

## Minutes

## Board of Directors' meeting held in public

<b>Wednesday, 22 March 2017,</b>	<b>1.30pm – 3.30pm</b>	<b>Monkwearmouth Hospital</b>
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**Present:**

Alexis Cleveland	Chair (Acting)
Dr Leslie Boobis	Non-Executive Director
Martin Cocker	Non-Executive Director
Paul McEldon	Non-Executive Director
Lisa Crichton-Jones	Executive Director of Workforce and Organisational Development
Miriam Harte	Non-Executive Director
John Lawlor	Chief Executive
Dr Rajesh Nadkarni	Executive Medical Director
Gary O'Hare	Executive Director of Nursing and Operations
Lisa Quinn	Executive Director of Commissioning and Quality Assurance
Peter Studd	Non-Executive Director
Ruth Thompson	Non-Executive Director

**In attendance:**

Caroline Wild	Deputy Director, Corporate Relations & Communications
Malcolm Aiston	NTW Solutions Project Board
Tracey Sopp	NTW Solutions Project Board
Grahame Ellis	NTW Solutions Project Board
Jennifer Cribbes	Corporate Affairs Manager

Agenda Item		Action
<b>29/17</b>	<b>Welcome and apologies</b> There were no apologies received	
<b>30/17</b>	<b>Declarations of interest</b>  James Duncan and Peter Studd declared their interest as non-executive directors of NTW Solutions.  Gary O'Hare and Lisa Quinn declared their interests in NTW Solutions as they have relatives affected by the potential transfer of staff. It was confirmed that these interests would not impair their decision making.  Gary O'Hare declared that his wife Janice O'Hare is involved in reviewing complex care packages within the Trust and reports directly to Lisa Quinn one day per week. This declaration has been added to the register.	

31/17	<p><b>Minutes of previous meeting held on 22 February 2017</b></p> <p>An amendment in relation to 3/7 is required to change Marian Cocker to Martin Cocker. The minutes as amended were agreed to be a true and accurate record of the meeting. The minutes were signed by Alexis Cleveland.</p>	
32/17	<p><b>Action list and matters arising not included on the agenda</b></p> <p>The action checklist was reviewed.</p> <p><u>Item 121/16 Informatics Strategy.</u> It was agreed that the Informatics strategy would be presented to the next Board of Directors Meeting.</p> <p><u>Item 22/17 Lone Working Update</u> It was agreed that Gary O'Hare would arrange for Non-Executive Directors to receive further information on the lone working systems.</p> <p><u>Item 27/17 Apprenticeships</u> Lisa Crichton Jones confirmed that this action was in hand.</p>	GOH
33/17	<p><b>Chair's Report</b></p> <p>Alexis Cleveland highlighted that the Board of the CQC had visited the Trust the previous day and had a helpful and proactive meeting with the senior team and had visited some services.</p>	
34/17	<p><b>Chief Executive's Report</b></p> <p>John Lawlor reminded the Board of the Staff Excellence Awards due to be held on Friday that focuses on celebrating the achievements of staff.</p> <p>John made the Board aware that Dr Patel, Naval reserve champion would be awarded a certificate by the Lord Lieutenant for recognition of work completed in relation to the National Reserve.</p> <p>James Duncan confirmed that the first Sustainability and Transformation Plan Mental Health workstream workshop had taken place. An outline programme of work had been agreed in which the acute, community and mental health sectors would be working together to look at the whole needs of individuals. Updates will be provided as this work progresses.</p> <p>In relation to the Northumberland Accountable Care Organisation (ACO), John updated the Board regarding the options that NTW could take. These included becoming a full partner of the ACO with voting rights or a strategic partner where NTW could become a member of the ACO Board but hold no voting rights. The Board supported become a strategic partner during 2017-18 with the potential to become a full partner in 2018-19 when the risks associated with the ACO are more fully understood across the system.</p>	

35/17	<p><b>NTW Solutions</b></p> <p><u>Business Case</u> James Duncan spoke to the NTW Subsidiary Company (NTW Solutions) Business Case and explained that the proposal had been subject to a significant amount of consideration by the Board of Directors, Council of Governors and that a full engagement process had been conducted with NTW staff.</p> <p>James explained that staff were at a point where they were comfortable with the change and although a lot of work is required to set up the company, it was an exciting opportunity.</p> <p>James referred to the business case which set out the details of the financial savings gained from the subsidiary company and explained that savings gained would be invested back into front line services.</p> <p>In response to a question raised, Alexis Cleveland explained the robust decision making process in relation to the set-up of the company.</p> <p><u>Articles of Association and Standing Financial Instructions</u></p> <p>James Duncan spoke to the NTW Solutions Articles of Association and Standing Financial Instructions paper that comprised of the Model Articles amended or excluded by regulations for NTW Solutions.</p> <p>Alexis Cleveland asked the Board if they approved the request to delegate the powers to the subsidiary company as set out in the paper.</p> <p>The Board approved the delegation of powers as set out within the NTW Solutions Articles of Association and Standing Financial Instructions paper. The transfer of assets to the subsidiary company were also approved.</p> <p><b>Alexis Cleveland took the board through the decisions they were required to consider and explained that these needed to be recorded as a legal minute in advance of the formal document signing to authorise the company. These are attached as appendix 1. The Board were informed that these would be circulated and approved by email to enable the authorisation to take place.</b></p> <p>Alexis formally thanked the project team for all their work in relation to the subsidiary company.</p> <p>Malcolm Aiston, Tracey Sopp, Grahame Ellis and Ruth Thompson left the meeting.</p>	
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<p>36/17</p>	<p><b>Quality, clinical and patient issues</b></p> <p><u>Annual Quality Account and Quality Priorities 17-18</u>          Lisa Quinn spoke to the annual Quality Account and quality priorities report to update the Board in relation to the quality goals and the approach to preparing the 2016/17 Quality Account.</p> <p>Lisa reminded the Board that the three new quality goals had been agreed at the February Board meeting and highlighted that an engagement process had been conducted throughout February and March to gather the views of the Trust's stakeholders.</p> <p>The proposed quality priorities for 2017-18 were discussed which included, embedding the positive and safe strategy, coproduction, triangle of care, waiting times to access key services, recording outcomes.</p> <p><b>The Board approved the proposed quality priorities for 2017-18.</b></p> <p><u>Learning and Improving from Activity</u>          Damian Robinson presented the paper. The Board were made aware that further information was shared at a conference held the previous day which clarified the current position. Damian explained that the conference focused primarily on acute general services rather than mental health services. It was explained that the Trust already had processes in place to review deaths as many that occur are serious incidents.</p> <p>It was explained that Trusts are required to have a named Executive Director and Non-Executive director responsible for learning from deaths. Gary O'Hare was confirmed to be the named Executive director and Les Boobis agreed to be the named Non-Executive Director due to his clinical background.</p> <p>Discussion took place relating to the data to be collected, sample, mortality review group participants and statistical analysis. It was explained that the data would be published on a quarterly basis and the Board safety report would be revised to include this.</p> <p><u>Smoke Free NTW update</u>          Damian Robinson spoke to the NTW Smoke Free paper to provide the Board with an update of the current situation since implementing the policy on the 9<sup>th</sup> March 2016. The Board were informed that a working group had been set up that will focus on developing solutions to the operational issues that have been experienced since the policies implementation.</p> <p>Discussion took place relating to considerations that included, the number of e-cigarettes the Trust should provide, how to appropriately replenish an individual's stock that is confiscated on admission and if the Trust should make additional e-cigarettes available to purchase via a vending machine.</p> <p>Miriam Harte questioned the safety of the e-cigarettes, particularly in relation to the possibility of overdosing on them and asked if a limit exists on how many people can have. Damian advised that the Trust has selected that particular brand as the content of them is known and therefore they are considered the safest. However, as they are a non-regulated item assurance of safety is difficult.</p>	
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It was agreed that the Trust would supply 3 e-cigarettes upon admission to support the implementation of the new policy and continue to review the situation. Damian Robinson left the meeting at 2.40pm.

Commissioning and Quality Assurance Report

Lisa Quinn spoke to the commissioning and quality assurance report for month 11. The Board were made aware that the CPA metrics that had been difficult to meet over the last 12 months had now fallen to lower than the Trust average. Gary O'Hare explained that a number of actions were in place within each of the Groups in response to this. Gary further confirmed that the groups were looking at CPA reviews on a daily basis and were aiming to achieve 100% compliance.

Lisa explained that the position in relation to Information Governance and PMVA training had slightly improved since the report had been written.

In relation to the Trust's Friends and Family test, Lisa explained that the responses have continued to increase and have been very positive. Feedback received during February consisted of approximately 1000 responses which was an increase equivalent to four times the average amount of responses usually received. Furthermore the recommended score had increased from 79% to 83% during the period.

In response to a question raised by Peter Studd regarding occupancy rates in Newcastle, Lisa explained that the low occupancy rate was a consequence of having fallow beds in Newcastle.

James Duncan spoke to the financial section of the report and confirmed that the Trust was expecting to deliver the expected control total and is forecasting a risk rating of 2 for the year. He confirmed that the revised control total had not yet formally been approved by NHSI although he had received oral confirmation.

Board Assurance Framework & Corporate Risk Register

Lisa Quinn spoke to the Board Assurance Framework and Corporate Risk register for the 2016/17 financial year and informed the Board that a new report would be presented at the next meeting that will include the Trusts new strategic ambitions. Lisa informed the Board that the format of the report had been amended to highlight areas of importance and requested feedback on the new layout.

Lisa made the Board aware that the report had been reviewed at CDT, Quality and Performance Committee and Audit committee.

The Board noted the current risks and approved the changes to the report.

<b>37/17</b>	<b>Strategy and Partnerships</b>  <u>Business Case Craigavon</u> Gary O'Hare spoke to the business case relating to the decommissioning of Craigavon and transfer of services to Sunderland Care and Support.	
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	<p>In response to a question raised in relation to the financial implications of the decommissioning, James Duncan explained that the service in its current state had created financial pressures for the trust and this would balance the loss of contribution to overheads</p> <p>Martin Cocker questioned the impact on service users and continuity of care. Lisa Quinn assured the Board that all services users had been consulted and had visited the proposed services at Grindon Mews.</p> <p><b>The Board approved the business case to decommission Craigavon.</b></p> <p><u>Business Case Heppell House</u>  Gary O’Hare spoke to the business case in relation to Heppell House. Gary made the Board aware that the building had been unoccupied since January as no referrals had been received.</p> <p>In response to a question raised by Les Boobis, it was confirmed that Heppell House was owned by NTW and could be a potential asset to sell.</p> <p><b>The Board agreed to support the closure of Heppell House</b></p> <p><u>Budget and Financial Plans 17/18</u>  James Duncan spoke to the Budget and Financial Plans paper 2017/18 to provide the Board with detailed information in relation to the Trust’s proposed income and expenditure for 2017/18.</p> <p><b>The Board unanimously approved the proposed 2017/18 budget and financial plans, including the capital programme 2017/18 to 2021/22.</b></p>	
38/17	<p><b>NTW Supporting Strategies and Strategy update</b></p> <p><u>Nursing Strategy</u>  Gary O’Hare spoke to the Nursing Strategy Board paper and referred to the printed version of the Nursing Strategy 2014-19 that had been distributed at the meeting. The Board were informed that the strategy had been reviewed to ensure it aligned with the current national expectations, particularly the five year forward view. It was confirmed that the current strategy continued to provide a robust framework in relation to national requirements and most importantly to meet the needs of the patients.</p> <p>Gary informed the Board that the development of the strategy for 2019-24 would be commenced next year.</p> <p><b>The Board approved the Nursing Strategy.</b></p> <p><u>Workforce and Organisational Development Strategy</u>  Lisa Crichton Jones spoke to the Workforce and Organisational Development Strategy that had been refreshed in partnership with operational managers, workforce leaders and teams across the Trust.</p> <p>Lisa highlighted that the strategy had been particularly refreshed as a result of the changing external environment in relation to Brexit and development of the STP. It was explained that risks forecast for the next five years were being mapped and that the strategy would be reviewed once all other Trust strategies had been complete to ensure its alignment.</p>	

	<p>In response to a question raised by Peter Studd, regarding the values based recruitment model, Gary O’Hare explained that the values based approach was working well in the Trust with a shift in the values of staff can be seen. However, managers had noted some issues due to not being responsible for the recruitment of their staff.</p> <p>Alexis Cleveland queried some of the acronyms and terms used with in the strategy such as Schwartz rounds and suggested a glossary be added to the end of the strategy.</p> <p>Martin Cocker questioned the potential amount of EU nationals employed that could be affected by Brexit. Lisa explained that it could potentially affect 100 employees across all groups.</p> <p><b>The Board approved the Workforce and Organisational Development Strategy.</b></p>	
39/17	<p><b>Workforce</b></p> <p><u>National Staff Survey results</u></p> <p>Lisa Crichton Jones spoke to the staff survey paper to inform the Board of the published staff survey results that had been received from Quality Health. Lisa made the Board aware that the results received were good and aligned closely to, or just above sector comparators. Lisa referred to the detailed paper and appended slides that showed the main themes for consideration.</p> <p>Discussion took place regarding the scores for ‘presenteeism’ and how they correlated to managing sickness. Further detail was provided in relation to the response rates for harassment and bullying, levels of violence, quality of appraisals and the friends and family results.</p> <p>Lisa highlighted the responses from staff within the protected characteristic groups and informed the Board that further work would be conducted to understand the experiences of these members of staff. Discussion took place in relation to how the Board could provide support to the Trust’s internal networks/groups. Rajesh Nadkarni suggested that all groups could benefit from having a shared awareness of their ongoing work.</p>	



40/17	<p><b>Minutes / Papers for information</b></p> <p><b>Council of Governors' issues</b> Alexis Cleveland informed the Board that the Council of Governor's nomination committee remained focused on the position of the Chair.</p> <p>The Board were encouraged to attend the Council of Governor's Engagement Session on the 6 April 2017 that will focus on Learning Disabilities.</p> <p><b>Committee updates</b></p> <p><u>Audit Committee</u> Martin Cocker made the Board aware that there were no significant issues to raise from the Audit Committee.</p> <p><u>Quality and Performance Committee</u> The Board were made aware that the Q&amp;P Committee were continuing to review the staffing issues.</p>	
41/17	<p><b>Any Other Business</b></p> <p>There was no other business to note for this meeting.</p>	
42/17	<p><b>Questions from the public</b></p> <p>There were no questions from the public.</p>	
43/17	<p><b>Date, time and place of next meeting</b></p> <p>24<sup>th</sup> May 2017 at St Nicholas Hospital</p>	



**NORTHUMBERLAND, TYNE AND WEAR NHS FOUNDATION TRUST**  
**Extract from the Minutes of the Meeting of the Board (Board) of**  
**Northumberland, Tyne and Wear NHS Foundation Trust (Trust)**  
**held at Monkwearmouth Hospital on Wednesday 22<sup>nd</sup> March 2017**

Alexis Cleveland	Chair
Dr Leslie Boobis	Non-Executive Director
Martin Cocker	Non-Executive Director
Lisa Crichton-Jones	Executive Director of Workforce and OD
James Duncan	Deputy Chief Executive / Executive Director of Finance
Miriam Harte	Non-Executive Director
John Lawlor	Chief Executive
Paul McEldon	Non-Executive Director
Gary O'Hare	Executive Director of Nursing and Operations
Dr Rajesh Nadkarni	Executive Medical Director
Lisa Quinn	Executive Director, Commissioning + Quality Assurance
Peter Studd	Non-Executive Director
Ruth Thompson	Non-Executive Director

**In attendance:** Caroline Wild, Deputy Director of Communications and Corporate Relations  
Jennifer Cribbes, Corporate Affairs Manager

**Apologies:** None

The Chair noted that:

- 1.1 a quorum of the Board was present; and
- 1.2 the Board had been given formal written notice of this meeting in accordance with the Trust's Standing Orders.

The Chair confirmed that this part of the meeting enables the Board formally to review and approve the Business Case in respect of the transfer of certain assets to NTW Solutions Limited (Company) and the provision of operated healthcare facilities services and estate management services by the Company to the Trust (**Project**) and to approve certain documents in respect of the Project.

The various agreements required to give effect to the Project are set out in the Schedule to these minutes (**Relevant Documents**)

The Director of Finance reported upon the financial appraisal, affordability and value for money of the Project and such report was noted.

A declaration of interest was noted from James Duncan and Peter Studd with regard to their roles as Non-Executive Directors of the Company. Further declarations of interest were received from Lisa Quinn and Gary O'Hare in relation to relatives who are affected by the creation of the Company.

It was noted that the Trust would enter into, as appropriate, the Relevant Documents.

The Board considered that the principal purpose of the Trust was the provision of goods and services for the purposes of the health service in England and that the Trust had the power to carry on other activities for the purpose of making additional income available in order to carry out its principal purpose and that the Trust has the power to do anything which appears to it to be necessary or expedient for the purposes of or in connection with its functions.

After due and careful consideration of the matter before them, the Board approved the Business Case recommendation to proceed with establishing the Company and the transfer of assets and services to the Company. It also resolved that, having regard to the advice received and the nature of the rights and obligations arising under the Relevant Documents, each was satisfied that the entering into of the Relevant Documents was:

- 1.3 in fulfilment of its purpose and in fulfilment of making additional income available in order to carry out its principal purpose;
- 1.4 within the powers of the Trust.

The Board having carefully considered the Relevant Documents and the reports and advice received in respect of them, IT WAS RESOLVED THAT:

1.5 the execution of the Relevant Documents and any ancillary or related documents and carrying out of the Project was:

in fulfilment of its purpose and in fulfilment of making additional income available in order to carry out its principal purpose;

within the powers of the Trust, was consistent with and pursuant to those powers and the various duties of the Trust;

1.6 the terms of, and the transactions contemplated by, the Relevant Documents and any ancillary or related documents be and the same ARE HEREBY APPROVED (with such amendments as may be approved in accordance with this Paragraph 0);

1.7 the Chair and Chief Executive are hereby authorised on behalf of the Trust to approve, sign and/or execute, despatch or deliver any Relevant Documents and contracts, instruments or other documents ancillary to the Relevant Documents or otherwise necessary or expedient for the purposes of the Project and/or notices relating to the Project to be dispatched or delivered by the Trust with such amendments, deletions and additions as they may think necessary or expedient;

1.8 that, to facilitate the closing of the Project, the aforesaid members of the Board shall be and are hereby authorised to do all acts or things considered by them to be necessary or desirable in connection with or arising out of the Project, including without limitation:

to agree any further amendments to the Relevant Documents; and

to negotiate and agree any additional documents and other agreements, notices, certificates or other documents.

There being no other business, the Chair closed this part of the meeting.

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Chair

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Date

## SCHEDULE

### Relevant Documents

- The Asset Transfer Agreement and its Schedules between (1) Trust and (2) Company. This document deals with the transfer to the Company of all assets (eg properties, contracts, vehicles, plant and machinery) that the Company requires in order to provide the Services and the value of the assets which is to be paid by the Company to the Trust. This is paid for by the Company by way of a loan from the Trust and a share issue to the Trust.
- The Operated Healthcare Facilities Agreement and its Schedules between (1) Trust and (2) Company. This document deals with the provision of the services by the Company to the Trust in order to provide an operated healthcare facility at each relevant site. A separate specification for each service with appropriate KPIs is included in the agreement. The Trust is obliged to pay the agreed charges for the Services received. The term of the agreement is 25 years.
- The Lease of Silverdale between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of Rose Lodge between (1) the Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of Monkwearmouth Hospital between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of Hopewood Park Hospital between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of Greenacres Hospital between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of Ferndene Hospital between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of Brooke House Hospital between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of Plessey Centre between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of St Nicholas' Hospital between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of Northgate (main) Hospital between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.

- The Lease of Northgate (Blocks 21, 32 and 99a) Hospital between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Lease of Northgate (Blocks 26, 27, 28, 29 and 30) Hospital between (1) Trust and (2) Company. This document deals with the transfer of the property to the Company under a long term lease (25 years). This will include a premium payable by the Company to the Trust. The Lease terminates automatically if the Operated Healthcare Facilities Agreement is terminated for any reason.
- The Loan Agreement between (1) Trust and (2) Company and ancillary documents. This document deals with the loan from the Trust to the Company in order for the Company to pay for the assets under the Asset Transfer Agreement and the premium under the Lease. The term of the loan is 25 years and the interest rate on the loan is 3.5%.
- The Estates Management Services Agreement and its schedules between (1) Trust and (2) Company. This document deals with the provision of estate management services by the Company to the Trust in respect of the other sites of the Trust not included within the Operated Healthcare Facility Agreement. A separate specification for each service with appropriate KPIs is included in the agreement. The Trust is obliged to pay the agreed charges for the Services received. The agreement remains in force until terminated by either party on 6 months' notice.
- The Service Level Agreement and its schedules between (1) Trust and (2) Company. This document deals with the provision of certain back office and other services by the Trust to the Company and payment by the Company for such services. The agreement remains in force until terminated by either party on 6 months' notice.