

## Members' Council

Friday 27 April 2018

9:00am to 1.30pm (with refreshments available from 8:30am and lunch at 12 noon)

Textile Centre of Excellence, Red Doles Lane, Huddersfield HD2 1YF

Item	Time	Subject Matter	Presented by		Action
1.	9:00	Welcome, introductions and apologies	Angela Monaghan, Chair	<b>Verbal item</b>	To receive
2.		<u>Members' Council business items</u>			
		2.1 Members' Council elections	Emma Jones, Company Secretary	<b>Paper</b>	To receive
3.	-	Declaration of Interests – Annual exercise	Angela Monaghan, Chair	<b>Paper</b>	To agree
4.	-	Minutes of the previous meeting held on 3 February 2018	Angela Monaghan, Chair	<b>Paper</b>	To agree
5.	9:15	Chair's report and feedback from Trust Board	Angela Monaghan, Chair	<b>Paper</b>	To receive
		Chief Executive's comments	Rob Webster, Chief Executive	<b>Verbal item</b>	To receive
6.	9:35	<u>Trust Board appointments</u>			
		6.1 Re-appointment of Non-Executive Directors	Angela Monaghan, Chair	<b>Paper</b>	To agree
		6.2 Non-Executive Director recruitment	Angela Monaghan, Chair	<b>Paper</b>	To receive
7.	9:55	<u>Members' Council business items (continued)</u>			
		7.1 Update to the Members' Council declaration and register of interests including gifts and hospitality policy	Emma Jones, Company Secretary	<b>Paper</b>	To agree
		7.2 Members' Council Groups - Terms of Reference	Emma Jones, Company Secretary	<b>Paper</b>	To agree

Item	Time	Subject Matter	Presented by		Action
		7.3 Review of Audit Committee terms of reference	Laurence Campbell, Non-Executive Director / Mark Brooks, Director of Finance	<b>Paper</b>	To agree
8.	10:10	Integrated Performance Report including finances Quarter 4 2017/18. <i>There will also be a presentation of the key issues. The full integrated performance report is available on the Trusts website.</i>	Laurence Campbell, Non-Executive Director ./ Mark Brooks, Director of Finance	<b>Presentation</b>	To receive
	10:30	Break			
9.	10:40	Care Quality Commission (CQC) – update on our inspection and report on unannounced/planned visits	Charlotte Dyson, Non-Executive Director / Tim Breedon, Director of Nursing & Quality	<b>Presentation</b>	To receive
10.	10:55	Strategy, transformation / priority programme update	Charlotte Dyson, Non-Executive Director / Salma Yasmeen, Director of Strategy	<b>Presentation</b>	To receive
11.	11:10	Members' Council Development - Notes from Development Session 2 February 2018 - Holding Non-Executive Directors to account	Ruth Mason, Appointed Governor for CHFT	<b>Presentation</b>	To receive
	12:00	Lunch (Governors to discuss questions for item 12)			
12.	12:30	Holding Non-Executive Directors to account - annual session	Governors / Non-Executive Directors	<b>Paper/ Discussion</b>	Discussion
13.	1:20	<u>Closing remarks and dates for 2018</u> - Friday 3 August 2018, afternoon meeting, Elsie Whiteley, Halifax - September 2018, Annual Members' Meeting, afternoon meeting, Calderdale - Friday 2 November 2018, morning meeting, Large conference room, Wellbeing & learning centre, Fieldhead, Wakefield	Angela Monaghan, Chair	<b>Verbal item</b>	To receive
14.	1:30	Close			

**Members' Council  
27 April 2018**

<b>Agenda item:</b>	<b>2.1</b>
<b>Report Title:</b>	Elections to the Members' Council
<b>Report By:</b>	Company Secretary
<b>Action:</b>	To receive

**EXECUTIVE SUMMARY**

Purpose and format

The purpose of this paper is to update the Members' Council on the outcome of the election process for 2018.

Recommendation

**The Members' Council is asked to RECEIVE the update.**

Background

When the Trust was working towards Foundation Trust status, a decision was made by the Trust Board to stagger the terms of office for the governors elected in the first elections to the Members' Council to ensure that not all left at the same time. The Trust, therefore, holds elections every year during the spring for terms of office starting on 1 May each year. A letter from the Chair of the Trust was sent to all governors on 3 January 2018 to advise the seats and dates for the process in 2018 and an update was provided at the Members' Council meeting on 2 February 2018.

Election process

The Electoral Reform Services (ERS) manages the election process on behalf of the Trust. This is to make sure that the elections are managed impartially and fairly and that the process is independent and transparent. Elections are held in accordance with the Model Election Rules which are included as an appendix within the Trust's Constitution. The Nominations process opened on 2 February 2018 and closed on 2 March 2018. Nominations were received as follows.

<b>Constituency</b>	<b>Number of vacancies</b>	<b>Number of nominations received</b>
Public – Calderdale	1 seat	No nominations received
Public – Kirklees	1 seat	2 nominations received
Public – Wakefield	2 seats	2 nominations received

Public – Rest of South and West Yorkshire	1 seat	1 nomination received
Staff – Allied Healthcare Professionals	1 seat	2 nominations received
Staff – Registered Medical Practitioners and Registered Pharmacists	1 seat	3 nominations received
Staff – Registered Nurses	1 seat	3 nominations received
Staff – Non Clinical Support Services	1 seat	1 nomination received
Staff – Social care staff working in integrated teams	1 seat	No nominations received

### Outcome

As a result of the nominations process, the following were elected unopposed from 1 May 2018 for a period of three years.

Constituency	Elected Governor	Elected Governor
Public – Wakefield	AMARAL, Kate	DOOLER, Daz
Public – Rest of South and West Yorkshire	WILLIAMS, Paul	
Staff – Non Clinical Support Services	WALKER, Debby	

The election process opened on 26 March 2018 and will close on 20 April 2018. The results of the election will be advised at the meeting for the following seats:

Constituency	Elected Governor
Public – Kirklees	To be confirmed
Staff – Allied Healthcare Professionals	To be confirmed
Staff – Registered Medical Practitioners and Registered Pharmacists	To be confirmed
Staff – Registered Nurses	To be confirmed

Vacancies remain as follows:

Constituency	Number of vacancies
Public – Calderdale	1 seat
Staff – Social care staff in integrated teams	1 seat

**SOUTH WEST YORKSHIRE PARTNERSHIP NHS FOUNDATION TRUST  
ELECTION TO THE MEMBERSHIP COUNCIL**

**CLOSE OF NOMINATIONS: 5PM ON 2 MARCH 2018**

Further to the deadline for nominations for the above election, the following constituencies are uncontested:

Public: Wakefield 2 to elect
The following candidates are elected unopposed:
Kate AMARAL Daz DOOLER

Public: Rest of South and West Yorkshire 1 to elect
The following candidate is elected unopposed:
Paul Anthony WILLIAMS

Staff: Non-clinical Support Services 1 to elect
The following candidate is elected unopposed:
Debby WALKER

Public: Calderdale 1 to elect
No valid nomination received
<i>1 vacancy remains</i>

Staff: Social Care Staff in Integrated teams 1 to elect
No valid nomination received
<i>1 vacancy remains</i>

All term lengths are for 3 years unless specified differently above.

*Ciara Norris*

**Ciara Norris**  
**Returning Officer**  
**On behalf of South West Yorkshire Partnership NHS Foundation Trust**  
ELECTORAL REFORM SERVICES

**Members' Council  
27 April 2018**

<b>Agenda item:</b>	<b>3</b>
<b>Report Title:</b>	Members' Council Declaration of Interests
<b>Report By:</b>	Company Secretary on behalf of the Chair
<b>Action:</b>	To agree

**EXECUTIVE SUMMARY**

Purpose and format

The purpose of this item is to provide information regarding the declarations made by governors on their interests as set out in the Constitution and Monitor's Code of Governance.

Recommendation

**The Members' Council is asked to NOTE the individual declarations from governors and to CONFIRM the changes to the Register of Interests.**

Background

The Trust's Constitution and the NHS rules on corporate governance, the Combined Code of Corporate Governance, and Monitor require a register of interests to be developed and maintained in relation to the Members' Council. During the year, if any such Declaration should change, governors are required to notify the Trust so that the Register can be amended and such amendments reported to the Members' Council.

Both the Members' Council and Trust Board receive assurance that there is no conflict of interest in the administration of the Trust's business through the annual declaration exercise and the requirement for governors to consider and declare any interests at each meeting.

There are no legal implications arising from the paper; however, the requirement for governors to declare their interests on an annual basis is enshrined in the Health and Social Care Act 2012 in terms of the content of the Trust's Constitution.

Process

The Company Secretary is responsible for administering the process on behalf of the Chair of the Trust. The declared interests of governors are reported in the annual report and the register of interests is published on the Trust's website.

**Members' Council – Declaration of Interests  
27 April 2018**

The following declarations of interest were made by Governors:

<b>Name</b>	<b>Declaration</b>
ADAM, Shaun Publicly elected - Barnsley	No interests declared.
ADAMOU, Marios Staff elected - Medicine and Pharmacy	Director, Marios Adamou Ltd. Board member, UKAAN. Secondary Care Doctor member, NHS East Riding of Yorkshire Clinical Commissioning Group.
ALEXANDER, Neil Publicly elected - Calderdale	No interests declared.
BARKWORTH, Bill Publicly elected - Barnsley	Director, Barkworth Associates Limited.
CLAYDEN, Bob Publicly elected - Wakefield	Chair, Portobello Community Craft and Camera Group. Occasionally contracted for sessions as freelance artist by Next Generation Artzone. As a freelance artist, may be employed by groups funded or partially funded by the Trust.
CRAVEN, Jackie Publicly elected - Wakefield	Board member, Young Lives Consortium, Wakefield. Member, Alzheimer's Society. Member, Arthritis Care. Volunteer, HealthWatch, Wakefield. Volunteer Ambassador, Dementia UK. Parish Councillor, Crigglestone Parish Council. Trustee, Crigglestone Village Institute. Trustee, Hall Green Community Centre. Trustee, 45 Durkar Scouts. Trustee, Worrills Almshouses.
CROSSLEY, Andrew Publicly elected - Barnsley	<i>Director, Pathway Sales Limited.</i> <i>Part owner (and shareholder non-controlling), Liaison Financial Services.</i> <i>Consultancy services via Pathway Sales Limited for Liaison Financial Services.</i> <i>Volunteer, Samaritans, Barnsley.</i> <i>Volunteer, Victim Support, Wakefield.</i> <i>Volunteer, HealthWatch, Barnsley.</i>
DEAKIN, Adrian Staff elected - Nursing	No interests declared.

<b>Name</b>	<b>Declaration</b>
GIRVAN, Claire Staff elected - Allied Health Professionals	No interests declared.
<i>HAMPSON, Stefanie</i> <i>Appointed - Staff side organisations</i>	<i>No interests declared.</i>
HARRISON, Lin Staff elected - Psychological therapies	Member of the Labour party.
<i>HARRISON, Tina</i> <i>Publicly elected - Kirklees</i>	<i>No interests declared.</i>
<i>HASNIE, Nasim</i> <i>Publicly elected - Kirklees</i>	<i>No interests declared.</i>
HAWORTH, John Staff elected - Non-clinical support	No interests declared.
IRVING, Carol Publicly elected - Kirklees	Volunteer Ambassador, Dementia UK.
<i>JONES, David</i> <i>Appointed - Wakefield MDC</i>	<i>No interests declared.</i>
MASON, Ruth Appointed - Calderdale and Huddersfield NHS Foundation Trust	Member, Board of Directors, 'Mind the Gap' theatre company, Bradford, which employs actors with a learning disability.
MINOCHA, Debika Publicly elected - Wakefield	No interests declared.
<i>PILLAI, Chris</i> <i>Appointed - Calderdale MBC</i>	<i>No interests declared.</i>
PRESTON MBE, Jules Appointed - Mid Yorkshire Hospitals NHS Trust	Patron, SPINE charity.
<i>SAUNDERS, Caroline</i> <i>Appointed - Barnsley MBC</i>	<i>No interests declared.</i>
SHIRE, Phil Publicly elected - Calderdale	Director, Greenroyd Bowling Club Limited. Director, Impact Education Multi-Academy Trust Limited.
<i>SMITH, Jeremy</i> <i>Publicly elected - Kirklees</i>	<i>No interests declared.</i>
SMITH, Richard Appointed - Kirklees MC	Employee, NHS Digital.
<i>WILSON, Gemma</i> <i>Staff elected - Nursing Support</i>	<i>No interests declared.</i>
WOODHEAD, David Publicly elected - Kirklees	No interests declared.

Where no return has been received by the Trust, the current entry on the Register has been included in italics.



## Minutes of the Members' Council meeting held on 2 February 2018

<b>Present:</b>	Angela Monaghan Shaun Adam Neil Alexander Bill Barkworth Bob Clayden Jackie Craven Adrian Deakin Claire Girvan Lin Harrison Nasim Hasnie Carol Irving David Jones Ruth Mason Chris Pillai Caroline Saunders Phil Shire Richard Smith David Woodhead	Chair Public – Barnsley Public – Calderdale Public – Barnsley Public – Wakefield Public – Wakefield Staff – Nursing Staff – Allied Health Professionals Staff – Psychological therapies Public – Kirklees Public – Kirklees Appointed - Wakefield Council Appointed – Calderdale and Huddersfield NHS Foundation Trust Appointed – Calderdale Council Appointed – Barnsley Council Public – Calderdale Appointed – Kirklees Council Public – Kirklees
<b>In attendance:</b>	Dr Adrian Berry Tim Breedon Mark Brooks Rachel Court Charlotte Dyson Ashley Hambling Carol Harris  Emma Jones Kate Quail Sean Rayner Karen Taylor Rob Webster Salma Yasmeen	Medical Director Director of Nursing and Quality Director of Finance and Resources Non-Executive Director Deputy Chair / Senior Independent Director Human Resources Manager BDU Director, Forensic and Specialist Services, Calderdale and Kirklees Company Secretary (author) Non-Executive Director BDU Director, Barnsley and Wakefield Director of Delivery Chief Executive Director of Strategy
<b>Apologies:</b>	<u>Members' Council</u> Marios Adamou Andrew Crossley Stefanie Hampson Tina Harrison John Haworth Debika Minocha Jules Preston Jeremy Smith Gemma Wilson  <u>Attendees</u> Alan Davis Laurence Campbell Kate Henry Chris Jones	Staff – Medicine and Pharmacy Public – Barnsley Appointed – Staff side organisations Public – Kirklees Staff – Non-clinical support Public – Wakefield Appointed – Mid Yorkshire Hospitals NHS Trust Public – Kirklees Staff – Nursing support  Director of HR, OD and Estates Non-Executive Director Director of Marketing, Communication and Engagement Non-Executive Director

### **MC18/01 Welcome, introductions and apologies (agenda item 1)**

Angela Monaghan (AM), Chair, welcomed everyone to the meeting. Apologies as above were noted. AM advised that Sarah Kendal had retired from the Members' Council as the appointed member for the University of Huddersfield, as she had left her post at the University. AM advised that she was awaiting confirmation from the University of the new appointee.

AM informed the Members' Council of the sad news of the passing of Bob Mortimer, public governor for Kirklees. Bob was a member of the Members' Council Coordination Group, Members' Council Quality Group, and was a regular attendee at Trust Board meetings held in public. Those in attendance observed a minute's silence in memory of Bob Mortimer. AM advised she would send a condolence letter on behalf of the Members' Council to Bob's family.

**Action: Angela Monaghan**

### **MC18/02 Declarations of interest (agenda item 2)**

There were no further declarations over and above those made in the annual return in April 2017 or subsequently.

### **MC18/03 Minutes and actions of the previous meeting held on 3 November 2017 (agenda item 3)**

It was **RESOLVED** to **APPROVE** the minutes from the meeting held on 3 November 2017. There were no actions arising.

### **MC18/04 Chair's report and feedback from Trust Board and Chief Executive's comments (agenda item 4)**

#### **Chair's report and feedback from Trust Board**

AM highlighted the following:

- The Trust undertook an internal recruitment process recently for a new Medical Director on the Trust Board with final interviews conducted yesterday. Thank you to governors, service users/carers, and staff who were involved in that process. Notification will be sent to governors shortly confirming the appointment.

**Action: Angela Monaghan**

- Today is the opening for this year's Members' Council election with five staff and five public seats available. Nominations will close on 2 March 2018. The Trust would encourage all public and staff members to put themselves forward for election and we will be asking governors to also encourage people.
- An engagement event for Governors and NEDs will take place on 5 February 2018 in relation to the West Yorkshire Mental Health Services Collaborative (WYMHSC), with a further event scheduled for the West Yorkshire and Harrogate Health and Care Partnership (WYHHCP) (formerly the Sustainability and Transformation Partnership (STP)) on 2 March 2018. There will also be an engagement event in relation to the South Yorkshire and Bassetlaw Integrated Care System (SYBICS) (formally Sustainability and Transformation Partnership (STP)) in July 2018. Details will be provided once confirmed.

**Action: Emma Jones**

- Equality Delivery System (EDS2) workshops are scheduled in each of our places for the wider community to engage with the NHS about how well they are doing with their equality duties. Wakefield dates have been confirmed and Wakefield governors have

been invited. Information to follow for Calderdale and Kirklees once confirmed by the CCGs. Barnsley has a different approach, with the date to be confirmed.

- One to one meetings are being arranged with all governors as part of introduction and annual review.
- As part of her induction as Chair, AM is prioritising meeting people and building relationships, both internally and externally. This includes visiting services, meeting staff and meeting other health and care providers. Engagement is important at every level as we move towards collaborative working arrangements,
- AM highlighted the following from the Trust Board meeting on 30 January 2018:
  - A minute's silence was held to remember Bob Mortimer.
  - As it was a Business & Risk meeting the focus was on business developments and collaborative work we are doing under the WYHHCP and SYBICS. As part of the private session there were presentations from partners on accountable care developments in Calderdale and Wakefield and a draft MOU for the WYHHCP.
  - The Board meeting began with a service user story regarding psychiatric intensive care services. It is important that when things don't go right that we learn from the process.
  - Key risks were discussed such as the waiting times and access to services, particularly Child and Adolescent Mental Health Services (CAMHs), impact on our financial viability due to the tendering of services, which impacts both income and staff turnover, recruitment and retention. There is significant work taking place to mitigate these risks.
  - Performance and finance was discussed, which will be covered later in the agenda under item 6 - Integrated Performance Report.
  - Governance items such as agreeing what can be discussed in private. Our explicit intent is we aim to discuss all matters in public unless there is a strong reason not to.

Neil Alexander (NA) commented that he attended the Trust Board meeting and was impressed with Non-Executive Directors' (NEDs) probing questions. He was also impressed with the service user story as it showed clearly the problems and issues faced and was really helpful to be honest about problems faced by people. He added that the meeting was really complex and he was impressed with the way that the Board addressed the issues.

Claire Girvan (CG) asked how service user stories were selected. Carol Harris (CH) advised that this particular story arose when talking to services. It initially started with the Trust wanting to talk to commissioners about out of area beds and a letter received from the service user. A lengthy discussion was had with the service user and their partner who consented to it being used. AM added that when the agenda is set for Trust Board they try to link the story to what was being discussed at Board. AM asked governors to advise if there were any service user stories that they think the Board should hear. Rob Webster (RW) added that the Members' Council Quality Group could potentially pick the stories in the future.

**Action: Tim Breedon**

Lin Harrison (LH) commented that it was encouraging to hear that the Board was discussing the risk around recruitment and retention, as one of key issues she hears on the ward is in relation to workforce. AM advised that workforce issues were also discussed by the Clinical Governance and Clinical Safety Committee, and Remuneration and Terms of Service Committee, as well as the Trust Board. It was important to acknowledge the national shortages and pressure and hot spots. An example is that neighbourhood nursing was currently delivering 20% more than they are commissioned to do. If staff need support they can access it through the Trust's #allofus wellbeing programme.

AM advised that future Chair's reports to Members' Council would be a paper circulated prior to the meeting.

**Action: Angela Monaghan**

Chief Executive's comments

RW highlighted the following:

- Bob Mortimer was also a sportsman, playing cricket, football, and refereeing as well. Barnsley Football Club (BFC) where the meeting is held today is of special significance as we have a strong relationship with BFC. Part of our mission to help people reach their potential and live well in their community might be to assist people to attend the football. BFC asked the Trust to work with the fans to help them still come if they have dementia and they are now a dementia friendly club. This summer in Barnsley there will be the EASI World Cup. The European Association for Sport and Social Integration (EASI) tournament are looking for volunteers or support for the football tournament. If you would like more information speak to the Membership Office.
- AM has described a lot of what the organisation is doing. As a Foundation Trust we are owned by our staff and accountable to the public. There are three questions I ask myself every day:
  - Are services running well today and are they safe?
  - How are we going on with bids, tenders and changes?
  - What is the plan for the future, to ensure a sustainable set of services, help people reach their potential and live well in their community?As part of our Strategy presented at the Trust Board meeting on 30 January 2018, our ambition is to be:
  - a regional centre of excellence for specialist & forensic mental health; and for Learning Disability Services
  - a strong partner in mental health service provision across West Yorkshire and South Yorkshire integrated care systems
  - a host or partner in four local accountable care partnerships – Barnsley, Calderdale, Kirklees, Wakefield
  - an innovative organisation with co-production at its heart, building on Creative Minds, Recovery Colleges, Mental Health Museum (MHM) and Altogether Better

CG commented that staff resilience was important, recognising their wellbeing when under pressures and frustration when not being able to deliver services in line with their skills. RW commented that resilience was important and the Trust has a wellbeing programme #allofus. It was also important for the Trust to continue to consider the cumulative effect of staff working under pressure and the ability to recruit to specialist positions.

NA commented that as he was not a staff governor he felt he did not always have insight into the strategic direction of the Trust, for example where we were successful and unsuccessful with tenders. RW advised that strategy was discussed in further detail at Trust Board meetings. Staff also receive a copy of The Brief each month which sets out the national and local context for the Trust which could be circulated to governors.

**Action: Emma Jones**

Carol Irving (CI) commented that it was important to ensure the Trust did not dilute the quality of services that are changing. RW commented that the Trust always tried to ensure it meets national standards and guidelines and where possible exceed them. The Trust has to deliver against a commissioning framework. As an organisation that wants to be outstanding, quality is important. Jackie Craven (JC) added that working across different

areas with different commissioners and different working relationships had challenges. RW commented that the Trust was commissioned by four Clinical Commissioning Groups (CCGs), with 11 commissioners under the West Yorkshire and Harrogate Health and Care Partnership (WYHHCP) and six in South Yorkshire and Bassetlaw Integrated Care System (SYBICS), plus NHS England, local authorities and schools. They have different populations and also different services they commission. Relationships can differ based on a number of factors and the Trust always tries to have good relationships with everyone, focusing on collaboration and the best outcomes for service users.

Nasim Hasnie (NH) commented that over his time on the Members' Council, he and Bob Mortimer had raised issues with regard to actual situations versus perception in Kirklees, including differences in assessments and the availability of consultants to address waiting lists. NH asked if funding had impacted the assessment of young children in relation to autism. RW advised that the Clinical Governance and Clinical Safety Committee received reports at each meeting in relation to waiting lists which was improving although there are still significant waiting lists. For several years there had been a mismatch in demand and the number of people available to do the assessments. In each of the places, there was a plan being developed, with Wakefield recently able to assess 300 children who were on the wait list due to changes in the way assessments are conducted. Kirklees has seen some reduction too as there is a new model in place and it was hoped this would also happen in Calderdale and Barnsley. It is a priority area for addressing and it is also important that once that assessment has taken place that the support is available to meet the diagnosis.

#### **MC18/05 Members' Council business items (agenda item 5)**

##### **MC/18/05a Quality Account – Mandated and local indicators (agenda item 5.1)**

Tim Breedon (TB) reported that each year the Trust was required to publish a Quality Account and report on a number of indicators. Two of these indicators are mandated and since the writing of the paper had now been confirmed as early intervention in psychosis (EIP) and inappropriate out-of-area placements for adult mental health services. The Members' Council Quality Group discusses what would be the appropriate local indicator for review and this was recommended to be in relation to waiting times in Child and Adolescent Mental Health services (CAMHs). Since the Members' Council Quality Group discussion, work has taken place on what could be measured and a proposal will be presented to the Members' Council Quality Group on 7 February 2018 for approval.

CG commented that it felt like the right local indicator as the waiting times in CAMHs had been raised consistently as a concern.

Bob Clayden (BC) commented that there was discussion on BBC Radio 4 in relation to early intervention on psychosis. TB advised that guidance had just been received from NHS Improvement in relation to the measurement of the mandated indicators.

NA asked if there was a list of possible local indicators to choose from. TB advised that the Members' Council Quality Group discussed possible indicators and that CAMHs was the most obvious choice as a result of the discussion.

#### **It was RESOLVED to:**

- **NOTE the mandated indicators; and**
- **APPROVE the local indicator, as recommended by the Members' Council Quality Group.**

MC/18/05b Members' Council Groups - Terms of Reference (agenda item 5.2)

Emma Jones (EJ) reported that the Members' Council Coordination Group Terms of Reference (TOR) had been updated to further clarify the duties of the Group and reflect their current membership. Minor amendments had also been made, including updating the Trust's branding and ensuring consistency with other TOR. The Members' Council Quality Group TOR were currently being reviewed and were due to come to the next Members' Council meeting in April 2018.

**It was RESOLVED to APPROVE the changes to the Members' Council Coordination Group Terms of Reference.**

MC/18/05c Members' Council elections 2018 (agenda item 5.3)

EJ reported that when the Trust was working towards Foundation Trust status, a decision was made by Trust Board to stagger the terms of office for the Governors elected in the first elections to the Members' Council to ensure that not all left at the same time. The Trust, therefore, holds elections every year during the spring for terms of office starting on 1 May each year. The Electoral Reform Services (ERS) manages the election process on behalf of the Trust. This is to make sure that the elections are managed impartially and fairly and that the process is independent and transparent. Elections are held in accordance with the Model Election Rules which are included as an appendix within the Trust's Constitution. The timetable for the election was included in the paper with nominations open from 2 February 2018 to 2 March 2018.

Phil Shire (PS) commented that the public seat for the Rest & South and West Yorkshire had been vacant for some time. EJ commented that this seat was eligible for members who lived in the area covered by Doncaster Metropolitan Borough Council, Rotherham Metropolitan Borough Council, Sheffield City Council, Bradford Metropolitan District Council and Leeds City Council. Work was taking place with the Communications team to further promote the vacancy through social media and with stakeholders within these areas.

AM reminded governors that in relation to the public seats available there is a role for governors to talk to people who might be interested in putting themselves forward for election or to let her know if they think someone would be worth approaching. EJ also asked governors to let her know if they had any ideas of how the Trust could further promote the vacancies.

**It was RESOLVED to RECEIVE the update.**

MC/18/05d Feedback from Annual Members' Meeting 2017 (agenda item 5.4)

Jackie Craven (JC) reported that positive feedback had been received in relation to the Annual Members' Meeting (AMM) in 2017. JC commented that there had been a good discussion by the Members' Council Coordination Group in relation to plans for the AMM in 2018 and asked governors to provide any further feedback to assist in the planning. AM added that the AMM could not be held before the Annual Report and Accounts are laid before parliament in July. It was recommended that the meeting be held again in September at a similar time of day which would avoid the holiday period. The location of the AMM is by rotation and this year would be in Calderdale.

The Members' Council discussed that it was important that the venue was accessible by public transport and parking and for the disabled as the toilets at the previous venue were not located on ground level.

**It was RESOLVED to RECEIVE the update.**

## **MC18/06 Integrated performance report Quarter 3 2017/18 (agenda item 6)**

Charlotte Dyson (CD), as Chair of the Clinical Governance and Clinical Safety Committee, gave a presentation of the key issues from the Trust's Integrated Performance Report. The full report for month 9 2017/18 is available on the Trust website. CD highlighted the following:

- Pressures in system, but the Trust was performing well against most targets.
- Children and Young People (16 and above) in adult wards - above the threshold of zero. This is something we do not want to see happen, and only takes place if it is the least worst option for that person with assurance that appropriate governance is in place to minimise and manage the risks
- Out of area beds (OOAB) - continued pressure in the system, where service users have to go out of area. This is an area of focus of the Trust Board for it to be minimised as much as possible and some improvement was being seen.
- Information Governance (IG) confidentiality breaches - important that information is not sent to incorrect addresses.
- CQUIN - 2.5% of income comes from quality indicators agreed with commissioners. This year 0.5% was held back and NHS Improvement have now agreed that this will be provided.
- Agency spend - good progress was being made with a 41% lower spend than this time last year.
- Cost improvement programme (CIP) - delivery and efficiencies was showing good progress, although behind plan by £0.6m.
- Safer staffing fill rates - green for the fourth consecutive month. TB added that numbers change from district to district and, while the numbers were good overall, there are some areas of pressure. Sometimes, to maintain the right ratios, the skill mix may need to be diluted e.g. instead of a Nurse we might use a Healthcare Assistant. The Trust continues to follow professional guidance in relation to safer staffing.
- Patient experience - one of the measures is through the Friends and Family Test.
- Incidents - a large number reported, however a safe culture supports the resorting of incidents and there was a low number of red RAG-rated incidents.
- Single oversight framework - while the Trust's overall rating by the Care Quality Commission (CQC) is good, there is risk in financial performance where the Trust is rated in segment 2, which represents targeted support by NHS Improvement. Approximately 40% of NHS Trusts are within this rating.
- Improving Access to Psychological Therapies (IAPT) - was showing significant progress. Sean Rayner (SR) added that there had been a dip on two indicators in Barnsley with the commissioner giving the Trust a contract performance notice. The Trust worked with the commissioner to develop an action plan for the national Intensive Support Team (IST) and the contract performance notice has now been lifted. AM added that the IST had visited in Kirklees and the initial verbal feedback was positive, stating that they were delivering a high level of service despite relatively low levels of commissioner funding.
- #allofus - wellbeing campaign for staff.
- Appraisal completion - ahead of 95% target across the Trust for Mental Health Act and Mental Capacity Act (MHA/MCA) training.
- Finance - £551k surplus year-to-date, but underlying position is a deficit for each of the last four months. Main issues are out of area beds, reduced income and cost improvements. Year-end control total target of £1m surplus is at risk, with a high degree of focus required to meet it. Cash balance is reasonable at £22m, but partly due to timing of capital expenditure. Continued dialogue with NHS Improvement as the Trust's regulator regarding the financial position.

BC commented that under the Friends and Family Test if people did not recommend the local service where could they be recommended to? CD commented that an important part of why the feedback is sought is so the Trust can learn and improve.

JC asked if the Trust receives Friends and Family Test feedback in relation to Autism Spectrum Disorder (ASD) services in Wakefield provided by Mid Yorkshire Hospital NHS Trust (MYHT). CH advised that MYHT provide the service for young people under 14, with over 14 provided by the Trust. Feedback was received in relation to the whole service.

NH asked in relation to sickness absence rates whether there was a further breakdown of figures showing how many people were on repeated or long term absence. Ashley Hambling (AH) advised that 75% were long term sickness of four weeks or more. A lot of work was taking place to support people to return to work and also to assist so that they did not go on sick leave.

BC asked who provided the Trust's Occupational Health service. AH advised that they were staff employed by the Trust and that the Trust also provides the service across Leeds & York Partnership NHS Foundation Trust as a shared service.

NH asked what work had taken place which had reduced the agency spend. MB advised that the Trust had tendered for locum medical staff, which led to a reduction through rate reduction, and also partly due to recruitment into vacant roles which were being filled previously through the use of agency staff.

CI advised that she had met recently with the manager of Improving Access to Psychological Therapies (IAPT) in Kirklees to talk through some issues raised by the public, such as the number of people attending a clinic. CH commented that she was aware that workshops were offered for groups of people but she was not aware of clinics being offered in this way. CI commented that she was unsure if people were aware that they could ask for a one to one appointment rather than in a group. TB commented that there could be benefits of dealing with situations in large groups, however this matter could be looked at further by the Members' Council Quality Group.

**Action: Tim Breedon**

CG asked whether the centralisation of training budgets had seen a reduction in spend. Feedback from staff was that they were not being granted their applications so they did not feel it was worth applying for training. LH commented that she had received similar feedback from colleagues. Mark Brooks (MB) advised that there had been an increase in spend compared to previous years. AH advised that the Head of Learning and Development was reviewing the figures including the number that applied compared with those that were granted.

#### **MC18/07      2018/19 Annual Plan (agenda item 7)**

MB gave a presentation in relation to the annual plan for 2018/19, highlighting the following:

- Formal guidance on annual planning for 2018/19 was not yet available nationally, expected very soon.
- Would include some additional funding to the NHS (£1.6bn), unclear how this will be allocated
- Would also include some additional capital funding, most likely to be allocated through Sustainability and Transformation Partnerships (STPs)



- Unprecedented level of challenge and financial risk going into 2018/19 which includes:
  - NHS pay awards.
  - Agenda for Change pay increases as staff progress through pay scales.
  - Non-recurrent savings.
  - Loss of or reduced income, with the Trust working with different commissioners who have different objectives. The recent change to Barnsley Intermediate Care meant a loss of income for the Trust.
  - Capital changes/depreciation
  - Cost pressures such as the clinical negligence scheme, which puts some costs up by 35%, and Microsoft licenses, which used to be funded nationally.
- Impact of the above needs to be off-set by efficiency savings.
- Important where spikes in demand for services become sustained we need to be able to demonstrate it to discuss potential payment by our commissioners.
- Currently projecting a sizeable deficit next year.
- In constant dialogue with NHS Improvement as the Trust's regulator regarding the financial position.
- Consideration is always given to balance between quality and finance

### **MC18/08 Closing remarks and dates for 2018 (agenda item 8)**

As part of her closing remarks, AM reminded the Members' Council that the NHS is facing really challenging times and that it was going to get tougher. Resilience was important and the Trust knows that staff are working hard and are going to be asked to work harder. She commented that she is hoping that when the Trust receives its share of the £1.6bn from the government, that it was a fair share for our communities.

AM reminded the Members' Council of the future meeting dates:

- Friday 27 April 2018, morning meeting, Textile Centre, Huddersfield
- Friday 27 July 2018, afternoon meeting, Elsie Whiteley, Halifax
- September 2018, annual members' meeting, date and venue to be confirmed
- Friday 2 November 2018, morning meeting, Large conference room, Wellbeing & learning centre, Fieldhead, Wakefield

**Signed:**

**Date:**

## MEMBERS' COUNCIL 2 FEBRUARY 2018 – ACTION POINTS

Minute ref	Action	Lead	Timescale	Progress
MC18/01 Welcome, introductions and apologies	AM informed the Members' Council of the sad news of the passing of Bob Mortimer, public governor for Kirklees. Bob was a member of the Members' Council Coordination Group, Members' Council Quality Group, and was a regular attendee at Trust Board meetings held in public. Those in attendance observed a minute's silence in memory of Bob Mortimer. AM advised she would send a condolence letter on behalf of the Members' Council to Bob's family.	Chair		Condolence letter sent.
MC18/04 Chair's report and feedback from Trust Board and Chief Executive's comments	The Trust undertook an internal recruitment process recently for a new Medical Director on the Trust Board with final interviews conducted yesterday. Thank you to governors, service users/carers, and staff who were involved in that process. Notification will be sent to governors shortly confirming the appointment.	Chair		Letter sent to governors.
MC18/04 Chair's report and feedback from Trust Board and Chief Executive's comments	An engagement event for Governors and NEDs will take place on 5 February 2018 in relation to the West Yorkshire Mental Health Services Collaborative (WYMHSC), with a further event scheduled for the West Yorkshire and Harrogate Health and Care Partnership (WYHHCP) (formerly the Sustainability and Transformation Partnership (STP)) on 2 March 2018. There will also be an engagement event in relation to the South Yorkshire and Bassetlaw Integrated Care System (SYBICS) (formally Sustainability and Transformation Partnership (STP)) in July 2018. Details will be provided once confirmed.	Emma Jones		Details of WYHHCP events circulated to governors. Details for SYBICS will be circulated to governors when received.

Minute ref	Action	Lead	Timescale	Progress
MC18/04 Chair's report and feedback from Trust Board and Chief Executive's comments	AM asked governors to advise if there were any service user stories that they think the Board should hear. Rob Webster (RW) added that the Members' Council Quality Group could potentially pick the stories in the future.	Governors / Tim Breedon		
MC18/04 Chair's report and feedback from Trust Board and Chief Executive's comments	AM advised that future Chair's reports to Members' Council would be a paper circulated prior to the meeting.	Chair		
MC18/04 Chair's report and feedback from Trust Board and Chief Executive's comments	NA commented that as he was not a staff governor he felt he did not always have insight into the strategic direction of the Trust, for example where we were successful and unsuccessful with tenders. RW advised that strategy was discussed in further detail at Trust Board meetings. Staff also receive a copy of The Brief each month which sets out the national and local context for the Trust which could be circulated to governors.	Emma Jones		The Brief will be circulated to governors when available.
MC18/06 Integrated performance report Quarter 3 2017/18	CI advised that she had met recently with the manager of Improving Access to Psychological Therapies (IAPT) in Kirklees to talk through some issues raised by the public, such as the number of people attending a clinic. CH commented that she was aware that workshops were offered for groups of people but she was not aware of clinics being offered in this way. CI commented that she was unsure if people were aware that they could ask for a one to one appointment rather than in a group. TB commented that there could be benefits of dealing with situations in large groups, however this	Tim Breedon		

Minute ref	Action	Lead	Timescale	Progress
	matter could be looked at further by the Members' Council Quality Group.			

## Members' Council 27 April 2018

### Chair's Report

At the last meeting of the Members' Council, I committed to prepare a written Chair's report for future Members' Council meetings. This is the first of those and it covers:

- Feedback from the Board
- Governor engagement
- Chair activity
- Other items

#### 1. Feedback from the Board

Since the last Members' Council meeting, the Board has met twice:

- February** was a *strategy* meeting, which takes place in private. Our discussions were focussed on revisions to our operational plan for 2018/19, including emerging contracting arrangements, risks, and developments in each of the two Sustainability and Transformation Partnerships (STPs)/Integrated Care Systems (ICSs) in which we are engaged (West Yorkshire and Harrogate Health and Care Partnership and South Yorkshire and Bassetlaw Integrated Care System). We also reviewed our approach to the assessment of risk appetite.
- March** was a *performance and monitoring* meeting (in Halifax), so our focus was on the Integrated Performance Report (IPR), plus reports on serious incidents, the results from our latest NHS staff survey and developments in our two STPs. We also importantly approved a new Quality Strategy and dealt with a number of governance matters, including declarations that we have met required standards on Eliminating Mixed Sex Accommodation (EMSA) and Information Governance (IG). As we do at all meetings, we received approved minutes from all Board committees. We were pleased that three Governors were able to observe this meeting.
- The **April** Board meeting, which is a *business and risk* meeting, is taking place just prior to the Members' Council (on 24 April in Barnsley) and I will provide a verbal update at the meeting.

Please note that we now start every Board meeting with a service user story. Don't forget that Governors are welcome to attend all public Board meetings and that papers are available on our website a week before at [www.southwestyorkshire.nhs.uk/about-us/how-we-are-run/trust-board/meeting](http://www.southwestyorkshire.nhs.uk/about-us/how-we-are-run/trust-board/meeting).

## **2. Governor engagement**

Governors have been invited to join a number of engagement events since our last meeting:

- a. 5 February 2018 - West Yorkshire Mental Health Services Collaborative. This was attended by several Governors and NEDs.
- b. 9 March 2018 - West Yorkshire and Harrogate Health and Care Partnership Governors' Workshop (rearranged from 2 March due to snow).
- c. 17 April 2018 - West Yorkshire and Harrogate Health and Care Partnership patient and public involvement workshop.
- d. Commitment to Carers – these are SWYPFT events to help us understand better the needs of carers and develop a Carers' Charter. Please note that the Kirklees and Barnsley events on 16 and 24 April respectively, have been cancelled due to the low numbers booked on, and will be rearranged.

Governors who attended may be able to provide a brief verbal update at the meeting.

## **3. Chair activity**

I thought it might be helpful for you to have some understanding of what I do as Chair. Since the last Members' Council meeting, I have:

- held annual review meetings with 21 governors – five to come.
- attended Bob Mortimer's funeral, along with governors Jeremy Smith and Jackie Craven.
- taken part in a quality monitoring visit to Newton Lodge.
- attended the West Yorkshire Mental Health Services Collaborative NED/Governors engagement event.
- taken part in two Recovery College workshops: an 'Introduction to WRAP' workshop at Kirklees Recovery College and 'Advocacy in Mental Health' workshop at Wakefield Recovery College.
- shadowed one of our Occupational Therapists for half a day at The Dales, Halifax.
- met a service user to discuss their complaint with the Trust.
- attended various partnership meetings in Barnsley.
- met with a number of MPs.
- met with the chairs of 8 other NHS trusts from our region.
- taken part in a working group for NHS70 celebrations in the north.
- visited various Creative Minds activities, including the Good Mood League and Inspire Arts Group.
- attended the NHS Confederation Mental Health Network annual conference and NHS Providers Chairs' Network, both in London.
- attended two NED recruitment drop-in sessions - two more to come.
- prepared for and chaired three Board meetings.
- taken part in the CQC well led review.
- attended a South Yorkshire and Bassetlaw ICS alliance meeting
- plus attended various operational groups and training sessions within the Trust to help me do my job better

I and other NEDs have also taken part in or chaired the following Board committee meetings (the name of the chair is shown in brackets):

- Clinical Governance & Clinical Safety Committee (Charlotte Dyson)
- Nominations Committee (Angela Monaghan)
- Equality and Inclusion Forum (Angela Monaghan)
- Charitable funds committee (Charlotte Dyson)
- Remuneration and Terms of Service Committee (Rachel Court)
- Audit Committee (Laurence Campbell)
- Mental Health Act Committee (Chris Jones)

I would be happy to answer questions on any of the above.

#### **4. Other**

A couple of other things to note:

- a. As part of the NHS70 celebrations, SWYPFT invited staff, service users, carers and suppliers to nominate SWYPFT staff as NHS70 Superstars. Our staff have now received over 1,000 nominations and they are still coming in! They are a fantastic illustration of the caring, committed, compassionate staff team we have at SWYPFT and demonstrate that we are truly values-led. I will be able to provide a sample at the meeting.
- b. This will be the last Members' Council meeting attended by Non-Executive Director Chris Jones, who will not be seeking reappointment at the end of his term on 31 July 2018. I would like to take this opportunity to say thank you to Chris for his outstanding contribution to the Board and SWYPFT during his time with us.

Angela Monaghan  
Chair

**Members' Council  
27 April 2018**

<b>Agenda item:</b>	<b>6.1</b>
<b>Report Title:</b>	Re-appointment of Non-Executive Directors
<b>Report By:</b>	Chair of the Trust, on behalf of the Nominations' Committee
<b>Action:</b>	To approve

**Purpose and format**

The Nominations' Committee are recommending to the Members' Council the re-appointment of two Non-Executive Directors and the re-appointment of the Deputy Chair / Senior Independent Director.

**Recommendation**

**The Members' Council is asked to APPROVE the recommendations from the Nominations' Committee to:**

- **re-appoint Rachel Court as a Non-Executive Director of the Trust for a period of up to 12 months from 1 October 2018 to 30 September 2019.**
- **re-appoint Charlotte Dyson as a Non-Executive Director of the Trust for a further three-year period from 1 May 2018 to 30 April 2021.**
- **re-appoint Charlotte Dyson as the Deputy Chair and approve the reappointment of Charlotte Dyson as Senior Independent Director for a further two-year period from 1 August 2018, subject to her reappointment as a Non-Executive Director.**

**Background**

The role of the Nominations' Committee is to ensure the right composition and balance of the Board and, secondly, to oversee the process for the identification, nomination and appointment of the Chair and Non-Executive Directors (NEDs), Deputy Chair / Senior Independent Director, and the Lead Governor.

The Senior Independent Director provides a sounding board for the Chair and serves as an intermediary for the other Directors when necessary. The Senior Independent Director is also available to Governors if they have concerns that contact through the normal channels of the Chair, Chief Executive, Director of Finance or Company Secretary has failed to resolve, or for which such contact is inappropriate. The Senior Independent Director is usually also the Deputy Chair.



In accordance with the Trust's Constitution under the Standing Orders for the Practice and Procedure of the Trust Board (within the Trust's Constitution), section 3.8 states:

The Chair and Non-Executive Directors will be appointed by the Members' Council for an initial period of three years or as determined by the Nominations' Committee... Non-Executive directors may be re-appointed for a further three years (up to a maximum of nine years), subject to approval by the Members' Council following confirmation by the Chair that they have performed effectively and remain committed to the role. Appointments beyond six years will be subject to annual review.

Further to this, in relation to a Deputy Chair, section 3.8 states under the **Appointment and Powers of Deputy Chair:**

The Members' Council will appoint a Non-Executive Director to be the Deputy Chair for period of three years or for the remainder of their term as a member of the Trust Board (if less than three years) or for any other period determined by the Members' Council.

Any member so appointed may at any time resign from the office of Deputy Chair by giving notice in writing to the Chair. The Members' Council may thereupon appoint another member as Deputy Chair.

Where the Chair of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chair owing to illness or any other cause, the Deputy Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

In relation to the Senior Independent Director, section 3.11 states under the **Appointment of a Senior Independent Director**

The Trust Board shall appoint one of the independent non-executive directors to act as the Senior Independent Director. This will be done in consultation with the Members' Council. The Senior Independent Director may be, but need not necessarily be, the Deputy Chair.

The Senior Independent Director will be available to directors and Governors if they have concerns which they cannot resolve with the Chair, Chief Executive or Director of Finance.

#### Rationale

The attached papers provide confirmation of their performance and recommendations for re-appointment which were received and discussed by the Nominations' Committee on 22 February 2018 and 10 April 2018. In reaching their decision, the Nominations' Committee also considered the job description and person specification for the roles of Deputy Chair/Senior Independent Director.

*Nominations Committee members: Angela Monaghan, Rob Webster, Marios Adamou, Jackie Craven, Ruth Mason, Nasim Hasnie*

## **Members' Council 27 April 2018**

### **Re-appointment of Rachel Court as a Non-Executive Director of the Trust**

Rachel Court is being recommended for a further one-year term as a Non-Executive Director (NED) of South West Yorkshire Partnership NHS Foundation Trust (SWYPFT) from 1 October 2018 to 30 September 2019.



#### **Background**

Rachel was appointed a NED of SWYPFT on 1 October 2015 and hence her first term of office ends on 30 September 2018.

Rachel has indicated that she does not wish to be reappointed for a full three-year term due to changes in her personal circumstances, but she is willing to continue as a NED for up to a further 12 months, if that is helpful to SWYPFT.

During her first term of office, Rachel has been chair of the Remuneration and Terms of Service Committee (RTSC) and has also been a member of the Clinical Governance and Clinical Safety (CGCS) Committee and the Audit Committee (the latter since December 2017).

Rachel has done a good job as chair of RTSC. She is an experienced NED and draws on that experience and knowledge expertly. Her inputs to the Board are thoughtful, analytical and insightful and she consistently displays the Trust values.

Rachel brings considerable skills in business, governance and human resources, including in particular risk management, board assurance, strategy and performance. At her most recent appraisal, on 25 May 2017, it was noted that she brings a very strong contribution to the Board. She demonstrates strong board knowledge and brings a mix of challenge, support and valuable insights. She is regarded as a very positive and energetic person who is good to work with, and is well respected by the executive team.

The list below summarises her work and activity for the Trust since April 2017:

#### **Roles:**

- Chair of Remuneration and Terms of Service Committee
- Member of Audit Committee
- Member of Clinical Governance and Clinical Safety Committee
- Member of Clinical Records System Programme Board

#### **Board/Committee attendance:**

- Trust Board (public sessions) – 6
- Members' Council – 2
- Clinical Governance and Clinical Safety Committee – 2
- Remuneration and Terms of Service Committee – 5
- Audit Committee – 2

**Other Trust activities:**

- Visits – 1
- NED Meetings – 4
- NED/Chair recruitment events – 2
- Remuneration and Terms of Service Committee agenda setting – 4
- Quality Monitoring Visit – 1
- NED finance sessions – 5
- Clinical Records System Programme Board – 2
- Quality Summit
- Excellence Awards judging panel
- Annual Members' Meeting

Rachel has my full support to continue and I would be happy to recommend her for a full second term should she wish that. Unfortunately she does not, but reappointing her for up to 12 months from 1 October will provide continuity, whilst recruiting and inducting two new NEDs in the latter part of 2018. If recruitment is successful, it is likely that Rachel will step down at the end of March 2019.

**Recommendation**

It is recommended that Rachel Court is re-appointed for a period of up to 12 months from 1 October 2018 to 30 September 2019.

## **Members' Council 27 April 2018**

### **Re-appointment of Charlotte Dyson as a Non-Executive Director of the Trust**

Charlotte Dyson is being recommended for a second three-year term as a Non-Executive Director (NED) of South West Yorkshire Partnership NHS Foundation Trust (SWYPFT) from 1 May 2018 to 30 April 2021.



#### **Background**

Charlotte was appointed a NED of SWYPFT on 1 May 2015 and hence her first term of office ends on 30 April 2018.

On 1 August 2017, following the departure of Julie Fox, Charlotte was appointed as Deputy Chair and Senior Independent Director for a period of 12 months, or until the end of her term of office, whichever came sooner.

It is my view that NEDs should embrace one three year term of office and the second term should only be offered subject to both parties wishing to continue. It is not to be expected, but rather to be justified on an individual basis.

During her first term of office, Charlotte has taken on a number of specific responsibilities and has been very active as a NED. In her role as Chair of the Clinical Governance and Clinical Safety (CGCS) Committee, she has worked closely with the Director of Nursing and Quality to introduce and embed changes to the way the committee operates, which have supported a stronger focus on quality, safety and improvement.

As Chair of the Charitable Funds Committee, she has overseen and supported an overhaul of the Trust's charities structure, the development of a new strategy, and the rebranding/ relaunch of the Trust charity, EyUp!

Charlotte has also been an active member of the Remuneration and Terms of Service Committee (RTSC) and the Equality and Inclusion Forum, and has been a regular attender and contributor to the Members' Council. She has participated in a number of recruitment processes (including that for Chair), disciplinary appeals, service and quality visits, and contributed to a wide range of other Trust activity. She has also engaged in networking and represented the Trust externally when required.

The list below summarises her work and activity for the Trust since April 2017:

#### **Roles:**

- Deputy Chair
- Chair of Charitable Funds Committee
- Chair of Clinical Governance and Clinical Safety Committee
- Member of Remuneration and Terms of Service Committee
- Senior Independent Director

**Board/Committee attendance:**

- Trust Board (public sessions) – 8
- Members' Council – 4
- Charitable Funds Committee – 3
- Clinical Governance and Clinical Safety Committee – 5
- Remuneration & Terms of Service Committee – 4
- Audit Committee – 1
- Nominations Committee – 2
- Equality and Inclusion Forum – 1

**Other Trust activities:**

- Appeals – 1
- Interviews (including consultant and Chair recruitment) – 5
- NED Meetings – 4
- Members Council Quality Group – 1
- NED/Chair recruitment events – 3
- Charitable Funds agenda setting – 4
- Clinical Governance & Clinical Safety Committee approval of accounts – 1
- Clinical Governance & Clinical Safety Committee agenda setting – 4
- Quality Monitoring Visit - 1
- Members Council Quality Group – 1
- Trust Board agenda setting – 2
- Chief Executive review of Trust Board Papers – 3
- NED finance sessions – 4
- Chair/Chief Executive meeting with Locala – 1
- Yorkshire Chairs' meeting – 1
- Risk Panel – 1
- Mortality Review Group – 1
- Staff Excellence Awards
- Annual Members' Meeting
- Service visit to Wetherby YOI

**External activity:**

- Quality Summit
- NHS System – Wide Leadership Seminar
- NHS Providers NED Network meeting

At Charlotte's most recent appraisal, on 6 June 2017, it was noted that she has brought marketing, digital, and communication skills to the Board along with her previous experience of being a Board member. As a committee chair, she has brought a strong, action-orientated approach, listening to others and encouraging the widest possible debate. Feedback from other Board members was very positive, stating her challenges were relevant, constructive, succinct and helpful. She was seen as warm and personable, dynamic and committed, a team player, and someone who clearly lived the Trust values.

Charlotte is keen to continue and I strongly support her reappointment.

**Recommendation**

It is recommended that Charlotte Dyson is re-appointed for a second term of office for three years from 1 May 2018 to 30 April 2021.

**Members' Council  
27 April 2018**

<b>Agenda item:</b>	<b>6.2</b>
<b>Report Title:</b>	Non-Executive Director Recruitment
<b>Report By:</b>	Chair of the Trust, on behalf of the Nominations Committee
<b>Action:</b>	To receive

Purpose

The purpose of this paper is to update the Members' Council on the recruitment process to appoint two Non-Executive Directors overseen by the Nominations' Committee.

Recommendation

**The Members' Council is asked to RECEIVE the update.**

Background

The role of the Nominations' Committee is to ensure the right composition and balance of the Board and, secondly, to oversee the process for the identification, nomination and appointment the Chair and Non-Executive Directors (NEDs), Deputy Chair / Senior Independent Director, and the Lead Governor.

The Nominations' Committee discussed and agreed the process at its meeting held on 22 February 2018 in relation to the following future NED vacancies:

- **Chris Jones** was appointed as a NED of South West Yorkshire Partnership NHS Foundation Trust (SWYPFT) from 1 August 2015 and his first three-year term of office ends on 31 July 2018. Chris has advised the following: *"As discussed, I can confirm my decision not to seek a second term as a Non-Executive Director. My decision is based on the recent changes in my working situation, which will inevitably impact on my ability to discharge my role as NED to the standard I would want, and which colleagues on the Board should expect. I will continue to support the Board and the committees I am a member of until the end of my three-year term."* This will create a vacancy from 1 August 2018.
- **Rachel Court** was appointed as a NED of SWYPFT from 1 October 2015 and her first three year term of office ends on 30 September 2018. Due to changes in her personal circumstances, Rachel has advised she is not seeking reappointment for a full second term. However, she is willing to extend her appointment for up to 12 months if that is helpful to the Trust in terms of

succession planning and continuity. There is a separate paper on the agenda recommending her re-appointment for a period of up to 12 months from 1 October 2018 to 30 September 2019. This would create a vacancy from no later than 1 October 2019.

### Recruitment process

The Nominations' Committee discussed and agreed that we should seek to recruit and appoint two NEDs at the same time and that the recruitment process could be managed internally, under the direction of the Director of Human Resources, Organisational Development and Estates, after taking into account financial considerations. The Committee considered the skills required of the two new Non-Executive Directors in line with the overall mix and composition of the current Trust Board and agreed that at least one of the candidates would need to be financially qualified and have significant senior-level financial management experience. The advertisement welcomes applications from all aspects of society, including people from BAME communities, people with disabilities, younger people, service users and carers. The timetable for the process is as follows:

- Opening date for applications/advert 29 March 2018 (email sent to governors from the Chair). Further information is available on the Trust website at [www.southwestyorkshire.nhs.uk/BeOurNED](http://www.southwestyorkshire.nhs.uk/BeOurNED)
- Recruitment/information events:
  - Kirklees (Folly Hall, Huddersfield) Tuesday 3 April 2018
  - Calderdale (Laura Mitchell, Halifax) Thursday 12 April 2018
  - Wakefield (Fieldhead, Wakefield) Tuesday 17 April 2018
  - Barnsley (Kendray, Barnsley) Tuesday 24 April 2018
- Closing date for applications 7 April 2018
- Initial long listing of applications week commencing 7 May 2018 (to be confirmed)
- Preliminary interviews week commencing 28 May 2018 (to be confirmed)
- Shortlisting of applications week commencing 4 June 2018
- Nominations' Committee agree shortlist 18 June 2018
- Interviews week commencing 9 July 2018 (to be confirmed):
  - Discussion panels (Service user/carers, Staff including BAME network representative and disability network representative)
  - Final interview panel
- Nominations' Committee recommend appointments 16 July 2018
- Members' Council approval 3 August 2018
- Appointment date 6 August 2018

An update was provided at the Nominations' Committee meeting on 10 April 2018.

*Nominations' Committee members: Angela Monaghan, Rob Webster, Marios Adamou, Jackie Craven, Nasim Hasnie, Ruth Mason*

**Members' Council  
27 April 2018**

<b>Agenda item:</b>	<b>7.1</b>
<b>Report Title:</b>	Update to the Members' Council declaration and register of interests including gifts and hospitality policy
<b>Report By:</b>	Company Secretary, on behalf of the Members' Council Coordination Group
<b>Action:</b>	To approve

**Introduction**

The Trust has had a policy in place in relation to Governors' declarations of interests since May 2009 when the Trust was authorised as a Foundation Trust. The Members' Council Policy was last reviewed in February 2015 and is now due for review. The Policy addresses the requirements of the following:

- Constitution of the Trust
- Monitor's Code of Governance for Foundation Trusts
- National Health Service Act 2006 (as amended by the Health and Social Care Act 2012)
- Bribery Act 2010

It also takes into account the Codes of Conduct and Accountability issued by the Department of Health.

**Recommendation**

**The Members' Council is asked to APPROVE the updated Policy.**

**Background**

There are separate arrangements for declarations of interest, gifts and hospitality for the Trust Board and Trust staff. The Trust staff policy was updated in October 2017 and the Trust Board policy is currently being updated to further align with new NHS England guidance and model policy for NHS organisations on managing staff conflicts of interests. While the NHS England guidance and model policy does not directly cover governor's interests, within their Question and Answer (Q&A) document it recommends that any interests should be declared in accordance with the Trust's Standing Orders (within the Constitution) and to take advice from the Trust Company Secretary. In the spirit of openness and transparency, Directors and Governors continue to be encouraged to declare all relevant and material interests.



Amendments to the current Members' Council Policy include the update of Trust branding and terminology within the policy to align it to the Trust Board policy. These amendments have been reviewed by the Members' Council Coordination Group who support its approval.

*Members' Council Coordination Group members: Angela Monaghan, Charlotte Dyson, Jackie Craven, Ruth Mason, Claire Girvan, Bill Barkworth, Neil Alexander, Jeremy Smith*

**Members' Council declaration and register of interests  
including gifts and hospitality policy**  
*Approved by Members' Council 27 April 2018*

## **1. Introduction and background**

In accordance with the Constitution of the Trust, the National Health Service Act 2006 and Monitor's Code of Governance for Foundation Trusts and in recognition of the Codes of Conduct and Accountability issued by the Department of Health, the Trust is required to maintain a Register of Interests of Governors.

## **2. Policy development**

The Trust has had a policy in place in relation to Directors' and Governors' declarations of interests since May 2009 when the Trust was authorised as a Foundation Trust.

In September 2011, this Policy was revised to incorporate the Bribery Act 2010, which came into force on 1 July 2011 and created criminal offences of being bribed, bribing another and failing to prevent bribery for all organisations, including the NHS. The Policy was split at this time into separate policies for Trust Board and Members' Council. Under the Act, bribery is defined as an inducement or reward offered, promised or provided to gain personal, commercial, regulatory or contractual advantage. If a Governor is offered, or any attempt is made to offer, any type of possible inducement or reward covered by the Bribery Act, details should be immediately reported to the Trust's Local Counter Fraud Specialist.

In February 2015, the Policy was reviewed and no amendments were required.

In April 2018, the Policy was reviewed and minor amendments were made to align it to the Trust Board declaration and register of fit and proper persons, independence, interests, gifts and hospitality and independence policy.

Note, there are separate arrangements to declarations of interest, gifts and hospitality for Trust Board and Trust staff.

## **3. Declaration of Interests - duties of Governors**

All existing Governors should declare relevant and material interests. Any Governors appointed subsequently should do so on appointment or election.

Interests that should be regarded as "relevant and material" and should be included in the register are outlined below. These apply to the Governor as well as their husband/wife, partner, parent, child or sibling and can be defined as follows:

- a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
- b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS or which may conflict with the interests of the Trust;
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS or which may conflict with the interests of the Trust;

- d) A position of authority in a charity or voluntary organisation in the field of health and social care;
- e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services;
- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks; and
- g) Any other information you feel it relevant to declare.

If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair.

Details of any such interests will be recorded in the register of interests of the Governors as outlined below.

#### **4. Declaration of interest – conduct at meetings**

At the time the interests are declared, they should be recorded in Members' Council meeting minutes. Any changes in interests should be officially declared at the next Members' Council meeting following the change occurring. The Trust should be informed in writing within seven days of becoming aware of the existence of, or a change to, a relevant or material interest. The Register of Interests will be amended on receipt within three working days and the interest notified to the next relevant meeting.

During the course of a Members' Council meeting, if a conflict of interest is established, the Governor(s) concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, a majority will resolve the issue with the Chair having the casting vote.

#### **5. Gifts and hospitality**

Governors are expected to:

- a) refuse gifts, benefits, hospitality or sponsorship of any kind that might reasonably be seen to compromise their personal judgement or integrity and/or exert influence to obtain preferential consideration. All such gifts should be returned and hospitality refused other than isolated gifts of a trivial nature, such as, calendars, or conventional hospitality, such as working lunches.
- b) declare and register gifts, benefits and sponsorship of any kind within two weeks of it being offered, whether refused or accepted. If an individual is unsure whether the offer constitutes hospitality, gifts or rewards as defined by the Trust's policy, then they should declare.

This applies to both implicit and explicit offers and whether or not linked to the awarding of contracts or a change in working practices.

All declarations of hospitality, gifts or rewards will be entered into the Trust's Register of Interests maintained by the Company Secretary.

## **6. Register of Interests**

The details of Governors' interests recorded in the Register will be kept up-to-date by means of a monthly review of the Register by the Company Secretary during which any changes of interests declared during the preceding month will be incorporated.

An annual review process will be undertaken by the Company Secretary and the Register of Interests presented to Members' Council on an annual basis (usually in April each year). As part of this process, Members' Council will assess any apparent conflicts and/or any risks an interest might present to the Trust. This annual review is over and above the requirement for Governors to declare interests during the year and is a standing item on each public Members' Council meeting agenda.

Subject to contrary regulations being passed, the Register will be available for inspection by the public free of charge and will be available on the Trust's website. The Company Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it. Copies or extracts of the Register must be provided to members of the Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-members for copies or extracts of the Register, informed by guidance from the Information Commissioner.

## **7. Appendices**

- Declaration of interests by the Members' Council form

**Approved by Members' Council April 2018**  
**Next review by Members' Council April 2021**

**DECLARATION OF INTERESTS  
BY THE MEMBERS' COUNCIL**

In accordance with the Constitution of the Trust, the National Health Service Act 2006 and Monitor's Code of Governance for Foundation Trusts and in recognition of the Codes of Conduct and Accountability issued by the Department of Health, the Trust is required to maintain a Register of Interests of Governors.

**Please complete the Declaration below.**

1. Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
  
  
  
  
  
  
  
  
  
  
2. Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS or which may conflict with the interests of the Trust.
  
  
  
  
  
  
  
  
  
  
3. Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS or which may conflict with the interests of the Trust.
  
  
  
  
  
  
  
  
  
  
4. A position of authority in a charity or voluntary organisation in the field of health and social care.
  
  
  
  
  
  
  
  
  
  
5. Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.

6. Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

7. Any other information you feel it relevant to declare.

#### **NOTE REGARDING THE USE OF THIS INFORMATION**

The information you have provided on this form will be recorded in the minutes of the Members' Council. These minutes will be drawn to the attention of the Trust's internal and external auditors. The Declaration will also be included in a Register of Interests, which will be available to the public on request, available on the Trust's website and reported in the Trust's annual report.

Any changes to the information you have provided should be declared within four weeks of the change occurring. Such a change will be recorded in the relevant minutes and in the Register of Interests.

If a conflict of interest is established during the course of a Members' Council meeting, the governor concerned is required to withdraw from the meeting and to play no part in the relevant discussion or decision.

Name: \_\_\_\_\_ Signed: \_\_\_\_\_

Position: \_\_\_\_\_ Date: \_\_\_\_\_

This form should be returned to:

Company Secretary  
Block 7  
Fieldhead  
Ouchthorpe Lane  
Wakefield, WF1 3SP

**Members' Council  
27 April 2018**

<b>Agenda item:</b>	<b>7.2</b>
<b>Report Title:</b>	Review of Members' Council Groups Terms of Reference - Members' Council Quality Group Terms of Reference
<b>Report By:</b>	Company Secretary, on behalf of the Members' Council Quality Group
<b>Action:</b>	To agree

**EXECUTIVE SUMMARY**

Introduction

The Members' Council Quality Group Terms of Reference (TOR) have been updated to further clarify the duties of the Group and reflect their current membership. Minor amendments have also been made, including updating the Trust's branding and ensuring consistency with other Terms of Reference.

Recommendation

**The Members' Council is asked to formally APPROVE the changes to the Members' Council Quality Group Terms of Reference.**

*Tim Breedon, Jackie Craven, Andrew Crossley, Adrian Deakin, Claire Girvan, Nasim Hasnie, Carol Irving, Phil Shire, Jeremy Smith*

## **MEMBERS' COUNCIL QUALITY GROUP**

### **Terms of Reference**

The Members' Council Quality Group was set up by Members' Council in October 2013 to look in more detail at the Trust's quality performance report, patient experience, Quality Accounts and other quality issues to support the Members' Council to fulfil its role in holding Trust Board to account. The Group is an advisory group and has no decision-making powers other than those specifically delegated in these terms of reference and, as appropriate, by the Members' Council. The Trust is required to produce Quality Accounts.

### **Purpose**

The Members' Council Quality Group's prime purpose is to support the Trust in its approach to quality through the Trust's quality priorities. The group will:

- a) have a high level discussion on quality of care (using the quality performance report to lead the discussion);
- b) monitor the quality of care and facilitate discussion on patient experience, patient safety and clinical effectiveness;
- c) support the production of the Trust's Quality Accounts.

### **Membership**

The Members' Council Quality Group is jointly chaired by a publicly elected governor and the Director of Nursing and Quality. Membership consists of Governors (with representation from public, staff and appointed Governors).

#### *Membership as at 1 February 2018:*

Tim Breedon, Director of Nursing and Quality (lead Director)  
Jackie Craven (publicly elected, Wakefield) (Lead Governor)  
Andrew Crossley (publicly elected, Barnsley)  
Adrian Deakin (staff elected, Nursing)  
Claire Girvan (staff elected, Allied Health Professionals)  
Nasim Hasnie (publicly elected, Kirklees)  
Carol Irving (publicly elected, Kirklees)  
Phil Shire (publicly elected, Calderdale)  
Jeremy Smith (publicly elected, Kirklees)

*Awaiting confirmation for membership of appointed governor.*

In attendance:

Karen Batty, Assistant Director of Nursing and Quality

### **Attendance**

The Trust's Assistant Director of Nursing and Quality, who is currently the lead for Quality Accounts within the organisation, will attend every meeting to ensure the Members' Council responsibilities in relation to the Quality Accounts are met. Other Directors will be invited to attend meetings as appropriate. Administrative support is provided by the Corporate Governance Team.



### **Frequency of meetings**

The Committee will meet four times per year in the month following formal Members' Council meetings. Additional meetings will be arranged as needed to ensure the timescales for approval of the Quality Accounts are met.

### **Duties**

- To review the content of the Trust's quality performance report and provide high level scrutiny on behalf of the Members' Council.
- To support the Trust in developing its annual Quality Accounts.
- To raise any concerns with the Trust, through Director-representation on the Group, about quality of care.
- To support governors to visit services as appropriate.

### **Quorum**

A minimum of five Members' Council representatives will form a quorum, plus the Director of Nursing and Quality.

### **Reporting to the Members' Council**

The Group will report to the Members' Council on any issues it feels should be escalated to the full Members' Council and will provide an annual report on its activities in July of each year.

**Approved Members' Council Quality Group 7 February 2018**

**Members' Council  
27 April 2018**

<b>Agenda item:</b>	<b>7.3</b>
<b>Report Title:</b>	Review of Audit Committee Terms of Reference
<b>Report By:</b>	Audit Committee Chair and Director of Finance on behalf of the Audit Committee
<b>Action:</b>	To agree

Introduction

In January 2015, at the request of the Audit Committee, it received a presentation from Deloitte on Audit Committee effectiveness and best practice. The Committee compared well against best practice and a number of actions were identified by the Company Secretary for further development. These were agreed with the Chair of the Committee and included a small number of suggested revisions to the terms of reference.

The Chair of the Committee asked for a review of the existing terms of reference with recognised best practice (Healthcare Financial Management Association Audit Committee Handbook and NHS Providers Foundations of Good Governance) and the existing terms of reference were found to be fit for purpose against both. It was agreed to consider the points raised during the coming year following wider discussion and consultation with the Chair of the Trust. The changes were subsequently approved by Trust Board.

Action to take forward

One of the actions suggested by Deloitte and agreed with the Chair to take forward was consultation with the Members' Council on the Audit Committee's terms of reference. This reflects provision C.3.2b in Monitor's Code of Governance for foundation trusts that "*The council of governors should be consulted on the terms of reference, which should be reviewed and refreshed regularly*".

The Audit Committee's terms of reference are reviewed on an annual basis as part of the Committee's annual report to Trust Board, which is presented in April each year, and presented to the Members' Council to consider. A verbal update of any further amendments made at the Trust Board meeting on 24 April 2018 will be provided at the Members' Council meeting.

It should be noted that the terms of reference meet best practice guidance and were considered fit for purpose as part of the independent well-led review of the Trust's governance arrangements.

**Recommendation**

**The Members' Council is asked to NOTE and CONSIDER the terms of reference for the Audit Committee.**

## **AUDIT COMMITTEE Terms of Reference**

*To be approved by Trust Board 24 April 2018*

All Trust Board Committees are responsible for the scrutiny, monitoring and provision of assurance to Trust Board on key issues set out in their terms of reference and/or allocated to them by the Board. Agendas are set to enable Trust Board to receive assurance that scrutiny and monitoring processes are in place to allow the Trust's strategic objectives to be met and to address and mitigate risk.

The Audit Committee was established in June 2002. The Terms of Reference of the Committee are reviewed annually and, if appropriate, amended to reflect any changes to the Committee's remit and role, any changes to other committees and revised membership. The Audit Committee is a non-executive committee of the Board and has no executive powers other than those specifically delegated in these terms of reference and, as appropriate, by Trust Board.

### **Purpose**

The Audit Committee's prime purpose is to keep an overview of the systems and processes that provide controls assurance and governance within the organisation as described in the Annual Governance Statement on behalf of Trust Board and that these systems and processes used to produce information taken to Trust Board are sound, valid and complete. This includes ensuring independent verification on systems for risk management and scrutiny of the management of finance. On behalf of the Trust Board, it will have an oversight of related risks, providing additional scrutiny of any such risks which are outside the Trust's Risk Appetite, giving assurance to the Board around the management of such risks.

### **Membership**

Taking guidance from Monitor and the Department of Health into consideration, neither the Chair of the Trust or the Chief Executive attends this Committee unless invited to do so. The Committee is always chaired by a Non-Executive Director of the Trust and the membership consists of a minimum of two other Non-Executive Directors.

*Membership as at 1 April 2018*

Chair – Laurence Campbell (Non-Executive Director);

Chris Jones (Non-Executive Director);

Rachel Court (Non-Executive Director).

### **Attendance**

The Director of Finance and Resources is in attendance (as lead Director) at meetings. The Company Secretary also attends meetings. Representatives of internal and external audit are also invited and expected to attend. The Chair of the Trust, the Chief Executive, other Directors, and relevant officers attend the Audit Committee by invitation. Administrative support is provided by the Personal Assistant to the Director of Finance and Resources.

## **Quorum**

The quorum will be two Non-Executive Directors (including the Chair of the Committee). Members are expected to attend all meetings. In the unusual event that the Chair is absent from the meeting, the Committee will agree another Non-Executive Director to take the chair.

## **Frequency of meetings**

The Committee will meet a minimum of four times per year to reflect best practice. The Chair of the Committee, External Auditor or Head of Internal Audit may request a meeting if they consider one is necessary. There will also be an additional meeting to approve the annual report, accounts and Quality Accounts.

It is the responsibility of the Lead Director to ensure items are identified for the Committee's agenda in line with the Committee's terms of reference, its work programme agreed at the beginning of each year and the current risks facing the organisation, and to agree these with the Chair of the Committee.

## **Authority**

The Committee is authorised by Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed by Trust Board to co-operate with any request made by the Committee. The Committee is also authorised by Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## **Sub-committees**

To fulfil its duties and to ensure the Trust complies with its statutory responsibilities and duties, the Committee will receive reports from identified sub-committees.

## **Duties**

### Governance, risk management and internal control

The Committee shall review the establishment and maintenance of effective systems and processes that provide internal control within the organisation. In particular, the Committee will review the adequacy of:

- all risk and control related disclosure statements, in particular, the Annual Governance Statement and declarations of compliance with value for money assessments together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by Trust Board;
- the underlying assurance processes that indicate the degree of achievement of corporate objectives, the effectiveness of management of principal risks and the appropriateness of the above disclosure statements. This includes assessing the fitness for purpose of the assurance framework including risk appetite and providing assurance that action plans are in place to address significant control issues;
- the policies and processes for ensuring compliance with relevant regulatory, legal and code of conduct requirements, including the Monitor risk assessment framework;
- the systems for internal control including the risk management strategy, risk management systems and the risk register;

- the policies and procedures for all work related to fraud and corruption as set out in the Secretary of State's directions and as required by the Counter Fraud and Security Management Service;
- the work of other committees whose work can provide relevant assurance regarding the effectiveness of controls and governance arrangements.

In carrying out its work, the Committee will primarily utilise the work of Internal and External Audit; however, it will not be limited to these audit functions. It will also seek reports and assurances from Directors and managers concentrating on the over-arching systems of governance, risk management and internal control, together with indicators of their effectiveness. The Committee will use the Trust's Assurance Framework to guide its work and that of the audit and assurance functions reporting to it.

The Committee will also review arrangements that allow Trust staff (and other individuals where relevant) to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters. The Committee will ensure that:

- arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action;
- ensure safeguards for those who raise concerns are in place and that these safeguards operate effectively;
- such processes enable individuals or groups to draw formal attention to practices that are unethical or violate internal or external policies, rules or regulations and to ensure valid concerns are promptly addressed; and
- these processes reassure individuals raising concerns that they will be protected from potential negative repercussions.

#### Internal Audit

The Committee shall consider the appointment of the Internal Auditor (for approval by Trust Board) and ensure there is an effective internal audit function established by management that meets Public Sector Internal Audit Standards that provides appropriate independent assurance to the Audit Committee, Chief Executive, Chair and Trust Board. This will be achieved by:

- consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation or dismissal;
- review and approval of the Internal Audit approach, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework;
- consideration of the major findings of internal audit work (and management's response) and ensure co-ordination between internal and external auditors to optimise audit resources;
- ensure the Internal Audit function is adequately resourced and has appropriate standing within the organisation;
- annual review of the effectiveness of internal audit.

#### External audit

The Committee shall review the work and findings of the External Auditor appointed by the Members' Council and consider the implications and management's responses to its work. This will be achieved by:

- consideration of the appointment and performance of the External Auditor, as far as Monitor's rules permit;

- discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the annual audit plan and ensure co-ordination, as appropriate, with other external auditors in the local health economy;
- discussion with the External Auditors of its local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee;
- review of External Audit reports, including agreement of the annual audit letter before submission to Trust Board and any work carried on outside of the annual audit plan, together with the appropriateness of management responses;
- Review of each individual provision of non-audit services by the External Auditor in respect of its effect on the appropriate balance between audit and non-audit services.

The Committee will also advise the Members' Council with regard to the appointment and removal of the Trust's external auditors and, to inform this advice, carry out a market testing exercise for the appointment of the external auditor at least every five years.

#### Counter fraud

The Committee shall review the work and findings of the Local Counter Fraud Specialist as set out in the NHS Protect Standards for Providers and as required by NHS Protect. In particular:

- consider the appointment of the Trust's Local Counter Fraud Specialist, the fee and any questions of resignation or dismissal;
- review the proposed work plan of the Trust's Local Counter Fraud Specialist ensuring that it promotes a pro-active approach to counter fraud measures;
- receive and review the annual report prepared by the Local Counter Fraud Specialist;
- receive update reports on any investigations that are being undertaken.

#### Financial reporting

The Committee has responsibility for approving accounting policies. It also has delegated authority from Trust Board to review the annual report and financial statements, both for the Trust and for charitable funds, and the Quality Accounts/Report on its behalf and to make a recommendation to the Chair and Chief Executive on the signing of the accounts and associated documents prior to submission to Monitor, Trust Board and the Members' Council. In particular, the Committee shall focus on:

- changes in, and compliance with, accounting policies and practices;
- major judgemental areas; and
- significant adjustments arising from the annual audit.

The Committee also ensures that the systems for, and content of, financial reporting to Trust Board, including those of and for budgetary control, are subject to review so as be assured of the completeness and accuracy of the information provided to Trust Board.

The Committee also:

- reviews proposed changes to the Trust's Standing Orders, Standing Financial Instructions and Scheme of Delegation before these are laid before Trust Board;
- examines the circumstances associated with each occasion Standing Orders are waived;
- reviews schedules of losses and compensations on behalf of Trust Board.

### **Relationship with the Members' Council**

To reflect best practice and Monitor's Code of Governance, Trust Board will consult with the Members' Council annually on the Audit Committee's terms of reference. At the discretion of the Chair of the Committee and/or the Chair of the Trust, governors may be invited to attend meetings of the Committee to support the Members' Council in meeting its duty to hold Non-Executive Directors to account for the performance of the Board.

### **Monitoring**

The Committee will monitor its performance both in terms of providing assurance to Trust Board and in terms of ensuring it meets the remit as set out in its terms of reference through agreement of an annual work plan, inclusion in the work plan of any items delegated to the Committee by Trust Board and through the Assurance Framework, monitoring implementation of the annual work plan, assessment of the Committee's performance through an annual self-assessment, and an evaluation of the Committee's performance through an annual report to Trust Board.

The Committee will assess, measure and evaluate its impact, both quantitatively and qualitatively, and include the outcome of this in its annual report to Trust Board.

### **Reporting to Trust Board**

Trust Board will receive the minutes of Committee at the Trust Board meeting following the Committee meeting. The Committee will also report to the Board annually on its work and include commentary on its support of the Annual Governance Statement, the effectiveness of assurance systems, the work of internal and external audit and the annual accounting process.

All Trust Board Committees have a responsibility to ensure they foster and maintain relationships and links between Committees and Trust Board. Each Committee also has a responsibility to ensure action identified and agreed is placed within the organisation either through the Executive Management Team or other internal groups, such as Trust-wide Action Groups.