

Minutes of the Members' Council meeting held on 28 April 2017

Present:	<p>Bill Barkworth Ian Black Bob Clayden Jackie Craven Andrew Crossley Adrian Deakin Stefanie Hampson Nasim Hasnie John Haworth Carol Irving Sarah Kendal Ruth Mason Bob Mortimer Jules Preston Phil Shire Peter Walker</p>	<p>Public – Barnsley Chair Public – Wakefield Public – Wakefield Public – Barnsley Staff – Nursing Appointed – Staff side organisations Public – Kirklees Staff – Non-clinical support Public – Kirklees Appointed – University of Huddersfield Appointed – Calderdale and Huddersfield NHS Foundation Trust Public – Kirklees Appointed – Mid Yorkshire Hospitals NHS Trust Public – Calderdale Public – Wakefield</p>
In attendance:	<p>Dr Adrian Berry Mark Brooks Laurence Campbell Alan Davis Charlotte Dyson Julie Fox Kate Henry Chris Jones Sean Rayner Dawn Stephenson Karen Taylor Rob Webster Salma Yasmeen</p>	<p>Medical Director / Deputy Chief Executive Director of Finance and Resources Non-Executive Director Director of HR, OD and Estates Non-Executive Director Deputy Chair Director of Marketing, Communication and Engagement Non-Executive Director BDU Director, Barnsley and Wakefield Director of Corporate Development (author) BDU Director, Calderdale and Kirklees Chief Executive Director of Strategy</p>
Apologies:	<p><u>Members' Council</u> Shaun Adam Marios Adamou Garry Brownbridge Jessica Carrington Claire Girvan Andrew Hill Chris Hollins Chris Pillai Daniel Redmond Caroline Saunders Jeremy Smith Richard Smith Hazel Walker Gemma Wilson David Woodhead</p>	<p>Public – Barnsley Staff – Medicine and Pharmacy Staff – Psychological therapies Appointed – Wakefield Council Staff – Allied Health Professionals Public – Barnsley (Lead Governor) Public – Wakefield Appointed – Calderdale Council Public – Calderdale Appointed – Barnsley Council Public – Kirklees Appointed – Kirklees Council Public – Wakefield Staff – Nursing support Public – Kirklees</p>
	<p><u>Attendees</u> Tim Breedon Rachel Court Carol Harris</p>	<p>Director of Nursing and Quality Non-Executive Director BDU Director, Forensic and Specialist Services</p>

MC17/15 Welcome, introductions and apologies (agenda item 1)

Ian Black (IB), Chair, welcomed everyone to the meeting including Bill Barkworth newly elected public governor for Barnsley who would take up his new appointment from the 1 May 2017.

IB informed the Members' Council of the sad news of the passing of Michael Fenton, public governor for Kirklees. Dawn Stephenson (DS) attended the funeral on behalf of the Trust and the Members' Council. Those in attendance observed a minutes silence in memory of Michael Fenton. IB advised that he would send a condolence letter on behalf of the Members' Council to Michael Fenton's family.

Action: Ian Black

MC17/16 Declaration of Interests – annual exercise (agenda item 2)

The Trust's Constitution and the NHS rules on corporate governance require a register of interests to be maintained in relation to the Members' Council. Members are required to notify the Trust of any declarations and any changes to allow the Register to be amended. Any such changes are reported to the Members' Council, providing assurance that there is no conflict of interest in the administration of the Trust's business. The declared interests of governors are reported in the annual report and the register of interests is published on the Trust's website.

There were no declarations over and above those set out in the report.

It was RESOLVED to NOTE the individual declarations from governors and CONFIRM the changes to the register of interests.

MC17/17 Minutes of the previous meeting held on 3 February 2017 (agenda item 3)

It was RESOLVED to APPROVE the minutes from the meeting held on 3 February 2017.

MC17/18 Chair's report and feedback from Trust Board (agenda item 4)

Chair's report and feedback from Trust Board

IB began his remarks by reporting that following the Care Quality Commission (CQC) review, which had been reported to the previous meeting, the Trust had now received the final report. This demonstrated significant progress from the previous visit which had resulted in an overall score of 'requires improvement'. The full details would be presented at agenda item 6.

IB updated on the Non-Executive Director (NED) replacement process in respect of Jonathan Jones who retired December 2016, and Julie Fox who will be leaving following her second term of office at the end of July 2017. The Trust held four open evenings across the footprint which were well attended by interested candidates. The closing date for applications is 5 May 2017. Following the completion of the recruitment process, as previously agreed by Members' Council, a recommendation will be made by the Nominations Committee to the July 2017 Members' Council meeting.

IB informed Members' Council of a proposal by the Charitable Funds Committee to extend the Staff lottery out to our members. Charlotte Dyson (CD) and DS explained the safeguarding's that would be in place to ensure that members did not feel obligated to join the lottery. The income would fund additional items to make a difference to our service users, over and above those we are commissioned to provide. A survey has been circulated to

members to gauge interest in joining the Trust lottery. Any concerns or queries regarding the lottery to be directed to DS.

IB drew Members' Council attention to "a save the date leaflet" in their packs regarding the date for their next Annual Members Meeting on 19 September 2017 at the Huddersfield Town Hall. He asked for ideas of what they would like to see showcased to be provided to the Membership Office.

Chief Executive Comments

Rob Webster (RW) outlined the national headlines around Brexit and the recently called elections. NHS Providers will use this opportunity on behalf of members to push the key elements to delivering NHS strategic priorities. The next steps in delivering the Five Year Forward View will be done in collaboration with the South and West Yorkshire Sustainability and Transformation Plans (STP), focusing on moving from the planning to implementation stage and closing the care and financial gaps.

The news around the NHS tends to focus on the negative but, if we turn the lens on our Trust, we have been recognised by the Care Quality Commission (CQC) as moving from 'requires improvement' to 'good' in just nine months. Quality has improved and our overall performance is green whilst managing to meet financial targets and deliver a small surplus. We have financed new buildings across our sites and supported our staff around agile working in these facilities with the provision of over 2,500 computers, which also allow people to be supported at home more efficiently. We have a lot to be proud about, 2017/18 will be challenging but we are well placed to take on that challenge.

Bob Mortimer (BM) asked about the extra money the NHS is supposed to have received. RW responded, outlining that we have discussed the additional funding with Clinical Commissioning Groups (CCG) who have received growth of around 2%. The Trust received correspondence from CCG's stating that they are investing in mental health services, however this may not always be with the Trust and could be with primary care services or the voluntary sector. Investment is variable across the patch and may not always be to the level that we would like. This will be picked up through contracting meetings to understand where the money has gone.

BM offered his congratulations regarding the CQC visit. RW expressed his thanks to staff, whose commitment to our service users and the Trust is reflected in the improvements.

MC17/19 Integrated Performance Report (IPR) Quarter 4 2016/17 (agenda item 5)

Mark Brooks (MB) explained that in the absence of Tim Breedon he would be covering both the finance and quality aspects of the report. He outlined the key areas in respect of quarter 4 from the detailed Integrated Performance Report (IPR) that went to the Trust Board meeting on 25 April 2017:

- 2.5% of income (£4.5m) from commissioners is dependent on delivering against a number of quality indicators. We achieved £3.9m with a positive performance on falls and patient safety, staff health and wellbeing measures and flu vaccinations, delivering the highest improvement rate for a Trust in the country in respect of flu vaccinations. We underachieved on mental health clustering, cardio metabolic assessment and the NHS safety thermometer. As a learning organisation we will build on these as areas for improvement.

- Safer staffing – overall fill rates remain above 90% for registered staff on both days and nights. Where wards fall below the 80% escalation threshold, processes are in place to alert, rectify and learn from this.
- Patient experience – Friends and Family Test (FFT) 98% of users would recommend our community services, with 83% recommending our Mental Health Services. The reasons for being unlikely to recommend services were in the main due to access / waiting times which are being discussed with our commissioners.
- Incidents – reduction in reported incidents overall compared to previous quarters, but we have seen an increase in Serious Incidents (SI) in Q4, relating to confidentiality (6), no specific themes emerging. The Trust is focusing on root cause analysis to learn lessons, with supportive training for teams and individuals.
- Single Oversight Framework Risk Rating: Rating of 2 (targeted support), range 1-4, with 1 being the best. Main issue is agency spend.
- Performance against mandated standards of access and outcomes: no areas of risk identified within quarter 4. Continued Improvement in Improving Access to Psychological Therapies (IAPT) treatment within six weeks of referral in last two quarters. Data completeness (recording of accommodation / employment) new indicator is now at 60% and needs to get to 80%.
- Finance - mostly green but rated red re. agency spend which is a key performance indicator (KPI). Net surplus of £0.75m before additional central funding of £1.6m, we achieved our planned surplus which then entitled us to a bonus, which will support investment in buildings and IT.
- Overspend on out of area bed placements reduced to £200k in March.
- Temporary staffing costs continue to exceed plan and targets.
- Cash balance above plan due to lower capital spend, timing of expenditure and capital receipts.
- Cost Improvement Programme delivery £1.1m below plan, with a number of schemes substituted on a non-recurrent basis.
- 95% of supplier invoices paid within 30 days.
- A number of one-off actions were required to enable the full year balanced position to be achieved.
- Operational Plan 2017/18: required to make a surplus of £1m, need £9m of savings, with £6.5m identified to date. Given this gap plus other cost pressures, we are currently £3m short of our target. A number of significant financial risks exist including temporary staffing, out of area beds and retention of services out to tender.

BM asked about out of area placements. MB stated that we would try to admit to the nearest available Trust bed, especially those that border our own, however if someone had to go out of area, we would work with services to repatriate as soon as possible in line with the needs and wishes of the service user. It was noted that on occasions we may provide out of area beds, but this would be an exception.

Andrew Crossley (AC) asked about the number of suicides and if we were an outlier. Dr Adrian Berry (ABe) stated these were small numbers and were within the expected range, although there were nine, there were still nine too many. An item would be included on the agenda for the Members' Council meeting in 2017 on Serious Incidents including suicide.

Action: Tim Breedon

Sarah Kendal (SK) and Jackie Craven (JC) asked about the approaches to reducing agency costs. Alan Davis (AGD) responded that we have an established staff bank and are looking at new roles such as Advanced Nurse Practitioners. We are also working on a number of recruitment initiatives with local Universities to support the delivery of the work force plan. The Trust has a duty to balance the use of agency staff versus providing safe staffing levels which are the priority.

Carol Irving (CI) stated that North Kirklees Clinical Commissioning Group (CCG) was withdrawing a counselling service from local GPs, which would impact on mental health services. RW thanked CI for this information as we were not aware of the change to this service which may have an impact on Improving Access to Psychological Therapies (IAPT) services and it would be discussed with them.

Action: Carol Harris

John Haworth (JH) articulated the current links with Universities to recruit staff and asked what else we can do to retain staff. AGD stated this was a complex issue; we have to be careful not to create a bidding war with other NHS providers, but look to provide a broader range of experiences linked to a good training and development offer to attract and retain staff.

SK asked what we do to retain staff and AGD responded that we do two staff surveys per year which are followed up with team specific action plans. Also, SK observed that there seems to be less of an appetite to train as a nurse, which may be linked to the change from bursaries to loans, or a perception of the quality of life as a nurse, we need to improve the image of nursing to attract and retain staff. Stefanie Hampson (SH) stated that there are now more places for nurses to go to other than the NHS. Bob Clayton (BC) asked if we have work placements for students, this was confirmed.

IB noted that the IPR in the pack was very detailed and asked if the presentation summary provided a good overview. This approach was supported by the Members' Council. IB concluded that the Trust has delivered many good things during 2016/17, however we continue to aspire to be outstanding.

MC17/20 Care Quality Commission – update on our inspection and annual report for unannounced / planned visits (agenda item 6)

Kate Henry (KH) introduced the item, standing in for Tim Breedon. It was noted that the Members' Council had already received communications around the overall result, the key points to note being:

- The original outcome of 'requires improvement' was disappointing.
- As a learning organisation we welcomed the revisit and the Care Quality Commission's (CQC) insight. An independent review is an opportunity to continue improving our services for local people in line with our mission and values.
- We have worked hard to improve our services implementing the action plan we developed from the original visit.
- CQC revisited services in the middle of winter and found significant improvements.
- Infographic shows an improvement from 70% of areas being classed as 'good' or 'outstanding' to 90%.
- All our staff were seen to be kind, caring and compassionate without exception.
- An overall rating of 'good' less than a year after our initial inspection, with services being rated as 'good' for the following areas: safe, effective, caring and well-led.
- We still have some further work to undertake jointly with our commissioners with three services rated as 'requires improvement' as regards responsiveness.
- We've met 15 of our 17 requirement notices – we are still completing actions around breaches in waiting times, with more work to do on the Mental Capacity Act and the recording of staff supervision.
- We have seen a positive culture change, our Trios defining a partnership approach and staff demonstrating they know and live the Trust's values.

- Next steps – new ratings displayed, action plan updated, Quality Summit scheduled for 13 June 2017. We look forward to building on the work that's been done and aim to be outstanding.

Internal visit programme:

- During 2016/17 we reviewed and updated our internal visits process which will now be called Quality Monitoring Visits (QMV).
- Visits initially aimed at teams who received Requirement Notices (regulatory breaches) from the CQC visit in March 2016, looking at progress against action plans, providing support and guidance where issues remained.
- We are updating the QMV programme to align with changes to CQC regime, identifying and sharing good practice, with an increased focus on looking at how teams are meeting equality and diversity needs.

Phil Shire (PS) asked if there was an opportunity for representatives from the Members' Council to be part of the QMV team. IB confirmed this would be something we would want to encourage Governors to support.

MC17/21 Strategy update (agenda item 7)

Salma Yasmeen (SY) shared the progress in developing the Trust's aspirations for the future, key messages included:

- Co-creation of our emerging strategy and strategic framework, strong alignment with Sustainability and Transformation Plans (STPs).
- Taking on board what Members' Council stated is important to the communities we serve.
- Establishing key priorities and supporting programmes which is represented in the "Strategy House" diagram.
- Making the "Strategy" a reality through the implementation roadmap.
- Creating value - better experiences, integrated sustainable and responsive services.

IB reminded governors of the joint Trust Board meeting with the Members' Council that had helped shape the Strategy. Members' Council noted that there was more work required to shape the perceptions of stakeholders around what services we provide as a Trust.

MC17/22 Review and approval of Membership Strategy (agenda item 8)

DS updated on work that the Membership Strategy steering group had been undertaking since the presentation to the Members' Council on 3 February 2017, where the following high level objectives had been agreed:

1. We will build and maintain membership numbers to meet our annual plan targets, ensuring membership is representative of the population the Trust serves.
2. We will communicate effectively and engage with our public members and our staff members, maintaining a two-way dialogue and encouraging more active involvement.
3. Develop an effective and inclusive approach to give our public members and our staff members a voice and opportunities to contribute to the organisation, our services and plans for the future.

The strategy supports the governance arrangements of the Trust, ensuring the Trust is accountable to our local communities and that our services take account of local need. The steering group have done further work on mapping where we are now and where we need to

be, together with the development of a year one-action plan. DS asked the Members' Council to note the progress being made around the membership data cleanse including the focus on collecting emails to support improved contact with our members.

It was RESOLVED to APPROVE the new Membership Strategy and SUPPORT the implementation and delivery of the action plan.

MC17/23 Holding Non-Executive Directors to account (agenda item 9)

IB introduced this discussion item by stating that the duty to hold Non-Executive Directors (NEDs) to account for the performance of the Trust Board is a key part of the governor role. This discussion item is designed to help governors find out more about their NEDs, the role they play in the Trust and how they perform their role as a member of the Trust's unitary board effectively. The format of the session followed the successful "speed dating" format used previously, which the Members' Council Co-ordination Group agreed should be repeated.

IB closed the item by thanking the governors for the challenging questions he had heard being asked at the various tables, supporting the governance of the organisation by holding the NEDs to account.

IB noted that there were separate notes taken of this which will be used in each of the NEDs annual appraisals.

MC17/24 Re-appointment of Non-Executive Director (agenda item 10.1)

Laurence Campbell (LC) left the room for this item.

IB introduced the paper which was supported by the Members' Council Nomination Committee setting out the basis for Laurence Campbell being recommended for a second three year term of office from 1 June 2017 to 31 May 2020.

It was RESOLVED to APPROVE the recommendation from the Nomination's Committee to re-appoint Laurence Campbell as a Non-Executive Director of the Trust, for a further three year period from 1 June 2017.

MC17/25 Chair and Non-Executive Director remuneration (agenda item 10.2)

Ian Black, Laurence Campbell, Charlotte Dyson, Julie Fox, and Chris Jones left the room for this item.

AGD set out the process whereby a review of the NHS Providers Remuneration Survey for 2016 had been used by the Members' Council Nomination Committee to benchmark the current Non-Executive Director (NED) and Chair remuneration.

It was RESOLVED to AGREE the recommendations of the Nominations Committee in relation to the remuneration of the Chair and Non-Executive Directors:

- **Non-Executive Directors would remain at the current levels, but be subject to a 1% increase in line with the national award for NHS staff.**
- **The Chair would progress to the next pay point (the maximum) with effect from May 2016 based on the Chair's 2016 appraisal process completed by the Members' Council in November 2016. For 2017, this would be subject to a 1% increase in line with the national award for staff.**

MC17/26 Members' Council Elections (agenda item 11.1)

DS updated the Members' Council on the outcome of the election process for 2017. The nominations process opened on 2 February 2017 and closed on 2 March 2017. As a result of the process, which had included contested seats in respect of the public constituencies for Barnsley, Kirklees and Wakefield and for the staff seat covering Psychological therapies, the results were as follows:

- Public – Barnsley (2 seats) Bill Barkworth and Andrew Crossley
- Public – Calderdale (2 seats) Neil Alexander and Ian Turnock
- Public – Kirklees (2 seats) Nasim Hasnie (re-elected) and Tina Harrison
- Public – Wakefield (2 seats) Jackie Craven (re-elected) and Debika Minocha
- Rest of Yorkshire (1 seat) no nominations received
- Staff – Psychological Therapies (1 seat) Lin Harrison
- Staff – Social care staff working in integrated teams (1 seat) no nominations received

IB expressed his thanks on behalf of the Members' Council to the retiring governors whose term of office ends on 30 April 2017:

- Barnsley – Andrew Hill (also Lead Governor)
- Calderdale – Trudi Enright and Daniel Redmond
- Wakefield – Hazel Walker
- Staff in Psychological therapies – Garry Brownbridge

It was RESOLVED to RECEIVE the update.

MC17/27 Appointment of Lead Governor (agenda item 11.2)

IB reported, as noted in the earlier item on the outcomes of the Members' Council elections, that Andrew Hill, who was also Lead Governor, was not re-elected. IB expressed his personal thanks to Andrew for his commitment to the role and the support he had provided to himself personally. IB explained the role of the Lead Governor with details set out in the paper and the personal competencies required. The Lead Governor as previously agreed by the Members' Council, will be appointed from the publicly elected governors with the process overseen by the Nomination Committee as follows:

1. Self-nominations from publicly elected members to the Company Secretary by 31 May 2017 with a brief statement explaining why they are putting themselves forward and evidencing how they would be able to fulfil the role.
2. The Nominations Committee will review and shortlist the self-nominations and invite shortlisted candidates to make a brief presentation answering questions based on their 'application'.
3. The Nominations Committee will then consider the self-nominations and make a recommendation to the full Members' Council.

IB also stated he would write to all governors so that all were aware of the application process.

It was RESOLVED to AGREE the process for the appointment of the Lead Governor.

MC17/28 Review of Nominations Committee Terms of Reference (agenda item 11.3)

DS introduced the paper. The Nominations Committee Terms of Reference have been updated following consideration by the Nominations Committee on 11 April 2017 to further clarify the duties of the Committee, reflect the current membership, include the Trust's revised branding, and to ensure consistency with other committees Terms of Reference.

It was RESOLVED to APPROVE the changes to the Nominations Committee Terms of Reference.

MC17/29 Review of Audit Committee Terms of Reference (agenda item 11.4)

DS informed the Members' Council that the Audit Committee Terms of Reference are reviewed on an annual basis as part of the Committee's annual report to Trust Board. These have been reviewed against best practice guidance which includes *"the council of governors being consulted on the terms of reference, which should be reviewed and refreshed regularly"*.

It was RESOLVED to NOTE the changes to the Audit Committee Terms of Reference.

MC17/30 Closing remarks and dates for 2017 (agenda item 12)

IB asked the Members' Council to note the following future meeting dates for the Council:

- Member's Council: Wednesday 26 July 2017, afternoon meeting at the Wellbeing and Learning Centre, Fieldhead, Wakefield
- Annual Members' Meeting: Tuesday 19 September 2017, afternoon meeting at Huddersfield Town Hall, Huddersfield
- Member's Council: Friday 3 November 2017, morning meeting at the Elsie Whiteley Innovation Centre, Halifax

IB encouraged governors to attend the Trust's Public Board meetings, asking governors to let the Membership Office know if they were interested in attending:

- Trust Board: Tuesday 27 June 2017 at Folly Hall, Huddersfield
- Trust Board: Tuesday 25 July 2017 at Kendray, Barnsley
- Trust Board: Tuesday 3 October 2017 at Laura Mitchell House, Halifax
- Trust Board: Tuesday 19 December 2017 at Fieldhead, Wakefield

Julie Fox, as Deputy Chair, reminded Members' Council of the Development Session which would follow the meeting and include the Chair's appraisal process.



Signed

Date 26 July 2017