



With all of us in mind

Minutes of the Members' Council meeting held on 1 May 2013

Present:	Inara Bennett	Appointed – Staff side organisations
	Ian Black	Chair of the Trust
	Hilary Brearley	Appointed – Barnsley Hospital NHS Foundation Trust
	Doug Dale	Public – Wakefield
	Adrian Deakin	Staff – Nursing
	Claire Girvan	Staff – Allied Health Professionals
	Nasim Hasnie	Public – Kirklees
	John Haworth	Staff – Non-clinical support
	Andrew Hill	Public – Barnsley
	Robert Klaasen	Public – Wakefield
	Ruth Mason	Appointed – Calderdale and Huddersfield NHS Foundation Trust
	Ann McAllister	Appointed – Calderdale Council
	Bob Mortimer	Public – Kirklees
	Kath Padgett	Appointed – University of Huddersfield
	Kevan Riggett	Public – Barnsley
	Dave Rigby	Public – Kirklees
	Michael Smith	Public – Calderdale
	Susan Walker	Appointed – Mid Yorkshire Hospitals NHS Trust
	Tony Wilkinson	Public – Calderdale (Lead Governor)
	David Woodhead	Public - Kirklees
In attendance:	Peter Aspinall	Non-Executive Director
	Anna Basford	District Service Director, Calderdale and Kirklees
	Nisreen Booya	Medical Director
	Tim Breedon	Director of Nursing, Clinical Governance and Safety
	Bernie Cherriman-Sykes	Integrated Governance Manager (author)
	Alan Davis	Director of Human Resources and Workforce Development
	Alex Farrell	Deputy Chief Executive/Director of Finance
	Julie Fox	Non-Executive Director
	Steven Michael	Chief Executive
	Sean Rayner	District Service Director, Barnsley and Wakefield
	Dawn Stephenson	Director of Corporate Development and Constitutional Affairs
	Karen Taylor	Director of Service Improvement and Development
	Andrea Wilson	Acting District Service Director, Wakefield
	Helen Wollaston	Deputy Chair
Apologies:	Shaun Adam	Public – Barnsley
	Marios Adamou	Staff – Medicine and pharmacy
	Netty Edwards	Staff – Nursing support
	Margaret Isherwood	Appointed – Wakefield Council
	Margaret Morgan	Appointed – Barnsley Council
	Barry Seal	Public – Kirklees
	Jeremy Smith	Public – Kirklees
	Hazel Walker	Public – Wakefield
	Peter Walker	Public – Wakefield
Guests:	Margaret Sheard	Member of the public
	Tom Sheard	Member of the public

MC/13/12 Welcome, introduction and apologies (agenda item 1)

Ian Black, Chair of the Trust, welcomed everyone to the meeting. The apologies, as above, were noted. The Members' Council observed a minute's silence as a mark of respect for the memory of Noreen Young, who sadly passed away on 16 March 2013. The Chair, a number of directors and many staff had attended her funeral and the Trust will be looking at a fitting memorial and tribute to Noreen in the coming months in liaison with her family.

He also congratulated Anna Basford, District Service Director for Calderdale and Kirklees, who has been appointed as Director of Commissioning and Partnerships at Calderdale and Huddersfield NHS Foundation Trust.

The Chair confirmed that Trust Board approved the transfer of estate from NHS Barnsley on 1 April 2013 and that Monitor had given a financial risk rating of 3, together with confirmation of compliance with its requirements. Under the Health and Social Care Act, this transaction would constitute a significant transaction for the Members' Council to approve, which is a key part of governors' new role. He, therefore, encouraged governors to attend the significant transactions workshop on 8 July 2013.

The Chair also welcomed two newly elected governors, Kevan Riggett from Barnsley, who was able to attend this meeting, and Barry Seal from Kirklees, who, unfortunately, was unable to attend this meeting.

MC/13/13 Declaration of interests (agenda item 2)

The Members' Council NOTED the individual declarations from newly appointed or elected governors and CONFIRMED the changes to the Register of Interests as set out in the paper.

MC/13/14 Minutes of the previous meeting held on 29 January 2013 (agenda item 3)

The Members' Council APPROVED the minutes from the meeting held on 29 January 2013. There was one matter arising.

MC/13/06 Estates Strategy (page 4)

In relation to in-patient services in Huddersfield, Dave Rigby suggested that a follow-up meeting to the successful one held last September should be arranged. Anna Basford agreed to arrange a date in the next few weeks.

MC/13/15 Chair's report and feedback from Trust Board (agenda item 4)

Ian Black commented on the following from Trust Board the previous day.

- Trust Board received the performance and finance reports at month 12 of 2012/13. The annual report and accounts will be presented to the Audit Committee for approval on 23 May 2013 on behalf of Trust Board. These will be summarised for the Members' Council in July and presented at the annual members' meeting in October/November 2013.
- A final draft of the Quality Accounts will be approved by the Clinical Governance and Clinical Safety Committee on 7 May 2013 and formally approved by the Audit Committee as part of the annual report and accounts on 23 May 2013.
- The Trust has a challenging cost improvement programme for 2013/14 amounting to £8.6 million. Plans are in place; however, it will mean a number of redundancies, both 'voluntary' and compulsory as a result of efficiency savings and realisation of synergies as a result of the integration of Barnsley services. On a turnover of approximately £220 million, cost improvements represent 4%.
- Sickness absence levels were an item for much discussion by Trust Board and will be closely monitored through 2013/14.

Dave Rigby asked if there could be a section in the performance report that focused on cost improvements for the Members' Council to see where the savings are, how they will be achieved and the timescales as the cost improvements are challenging this year and even more so next year. The Chair agreed and suggested a detailed analysis following approval of the budgets by Trust Board and then a summary on a quarterly basis. He also reminded the Members' Council that this is a challenge for the NHS as a whole, not just this Trust.

The Chief Executive added that the focus this year has been to maintain quality of services whilst achieving efficiencies. The introduction of the Quality Impact Assessment, led by the Director of Nursing and the Medical Director, has introduced a robust, clinically-led process to assess the impact on services of savings. He agreed to share the process in detail with the Members' Council.

Tony Wilkinson asked whether the changes and cost improvements would benefit service users. The Chair responded that there is only one reason for the transformational service change programme and that is to deliver better services. The Chair commented that the savings do relate to staff and the introduction of efficiencies in relation to, for example, better use of information technology, both in patient care and to support staff.

Hilary Brearley asked what the scale of redundancies was and where these would be. Alex Farrell responded that there was a net reduction of 75 full-time equivalent staff and 30 people have gone through the process so far. Alan Davis added that the aim was to reduce support and management costs in support of protecting front-line services. The initial tranche of staff was mostly from senior management roles.

Claire Girvan asked whether the annual plan would be shared with the Members' Council in order to understand the changes. Alex Farrell responded that the Trust will be submitting its three-year plan to Monitor at the end of May 2013 and she would be happy to bring a summary to the next meeting.

The Chair invited the Chief Executive to comment on the Board.

- Both the Chief Executive and the Chair had attended an event with Andy Burnham, Shadow Secretary of State for Health, who had said that the health and social care system was not viable in its current form and there would be a move to integrate health and social care provision with less emphasis on barriers and boundaries and more on pathways of care. Health and social care would be more representative of local communities. The message is very strong that, whatever government is in place, the emphasis will be on integrated pathways of care. It is important, therefore, that the Trust is in the right position in terms of its partner relationships and its service offer, and works to enhance closer relationships with acute providers.
- The Trust's relationship with clinical commissioning groups is good and the Trust has signed all contracts in line with the deadline of yesterday.
- In terms of the transformational service change programme, there will be a vision for each strand and timescales for key changes by the end of August

2013. Engagement with the Members' Council and service users and carers to shape and inform models of service will be important to the process.

MC/13/16 Trust response to the Francis II Report (agenda item 5)

Tim Breedon presented the Trust's response and agreed that an update on the Trust's action plan will come to the next meeting. The Chair commented on a number of recommendations specifically related to governors and he suggested that the Co-ordination Group reviews the Trust's response with a report to July's meeting. The recommendations covered three key areas:

- significant transactions;
- regular contact between governors and the public;
- training and development.

Dave Rigby commented on the importance of the unannounced visits programme and suggested there should be a joint working group to pull together an action plan in relation to the recommendations specific to governors rather than the Trust giving its response; however, the Chair felt that the Trust should present its response in the first instance.

Tony Wilkinson asked whether there was anything in the recommendations to cause major concern. The Chair responded that there was not but he was surprised at the blame culture described where different groups blamed each other without taking responsibility for the care of patients, including the regulators. He stressed that Trust Board is absolutely responsible if anything similar was to happen in this Trust.

Margaret Sheard asked what proportion of staff had had an appraisal and whether the Trust used the knowledge and skills framework. Alan Davis responded that appraisal is key to improving quality and the Trust achieved its target of 80% of staff having an appraisal in 2012/13. A new values-based system was introduced on 1 April 2013, which takes the useful parts of the knowledge and skills framework, which is a good tool but time consuming without focusing on day-to-day issues. This has also led to the re-design of other HR processes to focus on values and behaviours, such as values-based induction and recruitment. He confirmed that the Trust still uses the gateway system although he conceded that this has not worked well in the past. Changes to Agenda for Change will focus more on performance-based incremental progression and, in future years, the new appraisal system will inform incremental pay progression. Claire Girvan was positive in her feedback on the new system.

Tony Wilkinson asked governors to provide any further comments on the Francis Report presentation and recommendations relating to governors to the Trust prior to the Co-ordination Group for July's meeting.

MC/13/17 Trust budgets 2013/14 (agenda item 6)

Alex Farrell took the Members' Council through the headlines from the budgets for 2013/14 approved by Trust Board on 26 March 2013.

Michael Smith asked whether the Trust had a 'plan B'. The Chair responded that Trust Board reviews performance against budget and assesses against forecast in detail on a quarterly basis and monthly in terms of trend. There is no formal 'plan B' but there is a process to address any variance as necessary.

MC/13/18 Performance report Quarter 4 2012/13 (agenda item 7)

Alex Farrell took the Members' Council through the headlines from the quarter 4 2012/13 performance report. She also alerted the Members' Council to the changes to the Trust's regulation around the Monitor licence and the Risk Assessment Framework, which changes to way Monitor will assess risk from October 2013.

Dave Rigby asked about the risk pooling levy and the implications for the Trust. The Chair responded that he was in correspondence with the head of the Foundation Trust Network on this. Monitor will consult on the arrangements and the Foundation Trust Network will lead for Foundation Trusts. The Trust has indicated that it wishes to be involved in any consultation arrangements; however, it is of concern given examples in other industry areas.

MC/13/19 Staff survey (agenda item 8)

Alan Davis introduced this item and briefly explained the key results from the survey. Dave Rigby commented on the proportion of staff who had witnessed harmful errors. Alan Davis responded that the Health and Safety Group will review the results in detail as there does not seem to be a reason for this. He also commented that the number of staff undertaking health and safety training has reduced from 90% to 59%. The Trust needs to understand the reasons for this as there has been no change in approach and no change in the numbers of staff trained.

MC/13/20 Health and Social Care Act 2012 – changes to the Trust's Constitution to be implemented from 1 April 2013 (agenda item 9)

The Members' Council AGREED the changes to the Constitution for implementation from 1 April 2013, including the revised structure of the Members' Council.

MC/13/21 Chair and Non-Executive Directors' remuneration (agenda item 10)

The Chair and Non-Executive Directors left the meeting for this item.

Tony Wilkinson took the chair for this item and for item 11. He invited Alan Davis to update the Members' Council, who reminded the Members' Council of the process. The Steering Group had agreed to seek external advice to ensure transparency and openness. He went on to outline the recommendations and confirmed that no Non-Executive Director was paid through a service company.

Dave Rigby asked about the timing of the review. He understood that Capita undertook an annual national review in May/June time and wondered whether the Trust could take advantage of this without resorting to paying for its own individual review. Alan Davis responded that the Trust would still have to contribute to receive

the results and he would prefer to retain the current arrangements with an independent review to the Trust's timescales. Hilary Brearley agreed to update the Trust on progress as Capita has delayed publication of the report this year.

The Members' Council AGREED the following in relation to the Chair and Non-Executive Directors' remuneration.

1. The current remuneration levels for the Chair, Chair of Audit, Deputy Chair and Non-Executive Directors remains appropriate.
2. A further review should take place in twelve months time at the latest; however, if there are changes to the roles/responsibilities/accountabilities of Non-Executive Directors prior to this review, the Members' Council should instigate a review at that time.
3. The incremental progression arrangements for the Chair were agreed at follows.
 - If the Chair is not already on the maximum point, they should normally progress to the next incremental pay point after twelve months from the date of appointment or the date of receipt of the previous increment, as appropriate.
 - The Chair should progress to the maximum point if they are on the minimum point where they have been ranked under the appraisal scheme greater than three (on the four-point scale). If the performance ranking is on average less than two, then the increment should be withheld.

The Members' Council therefore approved an incremental increase for the Chair, who was appointed on the minimum point on 1 May 2012, to £47,500 with effect from 1 May 2013 as the Chair's ranking under the appraisal scheme was consistently three and above.

The Non-Executive Directors re-joined the meeting.

MC/13/22 Chair's appraisal (agenda item 11)

Helen Wollaston introduced this item. She commented on the comprehensive and robust process and thanked all who had participated. She particularly drew governors' attention to the areas of focus for the Chair in the coming year.

The Chair re-joined the meeting.

MC/13/23 Private patient income (agenda item 12)

Following an introduction from Alex Farrell, Tony Wilkinson asked whether the proposal was intended to enable the Trust to provide private services. She responded that this was not the intention but to enable the Trust to take advantage of opportunities through such initiatives as Creative Minds and Portrait of a Life. The Chair assured the Members' Council that it would receive a report on anything substantial in terms of the threshold of £1 million. The Trust will also seek professional advice on the tax position of the income.

The Members' Council AGREED a private patient income threshold of £1 million and was assured that this would not interfere with the Trust's principle purpose but allow it to provide innovative services and bring in additional income supporting the sustainability of the Trust.

MC/13/24 Outcome of election process (agenda item 13)

The Chair offered his congratulations, on behalf of the Trust, on the re-election of Michael Smith and Tony Wilkinson in Calderdale, and David Woodhead in Kirklees for a second term of office. He was pleased that the Members' Council would be retaining the skills and expertise built up over the last three years.

As terms of office come to an end, he asked that governors think about who would be interested in filling seats as they become vacant.

The Members' Council supported the suggestion from Dawn Stephenson that the vacant seats remain so until the next round of elections to enable development work with potential candidates and to encourage members to participate. This would include the vacant staff seats.

MC/13/25 Foundation Trust Network governor development programme (agenda item 14)

The Chair, in introducing this item, commented that the Trust wants to ensure that any training and development programme reflects the needs of the Trust given its unique service base. Dawn Stephenson encouraged governors to attend the Foundation Trust Network courses, to make use of other training opportunities offered by the Trust and identify any gaps, either for the Members' Council as a whole or for governors individually.

Michael Smith commented that the Foundation Trust Governors' Association attracts good speakers and provides a good networking opportunity with peer support. It is apparent from discussions with other governors how transparent and open this Trust Board and Chair are in comparison with other Trusts.

MC/13/26 Date of next meeting (agenda item 15)

The next meeting will be held in the morning on **Friday 26 July 2013** in the large conference room, Textile Centre of Excellence, Textile House, Red Doles Lane, Huddersfield, HD2 1YF.

Signed **Date**