. Chairs update

Speaker: Ken Jarrold, Chair

# 6. Chief Executive update

Speaker: James Duncan, Chief Executive

# 7. Equality, Diversity and Inclusion update

Speaker: Lynne Shaw, Executive Director of Workforce and OD / Rajesh Nadkarni,  
Executive Medical Director and Deputy Chief Executive

## 8. Trust Constitution Review

Speaker: Debbie Henderson, Director of Communications and Corporate Affairs

References:

- 7. Constitution review 2022 paper July.pdf

**Report to the Council of Governors  
14<sup>th</sup> July 2022**

**Proposed amendment to the CNTW Trust Constitution**

**1. Executive summary**

During the previous 12 months, the Council of Governors and Board of Directors have recognised the increased focus on autism services and the recognition of autism as a service in its own right. The Trust will be embarking on the 2022 Governor election process in October, and it is proposed that a change be made to the Trust Constitution to reflect this.

This report proposes three changes to the Constitution of Cumbria, Northumberland, Tyne and Wear NHS Foundation Trust. These are detailed below:

**2. Proposed changes to the Trust Constitution**

**2.1 Board of Directors composition (section 23 of the Constitution)**

Following the recent review of Executive Director portfolios, changes within the Executive Team during 2021/22 and Non-Executive Director recruitment activity during the past 24 months, the Constitution has been amended to reflect the change in Board composition as follows:

Current provision	Proposed provision
23.2.2 – a minimum of 7 other Non-Executive Directors (excluding the Chair)	23.2.2 – a minimum of 6 other Non-Executive Directors (excluding the Chair)
23.2.3 – 7 Executive Directors	23.2.3 – 6 Executive Directors (including the Chief Executive)

**2.2 The service user and carer constituency (Annex 3)**

The proposed change is to separate the service user and carer roles representing 'Learning Disability and Autism', into two roles:

- Service User Governor for Learning Disabilities
- Service User Governor for Autism
- Carer Governor for Learning Disabilities
- Carer Governor for Autism

This is to reflect the Trust's increasing focus on autism as a service in its own right and ensure appropriate representation of both learning disabilities and autism.

It should be noted that regardless of designation, all Governors can actively contribute to, and be involved in discussions about any service of the Trust. Current

Governors undertaking the role of Service User Governor, and Carer Governor for the Learning Disability and Autism role will not be affected by this change and will continue to serve their current term.

### **2.3 Appointed Governor Constituency (Annex 4)**

There is a statutory requirement to ensure representation from Universities on the Council of Governors. Currently the Constitution includes representation from University of Northumbria and University of Newcastle. There is a proposed amendment to seek further representation from University of Cumbria and University of Sunderland.

## **3. Summary and recommendation**

Subject to approval from the Council of Governors and Board of Directors, the proposed amendments outlined in this report would result in an increase to the size of the Council of Governors from 37 to 41.

It is recognised that a further, more detailed review of the Trust Constitution should be undertaken. However, because of the establishment of Integrated Care Systems and Integrated Care Boards, national guidance is currently subject to amendment (including the Health and Social Care Act 2022, Guidance for Governors and the NHS Code of Governance) to reflect the need of NHS Providers to work together collaboratively across the wider health and care system.

We are therefore recommending that the Council of Governors and Board of Directors consider the initial proposed amendments to the composition of the Board of Directors and Council of Governors to enable the Governor elections to proceed this year, and recognise the further review required of the full Constitution and provisions at a later date and time.

The Council of Governors are asked to:

- Approve the amendment in relation to the composition of the Board of Directors.
- Approve the amendment to separate the one post for Learning Disabilities and Autism into two posts as follows:
  - o Service User Governor for Learning Disabilities
  - o Service User Governor for Autism
  - o Carer Governor for Learning Disabilities
  - o Carer Governor for Autism
- Approve the amendment to include the following posts for Appointed Governors.
  - o University of Cumbria
  - o University of Sunderland

Debbie Henderson  
**Director of Communications and Corporate Affairs**  
July 2022



# 9. Deputy Lead Governor Appointment

Speaker: Debbie Henderson, Director of Communications and Corporate Affairs

References:

- 9. Deputy Lead Governor appointment.pdf

## Report to the Council of Governor meeting 14<sup>th</sup> July 2022

### Recommendation for the appointment of Deputy Lead Governor

#### 1. Introduction

Foundation Trusts (FTs) are required by NHS England/NHS Improvement (formerly Monitor) to have in place a nominated 'Lead Governor'.

The role of the Lead Governor is to be a conduit for direct communication between NHSE/I and the Council of Governors in the limited number of circumstances in which it may not be appropriate to communicate through the normal channels of Trust Chairman and Company Secretary. The role description is outlined in Appendix 1.

Although not a statutory requirement, some Trusts also appoint a **Deputy** Lead Governor to support the Lead Governor in their role, specifically providing support during periods of absence for the Lead Governor, and to help with succession planning for the Lead Governor role.

#### 2. Nomination/appointment process

Any Governor who expresses an interest in becoming Deputy Lead Governor will be required to submit a short statement (300 words maximum) on how they are suited to the role (referencing the role description for the Lead Governor) to Debbie Henderson, Director of Communications and Corporate Affairs.

- The Director of Communications and Corporate Affairs shall circulate all statements to members of the Council of Governors (excluding those who have self-nominated as Deputy Lead Governor) together with a ballot/nomination paper bearing the names of all of the candidates and a stamped addressed envelope.
- The above will be based on a 'first past the post' approach and the Governor with the highest number of votes will be appointed as Deputy Lead Governor.
- The meeting will also confirm that the role of Deputy Lead Governor will be reviewed every three years or when the term of office of the Governor holding the post of Deputy Lead Governor is due to expire.
- Nominations must be self-nominated. An individual cannot submit an expression of interest on behalf of another Governor.
- At any time during the process, people considering putting forward an expression of interest can arrange an informal discussion with the Chairman, Director of Communications and Corporate Affairs and/or Lead Governor regarding the expectations of the role.

#### 3. The ballot

- Expressions of interest in the role of Deputy Lead Governor will be submitted to Debbie Henderson, Director of Communications and Corporate Affairs by **Wednesday 31 August 2022**
- Expressions of interest received will be circulated to the Council of Governors (excluding those who submitted an expression of interest) by **Monday 5<sup>th</sup>**

**September 2022.** Along with a ballot papers/voting forms and a stamped addressed envelope.

- Completed ballot papers should be returned to Debbie Henderson, Director of Communications and Corporate Affairs by **Friday 30<sup>th</sup> September 2022.**
- A report on the outcome of the vote including the recommendation to appoint the successful candidate will be presented to the Council of Governors meeting to be held on Thursday 10<sup>th</sup> November 2022.

Debbie Henderson  
Director of Communications and Corporate Affairs  
**July 2022**

**The role of Deputy Lead Governor will be to deputise for, and provide support to, the Lead Governor (role description below)**

## **Person Specification and role for Lead Governor of the Council of Governors**

### **The Role**

The main duties of the Lead Governor will be to:

- Act as a point of contact for NHSE/I should the regulator wish to contact the Council of Governors on an issue for which the normal channels of communication are not appropriate.
- Be the conduit for raising with NHSE/I any Governor concerns that the FT is at risk of significantly breaching the Trust Provider Licence/Terms of Authorisation, having made every attempt to resolve any such concerns locally first and foremost.
- Chair such parts of meetings of the Council of Governors which cannot be chaired by the Chair or Vice-Chair due to a conflict of interest in relation to the business being discussed.
- Be the point of contact for any NHSE/I surveys/communications etc., specifically aimed at Lead Governors, and respond on the Council's behalf.
- Support any ad-hoc pieces of work as required by the Chairman and/or Company Secretary
- Lead ad-hoc pieces of work on as required by the Chairman and/or Company Secretary where it is appropriate to do so.

### **The Person**

To be able to fulfil this role effectively the Lead Governor will:

- Have the confidence of Governor colleagues and of members of the Board of Directors
- Have a willingness to challenge and engage with Trust representatives including the Chair, Board of Directors and Director of Communications and Corporate Affairs/Company Secretary constructively
- Have the ability to influence and negotiate
- Be able to present well-reasoned argument
- Be committed to the success of the Trust
- Have the ability to Chair meetings showing leadership in areas where views may be divided
- Understand the role of NHSE/I and the basis on which NHSE/I may take regulatory action
- Be able to commit the time necessary to fulfil the role

Appointment as Lead Governor (and Deputy Lead Governor) will be for a three-year term or until the current post-holders term of office comes to an end (whichever occurs first).

# 10. Governors Questions

Speaker: Ken Jarrold, Chair

# 11. Governors Feedback - Quality and Performance Board Sub-Committee

Speaker: Margaret Adams / Anne Carlile

# 12. Governors Feedback - Audit Committee Board Sub-Committee

Speaker: Tom Bentley / Maria Hall

# **13. Governors Feedback - Resource and Business Assurance Board Sub-Committee**

Speaker: Revell Cornell / Leyton Rahman

# 14. Governors Feedback - Mental Health Legislation Board Sub-Committee

Speaker: Fiona Grant / Denise Porter

# 15. Governors Feedback - Provider Collaborative Board Sub-Committee

Speaker: Fiona Regan / Cath Hepburn

# 16. Governors Feedback - People Board Sub-Committee

Speaker: Anne Carlile / Danny Cain

# 17. Governors Feedback - Charitable Funds Board Sub-Committee

Speaker: Fiona Grant / Margaret Adams

# 18. Governors Feedback - Nomination Committee

Speaker: Ken Jarrold / Margaret Adams - Co Chairs

# 19. Governors Feedback - Governors' Steering Group

Speaker: Margaret Adams, Chair

# 20. Governors Feedback - Governors Quality Group

Speaker: Margaret Adams, Chair

# **21. Governors Feedback - Governors Governance Group**

Speaker: Debbie Henderson, Chair

# 22. Governors Feedback - NHS Providers Governors Advisory Committee

Speaker: Anne Carlile

# 23. Other feedback from Governor meetings and events

Speaker: All Governors

## 24. Board Minutes for Information

Speaker: Ken Jarrold, Chair

References:

- 22. Board Public Minutes 4 May 2022.pdf

**Minutes of the Board of Directors meeting held in Public  
Held on 4 May 2022 1.30pm – 3.30pm  
Via Microsoft Teams**

**Present:**

Ken Jarrold, Chairman  
David Arthur, Non-Executive Director  
Darren Best, Non-Executive Director  
Paula Breen, Non-Executive Director  
Alexis Cleveland, Non-Executive Director  
Louise Nelson, Non-Executive Director  
Brendan Hill, Non-Executive Director  
Michael Robinson, Non-Executive Director

James Duncan, Chief Executive  
Ramona Duguid, Chief Operating Officer  
Rajesh Nadkarni, Deputy Chief Executive / Executive Medical Director  
Lisa Quinn, Executive Director of Finance, Commissioning and Quality Assurance  
Lynne Shaw, Executive Director of Workforce and Organisational Development

**In attendance:**

Margaret Adams, Lead Governor and Public Governor for South Tyneside  
Evelyn Bitcon, Public Governor for North Cumbria  
Daniel Cain, Staff Governor, Non-Clinical  
Anne Carlile, Carer Governor for Adult Services  
Revell Cornell, Staff Governor, Non-Clinical  
Anthony Deery, Group Nurse Director / Acting Chief Nurse  
Debbie Henderson, Director of Communications and Corporate Affairs  
David MacDonald, Service User (*item 3*)  
Jane Noble, Carer Governor for Adult Services  
Leyton Rahman, Public Governor for Northumberland  
Tom Rebar, Service User Governor for Adult Services  
Chris Rowland, Equality, Diversity and Inclusion Lead  
Jayne Simpson, Corporate Governance Officer  
Deborah Stoker, Individual Placement Support Team (*item 3*)  
Sam Volpe, Health Reporter  
Jane Welch, Policy Advisor

**1. Welcome and apologies for absence**

Ken Jarrold welcomed everyone to the meeting. Apologies for absence were received from Gary O'Hare, Chief Nurse.

**2. Declarations of Interest**

There were no new declarations of interest to note.

**3. Service User/Carer Story**

Ken Jarrold extended a warm welcome and thanks to David MacDonald for sharing his personal story.

#### **4. Minutes of the meeting held 6 April 2022**

The minutes of the meeting held on 6 April 2022 were considered and an amendment to page 7 of the minutes to reference *waiting times for diagnosis for dementia* was noted.

#### **Approved:**

- **The minutes of the meeting held 6 April 2022 were approved as an accurate record subject to the amendment noted above.**

#### **5. Action log and matters arising not included on the agenda**

There were no outstanding actions to report.

#### **6. Chairman's update**

Ken Jarrold noted that the meeting represented the final CNTW Board meeting for Alexis Cleveland, Non-Executive Director. Ken said that Alexis will be greatly missed by all saying it had been a privilege to work with her, acknowledging her exceptional contributions to the Board as Chair of Quality and Performance Committee and previous roles including Interim Chair, Vice-Chair and Senior Independent Director. It was recognised that very few Non-Executive Directors make such an outstanding contribution to the NHS.

Alexis thanked Ken and the Board for their kind words and reflected on her time at the Trust in particular, the close relationship with Governors.

All Board members and everyone in attendance wished Alexis well for the future.

#### **7. Chief Executive's Report**

James Duncan referred to the report and extended his congratulations to Anthony Deery, Claire Thomas and Bill Kay who had recently been successfully appointed to the posts of Deputy Chief Nurse, Deputy Director of Safer Care and Group nurse Director for the Central Locality, respectively.

James provided an update on national issues including the consultation on the 10-year cross-departmental mental health and wellbeing plan. The Trust would be providing an organisational response and the consultation has also been promoted internally for staff and to the Council of Governors.

James referred to the Government's announcement regarding additional funding to improve treatment for substance misuse issues in the country's most deprived areas.

The report provided detail on the results of a survey conducted by the Royal College of Psychiatrists revealing discrimination on basis of gender identity and sexuality. James advised that this would be included in the Trust's work on Equality, Diversity and Inclusion.

#### **Resolved:**

- **The Board received the Chief Executive's update.**

## Quality, Clinical and Patient Issues

### 8. COVID-19 Response update

Anthony Deery provided an update on the current position regarding the number of Covid-positive patients within the Trust, staff absence, outbreak management and the continuation of the vaccination programme for both staff and patients.

#### Resolved:

- **The Board received the COVID-19 Response update**

### 9. Commissioning and Quality Assurance update (Month 12)

Lisa Quinn presented the report as at month 12 and advised that the Trust has a draft surplus before exceptional items of £0.2m which is £0.2m ahead of plan. Agency spend for the year is £20.2m of which £12.7m (63%) relates to nursing support staff.

Regarding regulatory requirements, the Trust continued to perform well and although the Trust reported some out of area placements, this had reduced in April and early May. Pressures remain in terms of Care Programme Approach metrics, and Delayed Transfers of Care and this is receiving focused attention from the Chief Operating Officer and operational colleagues on an ongoing basis.

Lisa advised that pressure remained in terms of access, and this had been agreed as a quality priority for 2022/23. A slight improvement was noted during March for the Adult and Older Person's pathway, but the Trust was still seeing an increase in Children and Young People's services for waiting times and referrals.

Due to the pandemic and the decision to pause internal monitoring of training standards, Lisa stated that reporting on agreed trajectories would commence from Month 1, 2022/23.

Jane Noble commended the workforce and their continued efforts during the pandemic as a recipient of both inpatient and community services. Jane reflected on the challenges of managing sickness absence and pressures while balancing continuity of care for patients. Ramona Duguid agreed and advised that these reflections would be considered as part of the Community Mental Health Transformation work.

#### Resolved:

- **The Board received the Month 10 Commissioning and Quality Assurance update**

### 10. Service user and carer experience quarterly report

Lisa Quinn provided an update on the detail contained with the report including the number of responses received to the Points of View questionnaire, friends and family test, and external feedback.

From quarter 1, Lisa advised that visual posters would be distributed for individual wards and teams to demonstrate the Trust's commitment to listening to feedback and actioning as a result.

**Resolved:**

- **The Board received the Service User and Carer experience quarterly report**

**11. Safer staffing levels quarterly report**

Anthony Deery presented the report and reflected on a challenging time making specific reference to high bed occupancy rates and other operational pressures. Escalation has involved the use of temporary staff to alleviate pressures. It is hoped that use of temporary staff will reduce in line with the reduction in sickness absence.

Anthony provided a detailed overview of the 'hotspot' areas and referred to the work of the Recruitment and Retention Taskforce as well as a review of staffing establishments and a review of service models.

Alexis Cleveland noted that the Quality and Performance Committee have been seeking additional assurance on hotspot areas and associated processes to mitigate the challenges. James Duncan advised that work related to reporting and use of data continued in terms of what is required to run a ward/department. These discussions were taking place as part of the Urgent and Emergency Care workstream.

Louise Nelson queried whether work had been undertaken to review roles and posts to work differently to support the services, for example the use of Peer Supporters. Brendan Hill queried the importance of working with regulators around what is achievable and pragmatic and agreed that how data is presented does not always reflect the innovative work being carried out. Anthony Deery supported the move to look at roles differently and developing a more flexible workforce.

Evelyn Bitcon reflected on a recent Governor service visit to the North Cumbria locality in terms of a lack of visibility of staff, recognising the increasing acuity of patients and the impact of delayed discharges.

Jane Noble noted the impact of temporary staffing on the substantive workforce in terms of the additional support required and stated that increasing numbers of staff does not necessarily result in quality and experience.

**Resolved:**

- **The Board received the Safer Staffing Levels quarterly report**

**Workforce Issues**

**12. Workforce quarterly report**

Lynne Shaw referred to the quarterly workforce report which provided updates in relation to equality, diversity and inclusion, staff survey outcomes, and health and well being activity.

**Resolved:**

- **The Board received the Workforce quarterly report**

### **13. Raising concerns and whistleblowing annual report**

Lynne Shaw referred to the report and noted that during the period, 31 issues had been raised either centrally or with the Freedom to Speak Up Guardian (FTSUG). This was a decrease of one compared to the previous period. Of the 31 concerns raised, four have been categorised as 'whistleblowing'.

In terms of themes, most cases related to safety and staffing levels. Lynne advised that there had been a slight increase in anonymous concerns raised and stated that although the staff survey responses were largely positive in terms of people feeling confident to raise concerns, there is clearly further work to do in this regard.

#### **Resolved:**

- **The Board received the Raising concerns and whistleblowing annual report**

### **14. Equality, Diversity and Inclusion Annual Report**

Lynne Shaw presented the Equality, Diversity, and Inclusion (EDI) Annual Report focusing on the high-level objectives for the coming year. Three priority areas have been proposed: making recruitment/progression more inclusive, implement initiatives to reduce discrimination faced by our staff and service users, and deliver initiatives to improve staff awareness of disability issues and disability equality.

As a Non-Executive Director member of the People Committee, Brendan Hill advised that the Committee fully supported the priority areas and the Committee had discussed some of the detail which underpinned these.

#### **Resolved:**

- **The Board received the Equality, Diversity and Inclusion Annual Report**

#### **Approved:**

- **The Board approved the three priority areas for 2022/23 outlined in the report**

### **15. Staff Survey Update**

Chris Rowlands provided a detailed overview of the outcome of the 2021 CNTW Annual Staff Survey. Darren Best noted that the impact of the pandemic had been referenced however, stated that all NHS providers had experienced similar challenges and advised that this be taken into consideration when benchmarking outcomes.

#### **Resolved:**

- **The Board received the Staff Survey Update**

## **Strategy, Planning and Partnerships**

### **16. Integrated Care System (ICS) / Integrated Care Board (ICB) Update**

James Duncan advised that following confirmation of legislation being passed, the ICB will commence as a statutory body on 1<sup>st</sup> July 2022. A significant amount of work had been undertaken across the system and a fuller update will be provided at the July Board.

## Regulatory Items

### 17. Annual NHS Code of Governance review

Debbie Henderson referred to the report which formed a key part of the annual reporting process. NHS Foundation Trust Boards are required to undertake an annual review of the organisation's compliance with the requirements of the NHS Code of Governance. The review falls within a 'comply or explain' approach.

The report provided an overview of compliance for statutory requirements, requirements to be supported by a statement within the Annual Report and requirements whereby evidence of compliance must be made available either publicly or on request.

Debbie confirmed that the Trust continued to be compliant with all requirements of the code. Debbie highlighted that although compliance was maintained in terms of ongoing processes, actions, and activities, this did not negate the need to continue to review and improve our approach in some areas going forward. The report acknowledged some of the constraints over the past two years due to the pandemic and some key areas for further development relate to the development of a Trust wide Communications Strategy aligned to the CNTW2030, induction processes for new Board members and Governors, and in-person service visits.

The report was also reviewed and supported at the Audit Committee on 14<sup>th</sup> April.

#### Resolved:

- **The Board received and noted the outcome of the Annual NHS Code of Governance review**

### 18. Annual Declaration of Interest and Fit and Proper Person Test review

As part of the annual reporting process, Debbie Henderson referred to the report which provided detail on the outcome of the annual review of the Board Declarations of Interests and Fit and Proper Persons Test (FPPT). No issues of concern were highlighted following the review of the FPPT)

Ken Jarrold advised that his son works for the Trust and requested that this be included in the declaration of interest final report.

The Board were advised that the final declaration of interest report would be uploaded to the Trust website.

#### Resolved:

- **The Board received the Annual Declaration of Interest and Fit and Proper Person Test review and noted the requirement to upload the DOI Report to the Trust website**

### 19. Infection Prevention and Control Board Assurance quarterly report

Anthony Deery presented the IPC Board Assurance Framework (BAF) report for quarter 4 2021/22. The report provides the Board with an assessment against the IPC guidance for Covid-19 as a source of internal assurance that quality standards continue to be maintained.

The IPC BAF was updated in December with additional areas for compliance. It is anticipated that the BAF will be updated further to reflect the latest changes to IPC guidance.

Anthony noted that during quarter 4, the Trust experienced a significant surge in Covid-19 infections in patients admitted to our wards from the community. This activity mirrored the sudden increase in community prevalence following the relaxation of Government restrictions coupled with the new variant.

**Resolved:**

- **The Board received the Infection Prevention and Control Board Assurance quarterly report**

## **Board sub-committee minutes and Governor issues for information**

### **20. Quality and Performance Committee**

No meetings have taken place since the April meeting of the Board.

### **21. Audit Committee**

David Arthur provided an update following the meeting held on 14th April which included a final review of issues relating to the Annual Reporting and Accounts process. David noted that the Internal Audit work to form the Head of Internal Audit Opinion for 2021/22 had been challenging due to the impact of the pandemic and limited access to individuals. All issues had however been resolved. David advised that the Audit Committee did not foresee any issues.

### **22. Resource and Business Assurance Committee**

No meetings have taken place since the April meeting of the Board.

### **23. Mental Health Legislation Committee**

No meetings have taken place since the April meeting of the Board.

### **24. Provider Collaborative Committee**

No meetings have taken place since the April meeting of the Board.

### **25. People Committee**

Brendan Hill chaired the meeting in Darren Best's absence and noted that the number and frequency of reports was still subject to change as the Committee develops.

Darren Best took an opportunity to thank Danny Cain, Staff Governor and Margaret Adams, Lead Governor as the newly appointed Governor members of the Committee.

### **26. Charitable Funds Committee**

No meetings have taken place since the April meeting of the Board.

### **27. Council of Governors issues**

Ken Jarrold advised that Allan Brownrigg, Staff Governor had been appointed as a new member of the Governors' Steering Group, replacing Bob Waddell.

Ken Jarrold provided an update on the recent Governor by-election process confirming the appointment of Jane Noble as Carer Governor for Adult Services. The successful candidate

for the vacancy for Public Governor for Sunderland stepped down from the role immediately following their appointment.

**28. Any Other Business**

There were no further issues to report.

**29. Questions from the public**

There were no questions from the public.

**Date and time of next meeting**

Wednesday, 6 July 2022, 1.30pm venue, Microsoft Teams.

# 25. Any Other Business

Speaker: Ken Jarrold, Chair

# 26. Key Issues for Discussion - Provider Collaborative update

Speaker: Lisa Quinn, Executive Director of Finance, Commissioning and Quality Assurance