



With all of us in mind

## Minutes of Trust Board meeting held on 19 May 2009

<b>Present:</b>	Joyce Catterick	Chair
	Ian Black	Non-Executive Director
	Anne Gregory	Non-Executive Director
	Jan Wilson	Deputy Chair
	Steven Michael	Chief Executive
	Nisreen Booya	Medical Director
	Hazel O'Hara	Chief Operating Officer
	John Scampion	Interim Director of Finance
	Noreen Young	Director of Nursing, Compliance and Innovation
<b>In attendance:</b>	Peter Aspinall	Non-Executive Director designate
	Alan Davis	Director of Human Resources and Workforce Development
	Terry Dutchburn	Director of Business Development and Planning
	Ruth Unwin	Director of Corporate Development and Constitutional Affairs
	Bernie Cherriman-Sykes	Board Secretary (author)
<b>Apologies:</b>	Bernard Fee	Non-Executive Director

### **TB/09/36 Resolution to Exclude the Public and Press**

It was **RESOLVED** that representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest. Section 1 (2) Public Bodies (Admission to Meetings) Act 1960

### **TB/09/37 Welcome, introduction and apologies (agenda item 1)**

The Chair (JC) opened the meeting and welcomed everyone to the first meeting of Trust Board following the Trust's authorisation as a Foundation Trust on 1 May 2009. The apology from Bernard Fee was noted.

### **TB/09/38 Appointment of Chair, Deputy Chair and Non-Executive Directors (agenda item 2)**

Steven Michael (SM) introduced the first part of this item. It was **RESOLVED** to **CONFIRM** the appointment of Joyce Catterick as Chair of the Trust from 1 May 2009 to the end of her term of office on 31 January 2012.

JC took the chair. It was **RESOLVED** to **CONFIRM** the appointment of Non-Executive Directors from 1 May 2009 for the remainder of their terms of office as follows:

- Ian Black (to 30 April 2012);
- Bernard Fee (to 26 May 2011);
- Anne Gregory (to 26 May 2010);
- Jan Wilson (to 26 May 2010).

It was **RESOLVED** to **CONFIRM** the appointment of Jan Wilson as Deputy Chair of the Trust for a period of twelve months from 1 May 2009 to 30 April 2010.

Anne Gregory (AG) asked for some indication of the financial implications for the Trust if the recommendations regarding Non-Executive Director remuneration are approved by the Members' Council on 20 May 2009. Alan Davis (AGD) responded that the current remuneration for Non-Executive Directors is included in the financial model and budgets approved in principle by Trust Board on 31 March 2009 and represents an additional cost of £25,000 for existing Non-Executive Directors and the appointment of an additional Non-Executive Director of £6,000. It was agreed that Ruth Unwin (RU) would email a fully costed amount for 2009/10 and for future years to AG.

**TB/09/39 Appointment of Chief Executive (agenda item 3)**

**It was RESOLVED to CONFIRM the appointment of Steven Michael as Chief Executive from 1 May 2009.**

**TB/09/40 Appointment of Executive Directors of the Board of Directors (agenda item 4)**

**It was RESOLVED to CONFIRM the appointment of Executive Directors of the Board from 1 May 2009 as follows:**

- Steven Michael (Chief Executive);
- Nisreen Booya (Medical Director);
- Hazel O'Hara (Chief Operating Officer);
- John Scampion (Interim Finance Director);
- Noreen Young (Director of Nursing, Compliance and Innovation).

The appointment of Alan Davis, Director of Human Resources and Workforce Development, is subject to the ratification of the appointment of Peter Aspinall as a Non-Executive Director of the Trust by the Members' Council on 20 May 2009 but was supported by Trust Board.

**TB/09/41 Appointment of Senior Independent Director (agenda item 5)**

**It was RESOLVED to CONFIRM the appointment of Jan Wilson as Senior Independent Director for a period of twelve months from 1 May 2009 to 30 April 2010. This is subject to ratification by the Members' Council.**

**TB/09/42 Formal adoption of Constitution, Standing Orders, Standing Financial Instructions and Scheme of Delegation (agenda item 6)**

**It was RESOLVED to formally ADOPT the Constitution, Standing Orders, Standing Financial Instructions and Scheme of Delegation for the Trust from 1 May 2009.**

**TB/09/43 Re-affirmation of declarations of interest by the Chair and Directors of the Trust (agenda item 7)**

**It was RESOLVED to RE-AFFIRM the declaration of interests by the Chair and Directors of the Trust as follows.**

<b>Name</b>	<b>Declaration</b>
<b>CHAIR</b>	
Joyce Catterick	No interests declared
<b>NON-EXECUTIVE DIRECTORS</b>	
Peter Aspinall (designate)	Director, Primrose Mill Contracts of Clitheroe LLP Director, Primrose Mill Contracts LLP Director, Honley Show Society Ltd.
Ian Black	Non-Executive Director and Chair of Audit and Remuneration Committees, Nisa-Today's Group Limited Non-Executive Director and Trustee, McKeith Press Ltd. Owner, I&B Associates Limited Non-Executive Director, Trustee and Treasurer, Scope Ltd. Governor, Beaumont College, Lancaster Private shareholding in Lloyds Banking Group PLC (retired member of staff)
Bernard Fee	No interests declared
Anne Gregory	Acting Chair, Ridings School, Halifax Director, Centre for Public Relations Studies, Leeds Metropolitan University Contract with Department of Health to deliver "What good looks like" communication project Contract with East Midlands SHA to deliver communications course Contract with NHS Yorkshire and the Humber to deliver communications course
Jan Wilson	Lay Chair, Yorkshire Deanery Member of project group supported through NHS Yorkshire and the Humber for Regional Medical Support and Regulation Team (part of General Medical Council concerned with Doctors' fitness to practice). Will also entail being an Affiliate to GMC.
<b>CHIEF EXECUTIVE</b>	
Steven Michael	Spouse is Trustee of the Harrison Trust, a charitable body supporting mental health in the Wakefield district
<b>EXECUTIVE DIRECTORS</b>	
Nisreen Booya	Honorary President of the Support to Recovery (Kirklees mental health charity)
Alan Davis	None
Terry Dutchburn	Spouse is Assistant Director of Commissioning at NHS Kirklees
Hazel O'Hara	None
John Scampion	Owner, John Scampion Consultancy, which provides consultancy services to public sector bodies Chairman, Lifeline Charity, a social enterprise company provide drug rehabilitation services to public sector clients
Ruth Unwin	Spouse is co-owner/Director of Different PR, which has contracts with the NHS Spouse is part owner of The Specialists in Communications Ltd., which undertakes work for the NHS organisations Spouse is Vice Chair of Bradford Relate
Noreen Young	On register for mediation practice with Immediation

#### **TB/09/44 Terms of Authorisation as a Foundation Trust (agenda item 8)**

Trust Board noted that there were no conditions placed on the Trust by Monitor in its Terms of Authorisation, that the Trust had been given a financial risk rating of 4 and a green risk rating for governance and mandatory services, that the Trust would be

subject to quarterly reporting to Monitor and that the first submission to Monitor was due at the end of July 2009.

**TB/09/45 Seal of South West Yorkshire Partnership NHS Foundation Trust (agenda item 9)**

It was **RESOLVED** to **ADOPT** the Seal of South West Yorkshire Partnership NHS Foundation Trust.

**TB/09/46 Formal appointment of Committees of Trust Board and membership (agenda item 10)**

JC took the opportunity to acknowledge the work of David Hinchliffe on the Board. She will write formally to David to thank him on behalf of Trust Board.

It was **RESOLVED** to **APPROVE** the proposal to:

- **roll-over the current arrangements for Trust Board Committees;**
- **establish a Nominations Committee;**
- **approve the changes to the membership of Trust Board Committees, subject to the ratification of the substantive appointment of Peter Aspinall by the Members' Council on 20 May 2009.**

**TB/09/47 Outline of future working relationship with the Members' Council (agenda item 11)**

On behalf of the Board, JC confirmed that she was keen to work with and listen to the Members' Council. She would also be looking for continued support from all members of Trust Board to establish and develop the relationship with the Members' Council.

**TB/09/48 Confirmation of internal structure to support the declarations made by the Trust Board in relation to appendices B10 and B12 and to meet Monitor requirements (item 12)**

SM confirmed that there had been no changes to internal structures and management arrangements since the submission of appendices B10 and B12 to Monitor.

**TB/09/49 Appointment of external auditors (item 13)**

As this paper came to the Board primarily for information, it was **RESOLVED** to **NOTE** the proposal to the Members' Council that Grant Thornton be appointed as auditors of the Foundation Trust covering the accounting period up to 30 June 2010 to allow for continuity during a full accounting cycle and that, during the financial year commencing 1 April 2009, arrangements would be made to 'market test' the service with a view to a longer term appointment to take effect from 1 July 2010.

**TB/09/50 Appointment of Independent Associate Hospital Managers (agenda item 14)**

It was **RESOLVED** to **ENDORSE** the proposal approved by the Mental Health Act Committee to authorise the named individuals to exercise the powers conferred on the Foundation Trust by section 23 of the Mental Health Act 1983 from 1 May 2009.

**TB/09/51 Remuneration of Director of Finance (agenda item 15)**

AGD tabled a paper and took the Board through the process for determining the salary on appointment of the Director of Finance. It was noted that an additional Remuneration and Terms of Service Committee will be required to enable an appointment to be made on 4 June 2009 and it was hoped that an initial recommendation could be sought by 22 June 2009.

**It was RESOLVED to NOTE the process for determining the Director of Finance salary on appointment.**

**TB/09/52 Any other business (agenda item 16)**

With regard to the item on the Members' Council agenda in relation to the Remuneration of Non-Executive Directors, Ian Black (IB) asked why there was no reference to the existing remuneration for Non-Executive Directors. AGD responded that this was an oversight and information would be brought the meeting the following day.

Anne Gregory (AG) commented that her views on this issue were well known and she was still of the view that it was unacceptable for this to be on the agenda for the first meeting of the Members' Council given the current economic climate and the scale of the cost improvement programme. She asked the Chair to read out a statement on her behalf to the Members' Council as she was unable to attend. The Chair declined to do this as it would be improper and unconstitutional for her to do so. AGD pointed out that the process was set up to be independent and with no involvement of or influence from the individuals affected. This was not a matter for Trust Board to discuss or consider. It would be unacceptable for AGD to either go back to members of the working group with or to inform the Members' Council of the views of or comments from Trust Board. Ruth Unwin (RU) confirmed that Non-Executive Directors are not present for this item on the Member's Council agenda and it is purely a matter for Council Members to determine. JC reminded the Board of the rationale for the review in the first place as the nature of the responsibility and accountability of Non-Executive Directors changes on authorisation as a Foundation Trust and the Trust must be able to attract individuals of the highest calibre, skills and experience as Non-Executive Directors.

**Signed .....** **Date .....**