



With all of us in mind

Minutes of the Members' Council meeting held on 24 July 2015

Present:	Ian Black	Chair of the Trust
	Stephen Baines	Appointed – Calderdale Council
	Garry Brownbridge	Staff – Psychological Therapies
	Jackie Craven	Public – Wakefield
	Andrew Crossley	Public – Barnsley
	Nasim Hasnie	Public – Kirklees
	John Haworth	Staff – Non-clinical support
	Andrew Hill	Public – Barnsley
	Chris Hollins	Public – Wakefield
	Susan Kirby	Public – Kirklees
	Ruth Mason	Appointed – Calderdale and Huddersfield NHS Foundation Trust
	Bob Mortimer	Public – Kirklees
	Daniel Redmond	Public – Calderdale
	Michael Smith	Public – Calderdale (Lead Governor)
	Peter Walker	Public – Wakefield
	Tony Wilkinson	Public – Calderdale
In attendance:	Adrian Berry	Medical Director
	Tim Breedon	Director of Nursing, Clinical Governance and Safety
	Laurence Campbell	Non-Executive Director
	Bernie Cherriman-Sykes	Integrated Governance Manager (author)
	Rachel Court	Non-Executive Director (designate)
	Alan Davis	Director of Human Resources and Workforce Development
	Charlotte Dyson	Non-Executive Director
	Alex Farrell	Deputy Chief Executive/Director of Finance
	Julie Fox	Non-Executive Director
	Paul Hewitson	Director, Deloitte (from item 7)
	Jonathan Jones	Non-Executive Director
	Steven Michael	Chief Executive
	Sean Rayner	District Service Director, Barnsley and Wakefield
	Diane Smith	Director of Health Intelligence and Innovation
	Dawn Stephenson	Director of Corporate Development
	Danni Sweeney	Senior Associate, Deloitte (observer as part of well-led governance review)
	Karen Taylor	District Service Director, Calderdale, Kirklees and Specialist Services
	Paul Thomson	Partner, Deloitte (from item 7)
	Helen Wollaston	Deputy Chair
Apologies:	Marios Adamou	Staff – Medicine and pharmacy
	Michelle Collins	Appointed – Wakefield Council
	Adrian Deakin	Staff – Nursing
	Emma Dures	Appointed – Barnsley Council
	Michael Fenton	Public – Kirklees
	Claire Girvan	Staff – Allied Health Professionals
	Manvir Manku	Appointed – staff side organisations
	Margaret Morgan	Appointed – Barnsley Council
	Cath O'Halloran	Appointed – University of Huddersfield
	Jules Preston	Appointed – Mid Yorkshire Hospitals NHS Trust
	Hazel Walker	Public – Wakefield
	David Woodhead	Public - Kirklees

MC/15/20 Welcome, introduction and apologies (agenda item 1)

Ian Black, Chair of the Trust, welcomed everyone to the meeting. He began by reminding the Members' Council that Helen Wollaston, Deputy Chair, will leave the Trust on 31 July 2015. He commented that this will be a loss for the Trust. Helen's skills, experience and

approach helped the Trust enormously and he has welcomed her support and wise counsel over the past six years. On behalf of the Members' Council, Michael Smith presented a gift to Helen and commented that she has been an asset to the Trust since her appointment and her support for governors has been much appreciated. She will be hugely missed. Helen Wollaston responded that she had really enjoyed her time with the Trust, which has come on leaps and bounds since she was appointed. She wished the Trust every success in the future.

Ian Black went on to welcome Susan Kirby, attending her first meeting as a governor for Kirklees, and Charlotte Dyson and Rachel Court, two newly appointed Non-Executive Directors from 1 May and 1 October 2015 respectively. Chris Jones will also be joining the Trust as a Non-Executive Director with effect from 1 August 2015 but was unable to attend this meeting.

MC/15/21 Declaration of interests (agenda item 2)

There were no further declarations over and above those already made by governors.

MC/15/22 Minutes of the previous meeting held on 29 April 2015 (agenda item 3)

The Members' Council APPROVED the minutes from the meeting held on 29 April 2015. There were no matters arising. In terms of the action points, Vanguard bids would be included in the Chief Executive's remarks and the well-led review was on this meeting's agenda. The Trust's visits programme is currently being developed for 2015/16 and governors were asked to express an interest if they would like to be involved.

MC/15/23 Chair's report and feedback from Trust Board/Chief Executive's comments (agenda item 4)

Ian Black began his remarks by commenting that his personal objectives for the coming year include celebrating success, marketing the Trust and participating in national debates. To support this, he stood for election to the Board of NHS Providers and was successfully elected. The Chief Executive is also Chair of the Mental Health Network (NHS Confederation) and Trustee of the NHS Confederation and this Trust is the only Trust in the country to be represented on both organisations' Boards. He went on to make the following points.

- The Trust held its Values into Excellence staff awards event on 30 June 2015. Bob Mortimer and Jules Preston were involved in the judging this year and he formally thanked both for their support. The overall winner was the Calderdale Assertive Outreach Team with special recognition for the healthcare records team at Folly Hall in Kirklees and the Physical Activity Development Team, football volunteers, in Barnsley.
- In April 2016, a new approach to nurse accreditation will be introduced. There are 1,462 nurses within the Trust as well as agency and bank staff, making this a significant development for the Trust. The matter was discussed at Trust Board on 21 July 2015. Guidance is expected in September 2015 and he will come back to the Members' Council post-implementation to advise on progress. This will remain a risk given the short timescales involved.

Steven Michael began his remarks by commenting that the new majority Conservative Government, although a surprise, brings a sense of continuity with the same Secretary of State. The commitment to £8 billion investment in return for £22 billion in savings remains. The Five-Year Forward View from Simon Stephens, Chief Executive of NHS England,

outlines the changes expected. The challenge for the Trust is to make the right response, both as a Trust and as part of the wider health and social care economy, and there are two key areas informing the Trust's approach.

1. The Trust's transformation programme has four strands:

- mental health;
- general community;
- learning disability services; and
- forensic services.

This is a very complex and challenging environment and there is detailed work within services to come to an agreed view of:

- the vision for services;
- key changes and how the Trust articulates these, particularly to service users, stakeholders and commissioners;
- the impact for service users and the quality and efficiency of services;
- understanding when the changes will take place;
- who needs to own, support and deliver the changes.

He suggested a presentation to the Members' Council at the next meeting in November 2015.

2. The Trust is involved in a number of Vanguard bids, which are pilots for the New Care Models Programme, one of the first steps towards delivering the NHS Five Year Forward View, supporting improvement and integration of services. The Trust is involved in three existing Vanguard pilots:

- Calderdale upper valley work to develop multi-speciality community provider arrangements involving primary care;
- west Wakefield work to develop multi-speciality community provider arrangements to support transformation (which has been awarded £14 million over four years); and
- Wakefield focussing on care homes.

The Trust is involved in three out of 29 pilots so has a real opportunity to influence models of care.

The Trust is also involved in the West Yorkshire acute and emergency care network, which has submitted a pilot bid to support people in crisis. It was recently announced that it is one of eight national pilots, which is positive for mental health services in this area.

Steven Michael went on to comment on the following.

- The partnership with Locala, as lead provider, to tender for services in Kirklees under Care Closer to Home was successful. The knowledge and experience of community working in Barnsley was invaluable in the Trust's role and partnership in the bid.
- Commissioners are supportive of funding additional elements of child and adolescent mental health services in Calderdale and Kirklees. They have agreed that the Trust can use the 1% demographic uplift to fund a crisis service. Data collection and recording is much improved and the Trust understands the scale of the challenge. In terms of Autistic Spectrum Disorder (ASD), the Trust provides a very specific part of CAMHS Tier 3 provision and is working with commissioners to develop new parts of the service. His programme of discussion and liaison with MPs has included discussion on CAMHS.

Bob Mortimer asked if the Trust has priorities it has to deliver. Steven Michael responded that it does and these include two areas raised today – transformation and CAMHS. Mental health has to remain a priority on the Government's agenda and needs champions and advocates. Ian Black added that the overarching challenge this year is to deliver transformation whilst continuing to provide safe and effective services (the 'day job').

Tony Wilkinson asked whether the Vanguard pilots would help in terms of the Trust's sustainability. Steven Michael responded that the position remains uncertain. Vanguards will begin to create opportunities to explore new forms of organisation and new models of integrated care. Being involved allows the Trust to influence and ensure its services remain at the forefront.

Tony Wilkinson also commented on the Trust's position on CAMHS in Calderdale and Steven Michael responded that it is important that the Trust keeps the dialogue going. A clearer communications plan across agencies is needed. Nasim Hasnie commented on press reporting with reference to the lack of funding from two commissioners in Kirklees. Ian Black responded that, although the article had no factual inaccuracies, the Trust would have liked more balanced reporting in the Huddersfield Examiner article, particularly about the additional investment of both the Trust and commissioners, and that the Trust provides an excellent service in Wakefield. The Trust needs to communicate more in relation to what it is doing to resolve and address issues and challenges than about the issues and challenges per se. Chris Hollins commented that there had been an excellent report at Trust Board in relation to CAMHS and a robust discussion as a result. He suggested that this report should come to the Members' Council supported by a detailed discussion. Ian Black responded that he had taken a deliberate decision to discuss CAMHS in the public part of the Trust Board meeting and the minutes are available on the Trust's website; however, he agreed that all governors should be at the same level of knowledge. Steven Michael suggested including CAMHS in the detailed presentation on transformation at the November 2015 meeting involving the CAMHS team. It was also confirmed that CAMHS remains on the Trust's organisational risk register.

MC/15/24 Independent review of the Trust's governance arrangements (agenda item 5)

Ian Black began his update by commenting that the Trust is in the lowest risk group for both Monitor and the Care Quality Commission (CQC); however, one outcome is that the Trust's CQC inspection will not be until early next year at the earliest and the Trust is planning for quarter 1 of 2016/17. Foundation trusts are required to undertake a well-led review of governance arrangements once every three years and the Trust decided to undertake its review early taking a developmental approach to current arrangements. A number of governors took part in the review. Deloitte provided feedback to Trust Board on 21 July 2015 and Deloitte's view was similar to that of the Trust Board self-assessment. A workshop will be held with Deloitte for Trust Board and the Members' Council on 21 September 2015 and it is important that governors are involved as the Members' Council is a key part of the Trust's governance arrangements. There will also be full feedback to the Members' Council at the November 2015 meeting.

Steven Michael commented that the review very much saw the Trust as a values-based organisation with a clear sense of mission with consistent feedback that staff understand the values of the organisation and what this means to them.

MC/15/25 Trust charitable funds (agenda item 6)

Julie Fox gave a short presentation on the Trust's charitable funds.

MC/15/26 Trust annual report and accounts 2014/15 (agenda item 7)

Laurence Campbell, Chair of the Audit Committee, briefly introduced this item and outlined the process undertaken and the outcome. Paul Thomson thanked the Members' Council for

inviting Deloitte to attend the meeting and took governors through the scope of the audit, which takes a risk-based approach with a focus on areas of judgement as opposed to fact.

At the year-end, the Trust reported:

- a surplus for the year of £1.3 million;
- an actual EBITDA margin of 5.9%;
- achievement of the cost improvement programme of £12.4 million;
- a year-end financial risk rating of 4; and
- a cash position of £32.6 million.

The audit found that:

- the working papers produced to support the accounts were of a very high standard;
- a small number of uncorrected misstatements were detected; however, these were not material;
- the review of the Trust's Annual Governance Statement identified no significant issues;
- the Trust provided a complete draft of the strategic report, which required minimal adjustment from the draft version;
- Deloitte did not identify any significant deficiencies in financial reporting systems; and
- four recommendations were made during the audit and management has responded with an appropriate action plan.

Tony Wilkinson commented that the figures depend on the Trust's opinion. Paul Thomson responded that as auditor Deloitte looks for consistent assumptions, prudence or aggressive treatment and whether it can be confident this is fair and balanced. Overall, the Trust is fair and balanced with a slight bias towards prudence. Laurence Campbell added that the Audit Committee's view is that the Trust presents a very balanced position with a push towards prudence but not materially.

The Members' Council AGREED to receive the annual report and accounts.

MC/15/27 Trust Quality Accounts 2014/15 (agenda item 8)

Paul Hewitson from Deloitte outlined the scope of the audit work for the Trust's Quality Accounts. In terms of content and consistency, it was found that the Quality Accounts met regulatory requirements. In relation to the testing of three performance indicators, two of which were mandated and one of which was selected by the Members' Council, three recommendations were made to which management has responded with an appropriate action plan. This will be monitored through the Clinical Governance and Clinical Safety Committee and considered by the Members' Council Quality Group when it considers the report for 2015/16.

Paul Hewitson commented how encouraging it was to work with an organisation that is happy to consider changes when highlighted. This does not always happen in other Trusts.

Daniel Redmond asked how long Deloitte had worked with the Trust. It was confirmed that Deloitte was at the end of its fifth year of working with the Trust. He also asked if there are seasonal variations in the acuity of service users. Tim Breedon responded that the Trust does have variations in demand between different services and between different parts of the same service and he offered to discuss this with Daniel outside of the meeting.

The Members' Council AGREED to receive the Quality Report and the report from Deloitte on the external review of the Trust's Quality Report for 2014/15.

MC/15/28 Performance report Quarter 1 2015/16 (agenda item 9)

Alex Farrell took the Members' Council through the key highlights from the quarter 1 report and the performance dashboard. The full report can be found on the Trust's website.

Steven Michael commented on two worrying trends in terms of service users on care programme approach helped to enter into employment and settled accommodation. Given the Trust's mission to enable people to reach their potential and live well in their community, these are two areas where the Trust should be making more impact. A bigger response is needed from the Trust as an organisation and from other agencies.

MC/15/29 Quality and safety (agenda item 10)

Safer staffing (agenda item 10.1)

Tim Breedon explained the background to the report to the Members' Council. In the Government's response to the Francis Report, Hard Truths published in 2014, Trusts are required to ensure that robust systems and processes are in place to assure themselves that the nursing staffing capacity in their organisation is sufficient to deliver safe and effective care. There is a requirement for Trust Boards to publish safer staffing data on a monthly basis. The Trust has responded positively to the requirements and has developed a decision support tool, which established staffing levels based on the e-rostering system of optimal staffing numbers against minimum numbers. The Trust has consistently had fill rates over 100% since reporting began in May 2014. Monthly exception reporting will continue and a proposal to develop a more flexible and responsive peripatetic workforce is currently under consideration.

The following points were raised during the discussion.

- Susan Kirby asked whether the Trust could start to audit community services in the same way. Tim Breedon responded that the Trust intends to look at using the methodology to cover community services but it is a complex position. The Trust Board Clinical Governance and Clinical Safety Committee has asked for arrangements to be in place by the end of the year.
- Ian Black commented that the position presented is a good one; however, nurse re-validation may impact on the position and the Trust will keep the Members' Council informed of the impact of proposals.
- Tony Wilkinson asked if there is an implication that some ward areas are over-staffed. Tim Breedon responded that it did not as there are situations on individual wards where, for example, additional staff are needed for a particular service user.
- Bob Mortimer asked why there was low bed occupancy in a climate of bed shortages. Tim Breedon responded that specific areas are running down prior to transformation where models of care will change and more services provided in the community. Ian Black added that this reflects a transition period for some ward areas, in particular, long-term rehabilitation units.
- Steven Michael commented that the workforce, particularly in terms of recruitment and retention, is a challenge for the public sector, particularly following the announcement of a 1% cap on increases to pay. Therefore, organisations need to make the public sector an attractive option. The Trust is already discussing the living wage with staff side.
- Nasim Hasnie asked if it was possible to benchmark safer staffing. Tim Breedon responded that there is difficulty in comparison with other Trusts, particularly as some other Trusts are not reporting an optimal but minimal levels. This would change if/when standards are issued.
- Jackie Craven asked if additional staff were brought in for one-to-one care. Tim Breedon confirmed that numbers reported include a level of one-to-one support. When this goes

above what is considered the 'norm', additional staff would be brought in, mostly from the Trust's bank.

Incident management annual report 2014/15 (agenda item 10.2)

Tim Breedon took the Members' Council through the incident management annual report for 2014/15, which very much reflects the Trust's approach to its duty of candour, a statutory requirement from November 2014 for health providers and covering any incident that results in moderate or severe harm. The Trust's policy and guidance has been updated to support staff.

Bob Mortimer asked whether the numbers had increased for people suffering from post-traumatic stress disorder. Tim Breedon responded that the information is checked against the National Confidential Inquiry. The Trust also reviews increases in demand for services and the reasons, and is undertaking additional analysis for year-on-year comparisons.

Equality and diversity annual report 2014/15 (agenda item 10.3)

Dawn Stephenson explained that the annual report is presented to the Members' Council as equality and diversity is everyone's responsibility making the Trust a better place to receive services and to work in. The Trust is taking a values-based approach not one based on compliance.

Trust Board approved four priorities for 2015/16 and it was noted that progress will be monitored through the Equality and Inclusion Forum, chaired by a Non-Executive Director.

1. New training which equips staff and managers to be effective champions of diversity. We want to give people confidence to challenge behaviours inappropriate to living our values, to communicate with people from different backgrounds and to ensure those responsible for recording equality monitoring information feel comfortable asking the necessary questions.
2. Improve representation of Asian people in the workforce to better reflect the communities we serve and to increase the number of people from a BME background at managerial grades 8 and 9, where they are currently under represented.
3. Targeted community engagement, using technology to bring voices and stories to Trust Board to give us insight which will improve the accessibility of services to people from different backgrounds and improve the experience of service users from Black and Asian backgrounds (the latter measured by the friends and family service user question "how likely are you to recommend this service to friends or family").
4. Increasing the percentage of service users in employment through a new pilot project in the Barnsley BDU working in partnership with the Local Authority and local employers.

Nasim Hasnie asked whether the Trust would use the report as a benchmark. There could then be a comparison at next year's Members' Council meeting to see where improvements have been made and the report could focus on improvement. He added that it is commendable that the Trust has taken this approach and is measuring equality and inclusion.

MC/15/30 Members' Council business items (agenda item 11)

Appointment of external auditor (agenda item 11.1)

Paul Thomson and Paul Hewitson from Deloitte left the meeting for this item.

Laurence Campbell introduced this item and thanked Michael Smith and Andrew Crossley for their involvement in the process. He took the Members' Council through the rationale for the panel's recommendation to the Audit Committee, which was endorsed on 7 July 2015.

Garry Brownbridge asked whether the Trust should be appointing its own external auditor. Laurence Campbell responded that this was recognised practice in the private sector where shareholders appoint the auditor and the Members' Council is, therefore, a credible body to make such an appointment. It was also noted that this is one of the Members' Council's statutory duties. Alex Farrell added that independence of the auditor is of prime importance and is a key part of the testing in the tender process.

The Members' Council APPROVED the recommendation from the Audit Committee to appoint Deloitte as the Trust's external auditor for an initial three-year term from 1 October 2015 with an option to extend for a further two twelve-month periods.

Chair remuneration (agenda item 11.2)

Ian Black left the meeting for this item.

Helen Wollaston as Deputy Chair assumed the Chair for this item and invited Alan Davis to explain the background and process undertaken, including an independent review by CAPITA. He reminded governors that the use of an incremental scale for the Chair's remuneration had been previously agreed by the Members' Council and that this range was for the position not the incumbent. The proposal was to increase the scale by two points (£50,000 and £52,500), as the sub-group considered the current scale too narrow, from the previous top point of £47,500. Movement within the scale would be based on performance as determined by the Chair's annual appraisal.

Comments from the Members' Council were invited.

- Andrew Hill asked how the Trust would justify a 10% pay award for the Chair when staff are only getting 1%. Alan Davis explained that the incremental award arrangement reflects that for staff on Agenda for Change (the national scheme).
- Tony Wilkinson commented that there were two elements to the proposal. Firstly, what the scale should be and, secondly, where the current Chair should be on that scale. They were two different elements and should be treated as such.
- Nasim Hasnie commented that there had been much debate and discussion in the sub-group regarding the expansion of the incremental scale in line with Agenda for Change scales and movement on the scale, which would be subject to satisfactory appraisal.
- Both Andrew Hill and Andrew Crossley disagreed with this view as they felt staff would not have the details of how the proposal was formulated or the information it was based on.
- Susan Kirby commented that the Trust should expect to pay more to get or retain a good Chair. Andrew Hill responded that this applied equally to Trust staff.
- Tony Wilkinson commented that, as part of its discussion, the sub-group did not consider that the existing top point of the scale was appropriate for a Trust of this size and the challenges presented to the Trust. However, the current Chair's point on this scale is the subject of a separate discussion.
- Alan Davis commented that the proposal has been benchmarked against comparable organisations but not the private sector.
- Jackie Craven commented that a 1% increase on current remuneration would take the Chair's remuneration to over £50,000, more than that proposed.
- Andrew Hill asked how many other salary scales have moved by over 10%. Alan Davis responded that he would be happy to take governors through the Agenda for Change scales and arrangements.
- Steven Michael made a general point that there are communication issues in relation to this issue, which are recognised and important. Currently, there is a very disingenuous debate around senior pay, particularly around comparison with the Prime Minister's salary. This proposal is around a fair and comparable benchmarked remuneration range for this role in terms of this sector.

Given the differing views expressed by governors, Helen Wollaston asked governors to formally vote on the proposal. As a result, **the Members' Council APPROVED the recommendation from the sub-group to increase the Chair's remuneration scale by two points (£50,000 and £52,500) from the previous top of the scale of £47,500 and that movement within the scale would be based on performance as determined by the Chair's annual appraisal.**

Approval of the proposal had implications for the current Chair's remuneration of £47,500. Governors were asked to consider the proposal from the sub-group to increase the Chair's remuneration to the next incremental point of £50,000 based on his performance and individual appraisal (received by the Members' Council in April 2015) from 1 May 2015. This is not considered to be an automatic incremental increase as is the case with staff under Agenda for Change. Helen Wollaston commented that this has been a robust process in keeping with Trust values.

Andrew Hill commented that the Trust has an excellent Chair but there is a real communication problem with the scale of the increase. He asked how staff working in wards would see this. Helen Wollaston noted the comments and agreed there was a piece of work needed to agree how this is communicated.

Nasim Hasnie commented that the Trust had followed a rigorous and open process, which is not always replicated in other organisations.

Andrew Crossley asked if the Chair would be given the option not to take the increase. Helen Wollaston responded that this is an option for anyone to take. Andrew Crossley also asked if the Chair would be informed of the concerns raised by some members of the governing body. Helen Wollaston responded that she would discuss with the Chair.

Given the strong views expressed by governors, Helen Wollaston asked governors to formally vote on the proposal. As a result, **the Members' Council APPROVED the recommendation from the sub-group to increase the Chair's remuneration to £50,000 per annum based on his annual appraisal.** The recommendation was approved on this basis and further work is needed on communication, particularly to staff.

MC/15/31 Date of next meeting (agenda item 12)

The next meeting will be held in the afternoon of Friday 6 November 2015 in the large conference room, Learning and Development Centre, Fieldhead, Wakefield, WF1 3SP. Ian Black also reminded the Members' Council of the date for the annual members' meeting on 9 September 2015 and the well-led workshop on 21 September 2015.

Signed **Date**