



With all of us in mind

Minutes of the Members' Council meeting held on 30 April 2014

Present:	Marios Adamou Stephen Baines Ian Black Hilary Brearley Adrian Deakin Claire Girvan Nasim Hasnie John Haworth Andrew Hill Ruth Mason Bob Mortimer Kath Padgett Dave Rigby Kevan Riggett Jeremy Smith Michael Smith Hazel Walker Peter Walker Tony Wilkinson David Woodhead	Staff – Medicine and pharmacy Appointed – Calderdale Council Chair of the Trust Appointed – Barnsley Hospital NHS Foundation Trust Staff – Nursing Staff – Allied Health Professionals Public – Kirklees Staff – Non-clinical support Public – Barnsley Appointed – Calderdale and Huddersfield NHS Foundation Trust Public – Kirklees Appointed – University of Huddersfield Public – Kirklees Public – Barnsley Public – Kirklees Public – Calderdale Public – Wakefield Public – Wakefield Public – Calderdale (Lead Governor) Public - Kirklees
In attendance:	Peter Aspinall Laurence Campbell Bernie Cherriman-Sykes Alan Davis Bernard Fee Julie Fox Jonathan Jones Steven Michael Sean Rayner Daniel Redmond Dawn Stephenson Karen Taylor Helen Wollaston	Non-Executive Director Non-Executive Director (designate) Integrated Governance Manager (author) Director of Human Resources and Workforce Development Non-Executive Director Non-Executive Director Non-Executive Director Chief Executive District Service Director, Barnsley and Wakefield Public – Calderdale (designate) Director of Corporate Development District Service Director, Calderdale, Kirklees and Specialist Services Deputy Chair
Apologies:	Shaun Adam Doug Dale Netty Edwards Margaret Isherwood Robert Klaasen Margaret Morgan Jules Preston Barry Seal Laura Wharmby	Public – Barnsley Public – Wakefield Staff – Nursing support Appointed – Wakefield Council Public – Wakefield Appointed – Barnsley Council Appointed – Mid Yorkshire Hospitals NHS Trust Public – Kirklees Appointed – Staff side organisations

MC/14/12 Welcome, introduction and apologies (agenda item 1)

Ian Black, Chair of the Trust, welcomed everyone to the meeting. He began by reminding all present that this was Bernard Fee's last Members' Council meeting and he thanked Bernard for his support for and contribution to the Trust over the last six years. His challenge at Trust Board and his strong customer and patient focus would be missed. The Chair also welcomed Laurence Campbell to the meeting. Subject to the approval of the Members' Council under agenda item 8.2, he will appointed to replace Bernard Fee from 1 June 2014.

MC/14/13 Declaration of interests (agenda item 2)

The Members' Council **NOTED** the individual declarations made as part of the annual declaration exercise and **CONFIRMED** the changes to the Register of Interests as set out in the paper.

MC/14/14 Minutes of the previous meeting held on 31 January 2014 and notes from the joint meeting with Trust Board (agenda item 3)

The Members' Council **APPROVED** the minutes from the meeting held on 31 January 2014. The action points and the notes from the joint meeting with Trust Board were noted. There were no matters arising.

MC/14/15 Chair's report and feedback from Trust Board/Chief Executive's comments (agenda item 4)

Ian Black began by saying that 2013/14 had been a good, although challenging, year for the Trust. Monitor targets had been achieved and the Trust had maintained its regulatory position. Through the Chief Executive and the Medical Director, the Trust has been involved in the new Care Quality Commission inspection regime. Marios Adamou has also been selected as a specialist advisor. The Trust will be part of Wave 3 with an inspection due between now and the end of 2015.

He went on to say that the two-year operational plan was approved by Trust Board in March. There was strong challenge from Non-Executive Directors on the content of the plan. The coming year is very much one of planning for transformational change, which the Trust must embark on in order to remain sustainable and viable. In June, Trust Board will be required to make an assessment of its sustainability over the next five years as part of the development of the Trust's five-year strategic plan and make a return to Monitor. This will be challenging.

Claire Girvan asked why the Trust was not as far on the transformational journey as it would have liked. Steven Michael responded that there has been a tendency to want to understand the destination in detail before taking the first step on the journey, which has stopped the Trust embarking on the process. The Trust must now move to implementation in a stepped and incremental way towards a long-term vision. There may be elements of uncertainty but these will be addressed as part of the journey.

MC/14/16 Two-year operational plan 2014/15 to 2015/16 (agenda item 5)

The Chief Executive introduced this item and confirmed that Trust Board approved the two-year operational plan at its meeting on 25 March 2014. The plan articulates the short-term challenge faced by the Trust over the next two years. The Trust is working in partnership within the NHS community to ensure services are delivered as effectively and efficient as possible and do not duplicate provision or overlap. These partnerships are positive and constructive but individual organisations are feeling pressured.

The plan is underpinned by six key aspects of future delivery.

- Integration of the urgent care pathway – the Trust's beds, in-patient and core services.
- Significant improvement in outcomes for long-term conditions, particularly in terms of links between physical and mental health.
- Health and wellbeing with a focus on prevention, recovery and self-care.
- Improved use of technology to support all services

- Healthy communities, development of alternative capacity and social capital, through partnering and involvement in local communities as part of the Trust's offer.
- Specialist services.

Steven Michael updated the Members' Council on the current commissioning position in relation to secure services. The specialist services budget moved to NHS England, which now has responsibility for commissioning specialist services. The move has uncovered a budget deficit and this has been pro-rated to organisations. This has an impact on the Trust's secure services with a reduction in funding in 2014/15 of £631,000. The Trust is expected to agree this reduced funding by 9 May 2014. This will pose a risk for Trust services for a group of vulnerable and sometimes dangerous individuals. The position impacts on all NHS providers; however, it may not affect private providers if commissioned through another area commissioning team. *NB following negotiations between the Trust and specialist commissioners, the Trust has been given its full budget allocation for 2014/15.*

Bob Mortimer asked if the Trust's funding was guaranteed. Steven Michael responded that budgets have been agreed with commissioners for 2014/15 with the exception of medium and low secure services.

Steven Michael went on to outline the key points in the two-year plan.

- Do the day job well
 - The quality plan ensures continued delivery.
 - 2014/15 needs to be a year of delivery and of values.
- Deliver the transformation
 - 2014/15 is a transition year. 2015/16 is a year of transformation.
 - Enablers (workforce, estate, information management and technology, and finance) will focus on supporting transformation.
- Manage our partnerships
 - Entering new territory, such as, development of alternative capacity and implementation of integrated community models in partnership.
 - Increasing levels of commissioner-led change. The Trust's focus is on readiness and partnership.

In June, Trust Board is expected to make a sustainability declaration as part of its five-year strategic plan. This will be partly informed by the challenge facing the NHS and future configuration of organisations. Ian Black commented that much thought will be needed on the declaration Trust Board is required to make and will reflect the changing health economy. Marios Adamou asked whether the Trust needed more of an imperative (a 'burning platform') to provide the impetus for change in how the Trust delivers services, who delivers services and where services are delivered from. Ian Black concurred. The Trust needs to find 15% savings over three years, which demonstrates the scale of the challenge the Trust is facing and that something very different is needed. A year-on-year approach gives the impression that savings can be piecemeal and non-recurrent. Steven Michael added that, in 2013/14, the Trust had a £1.7 million shortfall against its recurrent cost improvement target. A mix of recurrent and non-recurrent alternatives was found; however, the impact carries over into this current year and such a position is unsustainable.

Dave Rigby commented that language is very important as the Trust has had a cut in its budget and has to find cost efficiencies, which results in a significant level of cuts/savings needed. This is not the message coming from Government in relation to NHS protected funding. Steven Michael commented that public perception is of protected funds and this is

not the case. Current funding translates into a flat-cash position for the Trust representing a cut in the actual budget available.

Dave Rigby also expressed some nervousness about the Trust's ability to achieve £4.85 million savings from transformation in 2015/16 as the timing will be difficult to control particularly where the Trust has to rely on partners.

Claire Girvan commented that staff do understand the context. As transformation starts, staff will begin to understand the impact and consequences.

Tony Wilkinson asked whether the Trust has contingency plans to achieve the long-term plan given the current nervousness. Steven Michael responded that these are not fully formed currently but there are a number of developing partnerships to share the challenges, which the Trust is encouraged to pursue. Ian Black added that much of the nervousness around the five-year plan is what the NHS will look like in the future; however, the Trust knows as an individual organisation that it needs to be as well placed as possible to adapt to future changes and this will form the basis of its five-year strategic plan.

In response to a question from Dave Rigby, Steven Michael confirmed that the next phase of engagement would see the Trust returning to the people who participated in the engagement events to demonstrate how themes link to the Trust's vision and plans. Future engagement events will have a stronger alignment with commissioners and partner organisations. The Trust will work to ensure individuals and communities in harder to reach communities are included.

Claire Girvan asked whether there was a concern that leadership development was lacking currently. Steven Michael responded that the Trust recognises that leading the next phase of change will be hard and the Trust has committed to supporting leadership and development. Part of the rationale for introducing the new leadership and management arrangements within business delivery units is to support this.

Marios Adamou asked whether there was appetite within Trust Board to have a plan more developmental, growth-oriented and innovative. Steven Michael responded that it was difficult to see how the Trust would grow when forced to find efficiencies in services; however, specialist services could provide opportunities for growth. Bernard Fee added that the Trust can grow through managing its cost-base over the short-term. Effective management of the transformation programme to develop a stronger and consolidated Trust will provide opportunities to grow.

MC/14/17 Holding Non-Executive Directors to account (agenda item 6)

The duty to hold Non-Executive Directors to account for the performance of Trust Board is a key part of the governor role. The discussion item was designed to help governors find out more about the Trust's Non-Executive Directors and the role they play in the Trust. Five groups were chaired/facilitated by a Non-Executive Director and, in a brief introduction, each Non-Executive Director covered:

- what they bring to the Trust (their individual skills and experience);
- why they became a Non-Executive Director and why this Trust;
- their role in the Trust focusing on the Committee they Chair or are a member of, and provided a brief outline of the Committee's remit, key issues and how the Committee gets assurance.

Groups

Peter Aspinall – Audit Committee and Information Management and Technology Forum

Ian Black – Remuneration and Terms of Service Committee and his role as Chair
Julie Fox – Mental Health Act Committee and Charitable Funds
Jonathan Jones – Estates Forum
Helen Wollaston – Clinical Governance and Safety Committee and her role as Deputy Chair/Senior Independent Director.

Non-Executive Directors were also asked to comment on the other Committees they sit on to demonstrate the breadth of Non-Executive Director involvement.

Governors and other members of Trust Board were randomly allocated to groups and each governor had the opportunity to meet and challenge all Non-Executive Directors. The discussions were intended to be a two-way interactive process with governors given the opportunity to ask questions. Governors were provided with Non-Executive Directors' pen portraits, and a brief description of the Non-Executive Director role and that of an Executive Director within the unitary Board.

MC/14/18 Performance report Quarter 4 2013/14 (agenda item 7)

Steven Michael took the Members' Council through the key points from the quarter 4 report.

Dave Rigby asked what the Trust intended to improve performance in relation to service users with a care co-ordinator. Karen Taylor responded that this is being addressed on an individual and team basis where hotspots have been identified.

MC/14/19 Members' Council statutory duties/governance (agenda item 8)

Outcome of elections to the Members' Council (agenda item 8.1)

Dawn Stephenson provided an update on the elections to the Members' Council and confirmed the following outcome.

- In Barnsley, there were three candidates for two seats and Andrew Hill (re-elected) and Andrew Crossley were elected.
- In Calderdale, there was one candidate for one seat and Daniel Redmond was elected unopposed.
- In Kirklees, there were eight candidates for two seats and Nasim Hasnie (re-elected) and Michael Fenton were elected.
- In Wakefield, there were four candidates for two seats and Hazel Walker (re-elected) and Jackie Craven were elected.
- For the staff psychological therapies vacancy, there was one candidate for one seat and Garry Brownbridge was elected unopposed.

All were elected for a three-year term from 1 May 2014.

There remains one vacancy for the public constituency of the rest of South and West Yorkshire and one vacancy for the staff seat for social care staff working in integrated teams.

Ian Black welcomed the re-election of Nasim Hasnie, Andrew Hill and Hazel Walker, and also welcomed newly-elected Daniel Redmond, attending his first meeting.

Non-Executive Director appointment (agenda item 8.2)

Laurence Campbell left the meeting at this point.

Ian Black provided the rationale for the Nominations Committee's proposal to appoint Laurence Campbell. **The Members' Council APPROVED the recommendation from the Nominations Committee to appoint Laurence Campbell as a Non-Executive Director of**

the Trust for a three-year period from 1 June 2014 at the level of remuneration for a Non-Executive Director current at the date of appointment.

Non-Executive Director re-appointment (agenda item 8.3)

Julie Fox left the meeting at this point.

Ian Black provided the rationale for the Nominations Committee's proposal to re-appoint Julie Fox. **The Members' Council APPROVED the recommendation from the Nominations Committee to re-appoint Julie Fox as a Non-Executive Director of the Trust for a three-year period from 1 August 2014.**

Chair and Non-Executive Directors' remuneration (agenda item 8.4)

The remaining Non-Executive Directors and the Chair left the meeting at this point.

As Lead Governor, Tony Wilkinson assumed the Chair and the Chair and Non-Executive Directors present left the room for items 8.4 and 8.5. He asked Alan Davis to introduce these items.

Alan Davis began by explaining the process and that, as in previous years, a sub-group of the Members' Council had been established to look at the remuneration of Non-Executive Directors. The sub-group again agreed to commission an independent review of Non-Executive Director remuneration and engaged CAPITA to undertake this work. The sub-group considered a report produced by CAPITA and supported the finding that the basic rate set in 2009 was still appropriate; however, the sub-group did recognise that the basic rate set in 2009 was based on a contractual time commitment of between 2 and 2.5 days per month and that the latest Non-Executive Director appointment has an increased contractual time commitment of between 2.5 to 3 days per month. The sub-group felt that the increase in contractual time commitment was significant and reflected the additional complexities and challenges now within these roles. It was the view of the sub-group that there was, therefore, a rationale to support an increase based on additional contractual time.

The sub-group proposed a small increase from £12,500 to £13,250 per annum as recognition of an additional two days commitment per year. This would be backdated to 1 April 2014.

There would be no change to the additional remuneration for the Deputy Chair or for the Chair of the Audit Committee.

The sub-group also proposed no change to the Chair's remuneration at this time; however, it sought support to commission CAPITA to review Chair remuneration in other organisations for further consideration by the sub-group and the Members' Council.

The Members' Council APPROVED the recommendation from the sub-group to:

- **increase the remuneration of a Non-Executive Director of the Trust from £12,500 to £13,250 from 1 April 2014;**
- **make no increase to the additional remuneration for the Deputy Chair or for the Chair of Audit Committee; and**
- **to commission Capita to review the remuneration for the Chair with a view to making a proposal to the Members' Council later in the year.**

Chair's appraisal (agenda item 8.5)

The Non-Executive Directors returned to the meeting at this point.

Tony Wilkinson invited Helen Wollaston to introduce this item. **The Members' Council RECEIVED and NOTED the report on the Chair's appraisal.**

The Chair returned to the meeting at this point.

Membership of the Nominations Committee (agenda item 8.6)

Ian Black asked for expressions of interest to join the Nominations Committee. He stressed that governors who put themselves forward should have some experience of recruitment and selection at a senior level and commit to attending the Foundation Trust Network GovernWell module on Non-Executive Director appointments.

MC/14/20 Date of next meeting (agenda item 9)

The next meeting will be held in the morning of Friday 25 July 2014 in the large conference room, Learning and Development Centre, Fieldhead, Wakefield, WF1 3SP.

MC/14/21 Any other business

In closing the meeting, Ian Black thanked Dave Rigby personally and on behalf of both Trust Board and the Members' Council for his enormously significant support for, and contribution to, the Trust over the last seven years. He commented that he would particularly miss his constructive challenge for the Trust and the Board, and wished him well in the future.

Signed **Date**