

**Members' Council**  
9.00am on Friday 31 January 2020  
Legends Suite, Barnsley Football Club, Grove Street, Barnsley, S71 1ET

Item	Time	Subject Matter	Presented by	Action	Time Allotted (mins)
	9.00am	Arrival and networking			10
	9.10am	Pre-meeting ( <b>Governors ONLY</b> )			20
1.	9.30am	Chair's appraisal ( <b>Governors ONLY</b> )	Charlotte Dyson, Deputy Chair	<b>Paper and discussion</b> Interactive session	20
2.	9.50am	Welcome, introductions and apologies	Angela Monaghan, Chair	<b>Verbal item</b> To receive	3
3.	9.53am	Declaration of Interests	Angela Monaghan, Chair	<b>Verbal item</b> To receive	2
4.	9.55am	Minutes and actions of the previous meeting held on 1 November 2019	Angela Monaghan, Chair	<b>Paper</b> To agree	10
5.	10.05am	Chair's report and feedback from latest Trust Board and Chief Executive's comments on wider context	Angela Monaghan, Chair Rob Webster, Chief Executive	<b>Paper</b> <b>Verbal item</b> To receive	15
6.	10.20am	<u>Trust Board appointments</u> 6.1 Recruitment of Non-Executive Directors	Jackie Craven, Lead Governor / Alan Davis, Director of HR, OD & Estates	<b>Paper</b> To agree	5

Item	Time	Subject Matter	Presented by	Action	Time Allotted (mins)	
7.		<u>Members' Council business items</u>				
	10.25am	7.1 Governor appointment to Members' Council groups	Jackie Craven, Lead Governor / Angela Monaghan, Chair	Verbal	To agree	5
	10.30am	7.2 Governor engagement feedback	Angela Monaghan, Chair	Paper	To receive	10
	10.40am	7.3 Members' Council elections	Angela Monaghan, Chair	Paper	To receive	5
	10.45am	7.4 Review and approval of Trust Constitution	Jackie Craven, Lead Governor	Paper	To agree	15
	11.00am	BREAK				15
8.		<u>Performance and strategy</u>				
	11.15am	8.1 Performance Report Quarter 3 2019/20. <i>There will be a presentation of the key issues. Full performance reports are available on the Trusts website under: About us &gt; Our performance &gt; Performance reports</i>	Sam Young, Non- Executive Director	Presentation & discussion	To receive	15
	11.30am	8.2 CQC: follow up to 2019 inspection	Charlotte Dyson, Deputy Chair	Presentation & discussion	To receive	15
	11.45am	8.3 Trust operating plan 2020/21	Chris Jones, Non- Executive Director / Mark Brooks, Finance Director	Presentation & discussion	To receive	15
	12.00pm	8.4 Trust Communications, Engagement and Inclusion strategy	Charlotte Dyson, Deputy Chair / Salma Yasmeen, Director of Strategy	Presentation & discussion	To discuss	15
9.	12.15pm	Local Indicator for Quality Accounts	Charlotte Dyson, Deputy Chair / Tim Breedon, Director of Nursing & Quality	Paper	To agree	10

Item	Time	Subject Matter	Presented by	Action	Time Allotted (mins)	
10.	12.25pm	<u>Closing remarks, work programme, and future meeting dates</u> - Work programme 2020/21 (attached) - Members' Council meetings 2020; ➤ 1 May 2020 (Kirklees) - 12.30-16.30pm, Textile Centre of Excellence, 5 Red Doles Lane, Huddersfield, HD2 1YF ➤ 31 July 2020 (Calderdale) - 12.30-16.30pm, venue to be confirmed. ➤ 30 October 2020 (Wakefield) - 9.30am-14.30pm, Large conference room, Wellbeing & learning centre, Fieldhead, Ouchthorpe Lane, Wakefield, WF1 3SP	Angela Monaghan, Chair	Paper and verbal item	To receive	5
	12.30pm	CLOSE				
	1.00pm-2.00pm	<b>Development session (optional):</b> Understanding our Integrated Care Systems (ICSs)				

**Minutes of the Members' Council meeting held on 1 November 2019  
Large Conference Room, Fieldhead Hospital, Wakefield**

<b>Present:</b>	Angela Monaghan (AM)	Chair
	Marios Adamou (MA)	Staff – Medicine and Pharmacy
	Bill Barkworth (BB)	Public – Barnsley
	Paul Batty (PB)	Staff - Social care staff working in integrated teams
	Evelyn Beckley (EB)	Appointed – Staff side organisations
	Jackie Craven (JC)	Public – Wakefield
	Adrian Deakin (AD)	Staff - Nursing
	Lin Harrison (LHa)	Staff – Psychological Therapies
	Dr Nasim Hasnie OBE (NH)	Public – Kirklees
	Lisa Hogarth (LHo)	Staff – Allied Healthcare Professionals
	Adam Jhugroo (AJ)	Public – Calderdale
	Trevor Lake (TL)	Appointed – Barnsley Hospital NHS Foundation Trust
	John Laville (JL)	Public – Kirklees
	Cllr Ros Lund (RL)	Appointed – Wakefield Council
	Trevor Lake (TL)	Appointed – Barnsley Hospital NHS Foundation Trust
	John Laville (JL)	Public – Kirklees
	Ruth Mason (RM)	Appointed – Calderdale and Huddersfield NHS Foundation Trust
	Debika Minocha (DM)	Public – Wakefield
	Phil Shire (PS)	Public - Calderdale
	Jeremy Smith (JS)	Public – Kirklees
	Keith Stuart-Clarke (KSC)	Public – Barnsley
	Cllr Nicola Sumner (NS)	Appointed – Barnsley Council
	Debs Teale (DT)	Staff – Nursing support
<b>In attendance:</b>	Tim Breedon (TB)	Director of Nursing & Quality / Deputy Chief Executive
	Alan Davis (AGD)	Director of Human Resources, Organisational Development & Estates
	Erfana Mahmood (EM)	Non-Executive Director
	Kate Quail (KQ)	Non-Executive Director
	Sean Rayner (SR)	Director of Provider Development
	Mark Brooks (MB) (author)	Director of Finance & Resources (author)
	Carol Harris (CH)	Director of Operations
	Charlotte Dyson (CD)	Deputy Chair / Senior Independent Director
	Sam Young (SYo)	Non-Executive Director
	Dr Subha Thiyagesh (SThi)	Medical Director
	Rob Webster (RW)	Chief Executive
	Chris Jones (CJ)	Non-Executive Director
	Sue Barton (SB)	Deputy Director of Strategy & Change (on behalf of SY)
	Dawn Pearson (DP)	Marketing, Communications, Engagement & Inclusion Lead
	Catherine Beynon Pindar (CBP)	Care Quality Commission
<b>Apologies:</b>	<u>Members' Council</u>	
	Kate Amaral (KA)	Public - Wakefield
	Cllr Bill Armer (BA)	Appointed – Kirklees Council
	Bob Clayden (BC)	Public - Wakefield
	Andrew Crossley (AC)	Public – Barnsley
	Daz Dooler (DD)	Public – Wakefield
	Carol Irving (CI)	Public – Kirklees
	Debbie Newton (DN)	Appointed – Mid Yorkshire Hospitals NHS Trust
	Cllr Chris Pillai (CP)	Appointed – Calderdale Council
	Cllr Nicola Sumner (NS)	Appointed - Barnsley Council
	Prof Barry Tolchard (BT)	Appointed – University of Huddersfield

Mike Walker (MW)  
Paul Williams (PW)

Public – Kirklees  
Public – Rest of South and West Yorkshire

Attendees

Laurence Campbell (LC)      Non-Executive Director  
Emma Jones (EJ)              Company Secretary  
Salma Yasmeen (SY)         Director of Strategy

**MC/19/30      Welcome, introductions and apologies (agenda item 1)**

Angela Monaghan (AM), Chair, welcomed everyone to the meeting and recognised that the first governors only meeting had been held that morning. AM explained that Mike Walker has now resigned as a governor for health reasons and recorded her thanks for the work Mike has done as a governor. Apologies were noted and it was highlighted that both Daz Dooler (DD) and Barry Tolchard (BT) would be late for the meeting. There were two members of staff in attendance and Catherine Beynon-Pinder (CBP) from the Care Quality Commission (CQC).

**MC/19/31      Declaration of Interests (agenda item 3)**

AM reported that the paper provided information regarding additional declarations made by governors on their interests since the Members' Council meeting held on 2 August 2019. No additional declarations were received since the paper was distributed.

**It was RESOLVED to NOTE the individual declarations from governors.**

**MC/19/32      Minutes and actions of previous meetings held on 3 May 2019 and 2 August 2019 (agenda item 4)**

The final draft Minutes of the Members' Council meeting held on 3 May 2019 and draft Minutes of the Members' Council meeting held on 2 August 2019 were approved.

AM re-iterated a point made in previous meeting feedback, that when Trust Board attendees were using their iPads during the meetings it was to view the meeting papers electronically.

The following matters arising were discussed:

- MC/19/32 Minutes of and matters arising 2 August 2019 (MC/19/22 regarding amendments to minutes) - AM stated these have now been completed.
- MC/19/32 Minutes of and matters arising 2 August 2019 (MC/19/23 regarding Code of Conduct for Directors) - AM explained that there are a number of declarations made by directors each year. These need pulling together in a format that is useful for all governors.
- MC/19/32 Minutes of and matters arising 2 August 2019 (MC/19/26 regarding the use of restraint and admissions under the Mental Health Act) - AM noted that the first three parts of this action have been completed. With respect to the Mental Health Act action AM suggested this is looked at in more detail by the Quality Group. Tim Breedon (TB) noted this meeting is scheduled for 14 November.
- MC/19/32 Minutes of and matters arising 2 August 2019 (MC/19/12 regarding the use of letters informing of discharge) – AM explained this action has been superseded and as such is now closed.

**It was RESOLVED to NOTE updates to actions in the action log.**

### **MC/19/33 Chair's Report (agenda item 5)**

AM explained that within the papers were copies of The Brief and Headlines. AM noted that both Jeremy Smith (JS) and Dr Nasim Hasnie (NH) were in attendance at the recent Trust Board meeting. This particular Board meeting had a focus on risk. At the meeting there was a moving patient story provided by Yakub Rawat. This was his personal story and he explained how much support both he and his wife had received. The same story has also been provided to the BAME staff network. Other items of discussion included the Integrated Performance Report (IPR), the draft digital strategy for the West Yorkshire & Harrogate Integrated Care System, an update of progress made against our own digital strategy, emergency planning compliance, amendments to our Standing Financial Instructions (SFIs) as well as receiving assurance from Board committees.

Items covered on the agenda in the private Board meeting of a commercially confidential nature included the draft out of hospital workforce strategy in Barnsley, financial forecast, contracts, and draft mental health, learning disability & autism strategy for West Yorkshire & Harrogate. This was also discussed at the recent governor and director engagement event held in Leeds.

NH commented that he felt the presentation at the Board meeting was excellent. He also noted that he had received a British Gas leaflet with his bill. It highlighted that 72% of carers suffer from poor mental health. Rob Webster (RW) responded by highlighting that the West Yorkshire and Harrogate ICS has carers as a key priority. This is placing focus on working carers, identification of young carers, what happens when people are in hospital and how to do more with primary care to build up support. Debs Teale (DT) asked if there will be consideration of support for carers when they are no longer carers. She felt that more support is needed for carers following bereavement. RW agreed. Jackie Craven (JC) asked if thought could be given to prioritising young people who are carers, particularly those at school who miss out on a lot because of their caring responsibilities.

RW added that in summary there was strong strategic context on the agenda. He explained that the organisation continues to deliver and in doing so staff uphold the values of the Trust very strongly.

AM reminded governors that there is a good opportunity to discuss strategic matters in the joint governor / Board meeting being held in the afternoon. Lin Harrison (LHa) was pleased to hear RW recognise that people don't always get better and how this impacts on what and how care is provided. LHa added that she felt it was important as we don't want to give false sense of what is possible to staff. It was therefore reassuring to hear this recognition and remember that we all need to be consistently careful with our language.

At this point the AM explained the next agenda item related to non-executive director remuneration. As such she would hand over the chairing of the next agenda item to JC. AM, the non-executive directors and staff members left the meeting at this point with the exception of AD who was presenting the item and MB who was taking notes.

### **MC/19/34 Chair and Non-Executive Remuneration (agenda item 6.1)**

JC introduced the subject matter of chair and non-executive director remuneration and asked Alan Davis (AD) to present it. AD explained that within the Trust remuneration arrangements are reviewed every year. He explained that the paper on this subject was developed via the nominations committee. Remuneration responsibility for the Chair and non-executive directors lies with the Members' Council. He added that the Trust have been in the NHS Providers Benchmarking Club. The exercise to review this year was underway when a document from NHS England and Improvement (NHSE/I) arrived on the subject of alignment of chair and non exec pay in NHS trusts and NHS foundation trusts. The Members' Council is still responsible for setting pay for the Chair and non-executive directors even though there is strong guidance in the document which the regulators expect to be followed. A case needs to be made if a trust wishes not to follow the guidance.

NHSE/I recommend a flat rate of £13k per annum for non-executive directors. The Trust currently uses a flat rate but at £13,583 per annum which is therefore slightly more than the newly recommended rate. The recommendation from the Nominations Committee is that we don't change our rate now, but do so for new or re-appointments. The nominations committee felt that because the rates are so close that it is appropriate to freeze at the current amount, but not change it until national rate overtakes it. Trevor Lake (TL) asked for clarification if new appointments would be on this rate. AD confirmed that as the difference is not that high this would be the case.

The second issue relates to the recognition of non-executive directors in designated roles where a supplement is paid. Specifically this relates to the chair of the Audit Committee and Senior Independent Director. The guidance states that a trust of our size should only pay two non-executive supplements. We currently pay £5,120 for each of them, whilst the new guidance recommends only £2,000. The nominations committee recommends the Trust falls into line with that guidance with the rates to be amended upon reappointment or new appointment.

AD explained that the arrangements for the Chair are slightly different. The pay range is based on the size of trust in terms of income. We fall into group two for this purpose which means the rate setting is £44,100 to £50,000. We have used an independent body, Capita, to help set the scale. Our range is currently £42,000 to £53,000. The Chair is currently paid £45,400. Progress against the scale is determined by the members' council based on the annual appraisal. The next point up is £47,900 so any increment if agreed would therefore be consistent with the guidance. The Nominations Committee is recommending setting a fixed figure in future for 3 years when the next appointment of a chair takes place. TL asked why this would be the case. AD explained that it was felt this approach would provide certainty. TL asked about how uplifts would fit into this approach. AD confirmed that any annual uplift would be applied. TL felt this could potentially disadvantage the Trust if there was a particular outstanding candidate. TL added that things can happen in three years such as a merger or other significant change and as such this approach could be seen as being restrictive. NH supported TL's comments. NH commented that everyone likes to be rewarded if they have done a good job and we need to be able to attract good quality to the Trust. NH asked on the timing of the implementation date. TL confirmed it is effective now. LHa agreed with this and asked if there is any research and evidence of how much pay is relative to ability & effectiveness.

Keith Stuart-Clarke (KSC) asked about loyalty to patients and the Trust. KSC felt that the pay scales were high for the amount of time non-executive directors were asked to work and he was concerned about public perception of the amounts paid. AD commented that pay scales need to be fair and justifiable. TL suggested that a decision is not required now in respect of future chair pay arrangements. This can wait until appointment or reappointment. NH commented that the concept is value adding to the situation and that non-executive directors need to be able to hold executive directors to account. He doesn't believe that non-executive directors do the roles for the money on offer. JS asked how many non-executive directors there are. AD responded by stating there are six plus the chair. TL clarified what the governance structure needs to be for an NHS foundation trust and that there is little choice other than to employ non-executive directors at the rates recommended by NHSE/I. TL added that from a personal perspective he felt the Trust has a terrific set of non-executive directors. He also added that as non-foundation trusts can now pay as much to non-executive directors as foundation trusts there will be more competition for them. KSC thanked TL for making this clearer.

AD returned to the recommendations:

1. To freeze current non-executive director remuneration and use that rate for appointments or re-appointments but not increase until the national guidance rate is uplifted.  
**This was APPROVED by the Members' Council.**
2. To pay the new lower supplement to the chair of the Audit Committee and senior independent director upon appointment or re-appointment.  
**This was APPROVED by the Members' Council.**

3. In respect of the recommendation relating to fixing the chair's salary for three years upon appointment it was agreed to ask the nominations committee to re-look at the flexibility of this approach and to recommend a modified proposal. This recommendation is to be brought back to the members' council. TL noted he was abstaining from voting on this proposal as he is conflicted.

**Action: Nominations Committee.**

Bill Barkley (BB) asked for clarity regarding the current chair remuneration. AD confirmed the current arrangements will continue. If any progress is agreed by the Members' Council this would still be within the recommended pay range. TL clarified that next pay range for the chair is slightly higher than the relevant median. This would mean there is a need to explain why if we decide to go above. AD confirmed this is not a decision for today. The Members' Council will need to determine this at the appropriate time.

At this point the chair, non-executive directors and staff members returned to the meeting.

#### **MC/19/35 Governor appointments to Members' Council groups (agenda item 7.1)**

AM introduced the paper explaining the Company Secretary had written to all governors in regard to self-nominations to a number of governor groups. In respect of the Members' Council Coordination Group (MCCG) two nominations were received and following a discussion by the Group it was agreed John Laville (JL) be recommended to become a 'formal' member of the group. AM explained that JS is also strongly encouraged to attend meetings of the MCCG. Membership to other groups will continue to be promoted.

**It was RESOLVED to AGREE that John Laville become a 'formal' member of the Members' Council Coordination Group (MCCG)**

#### **MC/19/36 Governor attendance at Members' Council meetings (agenda item 7.2)**

AM explained that last November (2018), the Members' Council adopted a new procedure regarding governor attendance at Members' Council meetings. It had been agreed as a process that if a governor misses three consecutive meetings then this triggers a discussion between the Chair and the governor, which is reported to the MCCG. The MCCG then considers if a recommendation for removal should be made to the Members' Council. It was noted that this process has been in operation and where the situation has arisen it has been satisfied there have been reasonable grounds for non-attendance. It was also explained that because of ill health Mike Walker has resigned from the Members' Council. AM believes the process is working.

**It was RESOLVED to NOTE the satisfactory operation of the process for governor attendance at Members' Council meetings.**

#### **MC/19/37 Process for appointment of external auditors (agenda item 7.3)**

Mark Brooks (MB) introduced the paper and explained the responsibilities of the Members' Council in relation to the appointment of external auditors. The current contract for external audit expires after the 2019/20 year-end reporting process and as such arrangements need to commence to procure external audit services. The process will be led by the Audit Committee and governor involvement is invited. Ultimately a recommendation will be made to the Members' Council for them to approve. In order to reach this position a specification needs to be agreed and bids need to be assessed. The latter will include review of written bids and a presentation by short-listed bidders. A small working group constituting the two qualified accountants on the Audit Committee, a governor representative and the Director of Finance will carry out the detailed work. Governors will be written to for expressions of interest in being a member of this group. It was highlighted that the process would likely continue into May / June 2020.

**Action: Emma Jones**



**It was RESOLVED to SUPPORT the recommended process for appointment of external auditors and to ask governors for expressions of interest in joining the working group.**

**MC/19/38 Governor engagement feedback (agenda item 7.4)**

AM introduced this agenda item and referred to the paper which summarised events attended by governors and any feedback provided. DT asked for clarification on who needed to be informed regarding events governors attend. AM explained that a request is made and governors respond with what they think should be included in the report. JL asked if there are meetings that are fixed can as much notification as possible be provided as some governors may have other commitments. AM agreed to this.

**Action: Emma Jones**

In addition to items included in the paper Lisa Hogarth (LHo) noted she had attended an annual BAME event. KSC added that he attended a Barnsley mental health forum. At that meeting a question was asked why they were not invited to SWYPFT meetings anymore. The Company Secretary will be asked to make sure they are in future. KSC was also asked for details of bereavement support groups in Barnsley.

Phil Shire (PS) stated he attended PLACE inspection visits on 1 October 2019 and asked when was the opportunity to feedback on these visits and where do these PLACE reports go. Councillor Ros Lund (RL) noted that she had attended 'govern well' NHS Providers training and PLACE training. AM suggested these questions are covered at the next MCCG meeting. A question was also raised as to whether photo evidence could be provided regarding PLACE for governors. JL noted there was no one from the estates team on the visit he attended.

**Action: Co-ordination Group**

RW asked JL if the visit was useful from his perspective. JL responded by commenting that he thought it was very good. He attended visits at both wards 18 and 19 at Priestley. He found it to be an extremely useful day. RW suggested that when we fix meetings with a forward look it is important we use the opportunity when we can to fulfil the role of advocating for the Trust.

LHo asked in respect of PLACE visits how we decide where people are going to inspect. AD explained it is a national requirement for inpatient areas to be inspected within a period of time. He added that it is always good to have a fresh look when particularly when people look at it the environment who not normally involved. PS commented that he picked up many things on his visit, not just about the environment. It enabled him to get a feeling what happens on the ground.

**It was RESOLVED to NOTE the governor engagement feedback report.**

**MC/19/39 Quarter 2 Performance Report (agenda item 7.4)**

AM explained that Laurence Campbell (LC) was away for this meeting and as such MB would provide the overview of the performance report. TB, MB and AD would then provide further detail of each section. All governors were provided with a copy of the presentation. From the presentation a series of comments and questions resulted.

LHa reminded governors that the safer staffing measures currently only apply to inpatient wards and asked when work would be completed on community safer staffing levels. TB agreed to make it clear the current measures only apply to wards in future presentations. He explained that community is more complex and there is national discussion taking place with regard to how this can be effectively developed. One solution being looked at is to use caseloads.

**Action: Tim Breedon**

JC asked if rather than using agency staffing bank staff could be used. MB explained that as well as agency staffing costs increasing the use of bank staff is also increasing and bank is the first option. MB then verified that agency staff are appropriately qualified and checked. LHa stated that there tends to be more pressure on existing staff if agency staff are in place.

LHo asked why the Trust doesn't provide CAMHS inpatient services. AM explained that these services are commissioned by the specialist commissioner on a regional basis.

DT asked in respect of the friends and family test what the Trust is doing about those people not recommending our services. TB responded by stating that where we know the reasons why and the individuals who have made a comment we have a conversation. In most cases though, the responses are anonymous. If a particular area is identified we will use focus groups or conduct a detailed piece of work. He introduced Dawn Pearson, Marketing, Communications, Engagement & Inclusion Lead to the governors and explained this issue will form part of her role with the Trust. PB asked what involvement staff will have in community safer staffing as this is a big issue for staff. TB explained that staff groups are currently looking at the proposals.

MB highlighted the number of tenders the Trust has been involved with in the year with particular focus on the Trust becoming the lead provider in a collaborative for forensic services across West Yorkshire. This will be quite a significant change and require careful due diligence. Further updates will be provided to governors and they will have the opportunity to be engaged in the process.

**It was RESOLVED to NOTE the Performance Report for quarter 2.**

#### **MC/19/40 Focus on creative approaches to wellbeing & recovery (agenda item 8i)**

DT gave a presentation on social prescribing and the use of Creative Minds, recovery colleges, Spirit in Mind and the Mental Health Museum. A video was also shown. DT also provided some insight from her own perspective. It was explained how much lower the cost of social prescribing is compared to the cost of medication as well as adding back to the community. AM thanked DT for providing such an insightful and personal presentation.

KSC commented that in the past in Barnsley people used to be prescribed exercise. Does this happen in SWYPFT? DT responded by explaining there are various options in Creative Minds, not just art, including sport and exercise. DT felt that recovery terminology offers hope and social prescribing needs to be made available to everyone. LHo asked how Creative Minds started. It was explained that it was introduced in the Trust following the use of an in-house arts programme.

JS asked what the £33k represented. DT explained it was the cost saved by not seeing psychologists and support workers etc. JC reiterated the role that recovery colleges play. RW noted that in the long term plan for the NHS there will be government funded social prescribing link workers in every primary care network. At this point in time our commissioners have not directly funded Creative Minds. This is being done by the Trust and local authorities. We are now starting to see more funding opportunities.

**It was RESOLVED to NOTE the presentation on creative approaches to wellbeing and recovery.**

#### **MC/19/41 Work programme (agenda item 9)**

AM discussed the work programme for 2020. There was a request to agree to moving evaluation to biennially (once every two years) rather than annually so as to enable more time to act on the evaluation. This has been discussed and recommended by the MCGG.

**It was RESOLVED to AGREE to move members' council evaluation from annually to biennially.**

AM added that a finance development session for governors will take place on 14 November 2019. There will also be a governor workshop on 9 December 2019 to input into the update of the constitution. AM reminded governors to complete the meeting feedback forms.

**Next meeting**

The next meeting is being held on Friday 31 January 2020 (Barnsley) - 9.30am-2.00pm, Legends Suite, Barnsley Football Club, Grove St, Barnsley S71 1ET.

**Signed:**

**Date:**

DRAFT

**ANNUAL JOINT TRUST BOARD / MEMBERS' COUNCIL MEETING**

**Held on 1 November 2019 in the Large conference room, Wellbeing & learning centre, Fieldhead, Wakefield**

**Present:**

Trust Board

Angela Monaghan (AM)	Chair
Mark Brooks (MB)	Director of Finance & Resources
Tim Breedon (TB)	Director of Nursing & Quality
Alan Davis (AGD)	Director of HR, OD & Estates
Charlotte Dyson (CD)	Deputy Chair / SID
Carol Harris (CH)	Director of Operations
Chris Jones (CJ)	Non-Executive Director
Erfana Mahmood (EM)	Non-Executive Director
Kate Quail (KQ)	Non-Executive Director
Sean Rayner (SR)	Director of Provider Development
Dr Subha Thiyagesh (SThi)	Medical Director
Rob Webster (RW)	Chief Executive
Sam Young (SYo)	Non-Executive Director

Members' Council

Marios Adamou (MA)	Staff – Medicine & Pharmacy
Bill Barkworth (BB)	Public – Barnsley
Paul Batty (PB)	Staff – Social care staff working in integrated teams
Evelyn Beckley (EB)	Appointed – Staff Side Organisations
Jackie Craven (JC)	Public – Wakefield
Adrian Deakin (AD)	Staff – Nursing
Lin Harrison (LHa)	Staff – Psychological Therapies
Dr Nasim Hasnie (NH)	Public – Kirklees
Lisa Hogarth (LHo)	Staff – Allied Health Professionals
Adam Jhugroo (AJ)	Public – Calderdale
Trevor Lake (TL)	Appointed – BHNFT
John Laville (JL)	Public – Kirklees
Cllr Ros Lund (RL)	Appointed – Wakefield Council
Ruth Mason (RM)	Appointed – CHNFT
Debika Minocha (DM)	Public Wakefield
Phil Shire (PS)	Public – Calderdale
Jeremy Smith (JS)	Public – Kirklees
Cllr Nicola Sumner (NS)	Appointed – Barnsley Council
Keith Stuart Clarke (KSC)	Public – Barnsley
Debs Teale (DT)	Staff – Nursing Support

**In  
attendance:**

Lucy Auld (author)	PA to Chief Executive
Sue Barton (SB)	Deputy Director of Strategy & Change
Catherine Beynon-Pindar (CBP)	Care Quality Commission
Dawn Pearson (DP)	Marketing, Communications, Engagement & Inclusion Lead
Maria Steeples	Admin, Chair's Office

<b>Apologies:</b>	<u>Trust Board</u>		<u>Members' Council</u>	
	Laurence Campbell (LC)	Non-Executive Director	Kate Amaral (KQ)	Public – Wakefield
	Salma Yasmeen (SY)	Director of Strategy	Cllr Bill Armer (BA)	Appointed – Kirklees Council
	<u>Attendees</u>		Bob Clayden (BC)	Public – Wakefield
	Emma Jones (EJ)	Company Secretary	Andrew Crossley (AC)	Public – Barnsley
			Darren Dooler (DD)	Public – Wakefield
			Carol Irving (CI)	Public – Kirklees
			Debbie Newton (DN)	Appointed – MidYorks
			Cllr Chris Pillai (CP)	Appointed – Calderdale Council
			Prof Barry Tolchard (BT)	Appointed – University of Huddersfield
			Mike Walker (MW)	Public – Kirklees
			Paul Williams (PW)	Public – Rest of South & West Yorkshire

### 1. Welcome, introductions and apologies

The Chair, Angela Monaghan (AM), welcomed everyone to the annual joint Trust Board and Members' Council meeting. The focus of the session was the Trust's forward plan for 2020/21 and the implications of this in future years. This discussion forms a key part of the Members' Council role in supporting the Trust in preparing its forward plans and the Members' Council contribution to this process was much appreciated.

### 2. The importance of governors

AM outlined how important governors are to the governance arrangements within NHS foundation trusts. As a foundation trust, the Trust is accountable to its members – local people and Trust staff who have joined because they take an interest in what we do and have a sense of ownership. The Members' Council, through the collectively agreed objectives delivered through the Members' Council annual work plan, ensures that the Trust is accountable to its local communities and that services take account of local need.

Our Members' Council is made up of a broad range of people representing broad range of constituencies. Presentation followed.

### 3. Update on our strategic context and environment including Integrated Care Systems (ICSs) and other local developments

Rob Webster (RW), Chief Executive, provided an update on the strategic context and environment and also the developments in the West Yorkshire & Harrogate Health and Care Partnership (WYHHCP) and South Yorkshire & Bassetlaw Integrated Care System (SYBICS).

Key points highlighted in presentation by RW:

- We are living in interesting times
- Importance of values is evident
- We need to keep focus on being part of a system to deliver joined up care with our partners in challenging times.
- There is pressure in the system but our CQC rating went up, others have not

- Even in challenging context we must never lose sight of safety and safeguarding; this needs to be at the heart of everything that we do
- As a Trust we have used surplus capital to build new and improved estates
- Social care services are not in as good a position in terms of five year plans
- We are part of two strong ICSs; WYHHCP and SYBICS; working on plans to make things better over the next 5 years
- The WYHHCP 5 year plan should be published in December

#### **4. Update on Trust business and service developments including priority programmes**

Sue Barton (SB), Deputy Director of Strategy and Change, provided an update on behalf of Salma Yasmeen in relation to the Trust's Priority Programmes.

Key points highlighted in presentation by SB:

- SB described from the headline priority slide that the Trust has 4 main aims, these being; Improve Health, Improve Care, Improve Resources. These three aims are known as the **'triple aim'**.
- The fourth aim; **'Make This A Great Place To Work'**, needs to be achieved in order to deliver the aforementioned 'triple aim'
- The outcomes have been added to the headline slide this year, with 13 programmes of work in the middle column, 1 more than last year
- Step change seen in number of out of area beds currently with numbers being low, a huge amount of work has gone into this but this hard work continues to ensure this is sustainable.
- Implementation of SystmOne has been successful across the Trust
- Staff survey completed in relation to our fourth aim; **'Make This a Great Place To Work'**; 5 key themes fed through from staff telling us the biggest issues faced in relation to making this a great place to work, detailed in the slides.

Questions:

Keith Stuart-Clarke (KSC) commented on the lack of visibility of the Trust services across some areas in the Barnsley district.

RW responded to reassure KSC that we are keen to be visible and that we need to maintain really good communications with partners across Barnsley to make sure we are doing joined up care in Barnsley, this being the most important aspect of our work in Barnsley, but we are also keen to be visible as doing so.

Issues raised around workforce:

Lisa Hogarth (LHo) commented on why **'Make this a Great Place To Work'** was presented as the fourth priority and not the first priority given that workforce are essential to the 'triple aim' being delivered. RW/SB responded to say that the workforce element had previously been embedded into each of the other three priorities in previous years rather than being a separate one, so it made sense to add this priority on as a fourth.

LHo also commented on the fact that 800 staff were consulted as part of the staff survey and whether this figure was high enough given the Trust has over 4000 staff members. She suggested from information that had been fed to her that appraisals are not going any further than a

line manager when there is information recorded in them that should be picked up. She suggested that the Trust isn't being proactive enough in its approach to this, adding how do we measure the quality of appraisals.

RW responded to say that the Trust is proactive in asking staff what they think. We ask staff to complete the Robertson Cooper Survey every year (although we took a break from it this year), the results of which are always quite good, but the National Staff Survey shows us average in most areas. We aren't in a staff crisis. The survey conducted for the purpose of the priorities was with 800 staff members face to face, and was based on spontaneous conversations across all areas of the Trust focussing on identified hotspots. The Trust has also made improvements in terms of BAME staff and is striving to be proactive in that respect too.

LHo further commented by asking the Non-Executive Directors (NEDs) in the room whether they were satisfied with this element. Chris Jones (CJ) responded to say that he had spoken to all Executive Directors (EDs) on his return to the Trust as a NED, and was satisfied that we have a very good staff culture and all EDs have this on their agenda.

AD commented that we are building on processes that have been around for years, trying to make ourselves better than average, building on top of the staff survey. We are trying to expand the culture and do something different. AD further commented that staff had been visited in their workplace in their teams. We are continually building up the intelligence and reacting to it.

Dr Nasim Hasnie (NH) commented that the presentation looks good to those outside the Trust. He queried the figure of 11.8% turnover of staff and asked how it compares to other trusts and when this figure is from. AD commented that this figure was lower than average so better than some trusts, but this can create a problem for the Trust. The Workforce Retention Workgroup looks at the reasons for this. We wouldn't want a turnover of 0% because we need fresh ideas etc. The rate of turnover is differential across the Trust with the highest levels in forensics and specialist services

Evelyn Beckley (EB) left the meeting to attend a private appointment.

**At this point in the meeting, AM asked for advice from the Members' Council as to the best use of their time for the remainder of the meeting. It was agreed that item 5 would be taken as read as the information within the presentation, which was available on the tables, had recently been relayed to governors via other means.**

**It was agreed that the remainder of the meeting would focus on the annual plans for 2020/2021 and would primarily revolve around table discussions rather than the presentation.**

**5. Update on Care Quality Commission (CQC) inspection – not discussed as per above.**

## 6. Annual plans

### Our updated plan – process and context for 2020/2021

Mark Brooks (MB), Director of Finance & Resources, provided a very brief overview. Copies of the presentation were made available to each of the three tables to facilitate table discussions with NEDs leading the discussions and an ED on each table.

### Facilitated group discussions to inform annual plans for 2020/21

The Members' Council and Trust Board divided into groups which were each facilitated by a Non-Executive Director and supported by an Executive Director (scribe). The Members' Council were asked to discuss the presentation and annual plan within each group and report one key theme of their discussion back to the meeting:

#### Feedback

The key themes emerging from the session were as follows.

Alan Davis (AD) fed back from table 1:

- Lots of rich discussion
- Key issue was around whether older peoples services was represented strongly enough within the plan. It is an area of development and service pressures and should be strongly represented.

Sean Rayner (SR) fed back from table 2:

- Key points of discussion surrounded workforce with retention of workforce being the key. Often we develop staff giving them opportunities and then they leave the Trust taking those skills with them, so how do we maximise this internally to retain staff.
- Insightful discussion re the language used within the plan, inappropriately in certain circumstances
- Staff Networks have helped to highlight a number of issues relating to recruitment and retention of workforce.
- Retention a key issue, particularly for 'registered' staff. We are good at providing development opportunities for staff, but when they have been 'developed' there is often little by way of opportunity to enhance their job role or move to different jobs, so several staff move elsewhere.
- Younger generation leaning towards 'portfolio' careers. Therefore should our job roles/recruitment arrangements accommodate this trend more in some way?
- Helping service users to better manage their own conditions: the language we use in this context is really important, and needs to be relevant to individuals' circumstances.
- In integrated care systems how is accountability defined? Is there a danger of everyone's responsibility, but nobody takes accountability.
- Technology: need to ensure that the 'basics' work.
- Balance required between standardisation and personalisation.

Tim Breedon (TB) fed back from table 3:

- Workforce was the main topic of discussion
- Need to consider the pressures that staff are working under



- We have and need an honest culture to support staff wellbeing
- Focus on understanding impact of poor management on recruitment & retention
- Are there enough Freedom to Speak Up Guardians?
- More time is needed for the Members' Council to contribute to these plans in the future; perhaps an idea to put first on a future agenda to ensure ample time for discussion
- Mental Health practitioners required in each PCN. Balance between advice & direct treatment
- Need to focus on prevention in PCNs
- More signposting to help service users and patients manage their own conditions better
- Use technology to capture feedback from staff
- Use of apps for education

**Action: NEDs to provide any notes they have made to capture further points of discussion.**

MB summarised the discussion by reiterating that we are part of two separate ICSs; WY&H and SY&B and both are in the process of submitting their 5 year forward plans. Guidance regarding the Trust plan is expected in December 2019 with a deadline to submit plans by March 2020. The final plan will include all points captured in the planning for submission, operating a 'you said we did' type of approach.

## **7. Summary and next steps**

AM thanked the Trust Board and Members' Council for the very constructive session with some really useful discussion, which would support the Trust to pull together a coherent annual plan. She commented that the Members' Council is an important part of the process which demonstrates living the values in support of the Trust's mission.

The CQC plan has been circulated to Members' Council, and governors should forward any questions/comments to AM or the governance team for action. AM reminded attendees to complete the feedback forms as these will be reviewed by the Members' Council Quality Group in December. Copies of the form and the Chair's appraisal form will be emailed to Members' Council by the team.

**Members' Council**  
**31 January 2020**

<b>Agenda item:</b>	<b>5</b>
<b>Report Title:</b>	<b>Chair's Report</b>
<b>Report By:</b>	<b>Chair of the Trust and Members' Council</b>
<b>Action:</b>	<b>For information</b>

**Purpose**

The papers and presentations provided to the Members' Council, plus *The Brief*, which is circulated monthly to Governors, provide comprehensive and up-to-date information on Trust performance and activity. This report aims to supplement these by highlighting:

- Chair and Non-Executive Director (NED) activity since the previous Members' Council meeting
- Issues discussed at Board meetings in the last quarter
- Other current issues of relevance and interest to Governors

**Recommendation**

**Governors are asked to NOTE the content of this report and raise any items for clarification or discussion, either at or outside of the Members' Council meeting.**

**1. Chair and Non-executive Director activity in the last quarter**

To support governors in their role of holding the Chair and NEDs to account, this section of the report highlights the range of activity in which they have been engaged since the previous Members' Council meeting. Please note that NEDs are expected to work around three days a month and the Chair around three days a week.

**Governance meetings – Chair and NEDs:**

In the last quarter, the NEDs and Chair have prepared for and attended three Board meetings, plus the following committees and governance groups:

- Audit Committee (quarterly) – Laurence Campbell (chair), Sam Young, Chris Jones.
- Clinical Governance and Clinical Safety Committee (bi-monthly) – Charlotte

Dyson (chair), Angela Monaghan, Kate Quail.

- Workforce and Remuneration Committee (quarterly) – Sam Young (chair), Charlotte Dyson, Angela Monaghan.
- Mental Health Act Committee (quarterly) – Kate Quail (chair), Laurence Campbell, Erfana Mahmood and Angela Monaghan in attendance.
- Equality and Inclusion Committee (quarterly) – Angela Monaghan (chair), Erfana Mahmood, Chris Jones.
- Charitable Funds Committee (quarterly) – Erfana Mahmood (chair), Charlotte Dyson, Angela Monaghan.
- Finance, Investment and Performance Committee (monthly) – Chris Jones (chair), Sam Young, Kate Quail.
- West Yorkshire & Harrogate Mental Health Services Collaborative Committees in Common (quarterly) – Angela Monaghan (chair).
- Nominations' committee (as required / at least once a year) – Angela Monaghan (chair).
- Clinical Records System Programme steering group (Sam Young).
- Barnsley Integrated Care Partnership Group (monthly) – Angela Monaghan.
- West Yorkshire & Harrogate Health & Care Partnership Board (quarterly) – Chris Jones deputising for Angela Monaghan.
- Members' Council Coordination Group (quarterly) – Angela Monaghan, Charlotte Dyson.
- Members' Council Quality Group (quarterly) – Charlotte Dyson.
- Extended Executive Management Team meetings (monthly) – Angela Monaghan.
- Equality & Inclusion Trust Board training session (all).

**Chair engagement with SWYPFT staff, governors, NEDs, volunteers, service users and carers:**

- Monthly meetings with Lead Governor, Jackie Craven.
- 1:1 induction meetings and end of induction review meetings with all new governors.
- Monthly Trust Welcome Events for new staff and volunteers.
- Two 'Going Green' staff engagement meetings on environmental sustainability.
- SWYPFT Learning Disability service conference / celebration event.
- Long Service Recognition and Excellence Awards events.
- Quality monitoring visit: Poplars ward, Pontefract.
- Presentation of Institute of Healthcare Improvement (IHI) certificates to SWYPFT staff and volunteers.
- Governor focus session on the review of the Trust's constitution.
- Service visit: The Dales, Halifax; Newton Lodge, Fieldhead.
- 1:1 meetings with Chief Executive, Rob Webster (monthly).

- NEDs' meetings (quarterly).
- 1:1 meetings with Deputy Chair (monthly).

**Chair attendance at external meetings and events:**

- Various meetings with other NHS provider chairs.
- NHS Confederation conference.
- NHS Providers chairs' and chief executives' network meeting.
- NHS Leadership Academy Aspiring Chief Executive programme graduation.
- NHSE/I leadership event for north of England.

**Additional NED activity:**

- NEDs' quarterly meeting (all).
- Independent Hospital Managers' Forum (Kate Quail).
- Quality monitoring visits: Johnson ward, Fieldhead (Kate Quail), Beamshaw ward, Kendray (Kate Quail), Thornhill (Charlotte Dyson).
- Induction meetings and service visits: Enfield Down and Calderdale and Kirklees CAMHS (Chris Jones).
- Excellence Awards (Chris Jones, Kate Quail, Charlotte Dyson).
- West Yorkshire & Harrogate Partnership Board (Chris Jones).
- Wakefield Integrated Care Partnership board (Charlotte Dyson).
- Chair's appraisal (Charlotte Dyson).

**2. Issues discussed at Board meetings**

Since the previous Chair's report, the Board has met three times and the key items discussed are highlighted below. May I please remind Members' Council that all governors are welcome to attend all public Board meetings and there is the opportunity to raise questions and comments at the end of each meeting, which are recorded in the minutes.

Paper for upcoming 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) and for all previous meetings.

• **Standing items**

At every public board meeting, we start the meeting with a **service user story**, discuss the monthly **Integrated Performance Report (IPR)**, which includes the finance report, receive updates on **business developments** in our two integrated care systems (West Yorkshire & Harrogate and South Yorkshire & Bassetlaw), and receive **assurance from our board committees**.

Also, at every *business and risk* meeting (quarterly), we discuss the **board assurance framework** (which sets out the key risks to our strategic objectives plus corresponding controls and assurance), and the **corporate risk register**. At every *performance and monitoring* meeting (quarterly), we discuss the quarterly

## **serious incident report.**

Additional items at each meeting are as set out in the annual board work programme.

### **• October – business and risk**

As reported verbally at the last Members' Council meeting, the October Board meeting took place at Kendray hospital, Barnsley and was a *business and risk* meeting. There were three members of the public in attendance, including two governors.

The meeting opened with a **service user story** from Yakub Rawat about the importance of culturally sensitive care for BAME service users, carers and families. Full details are in the minutes.

In addition to the standing items, the public Board:

- Discussed and approved the West Yorkshire & Harrogate Health and Care Partnership draft digital strategy.
- Discussed progress against the SWYPFT digital strategy.
- Approved the SWYPFT declaration of compliance with NHS emergency preparedness, resilience & response (EPRR) requirements.
- Approved updates to Trust Standing Financial Instructions (SFIs).

**Comments** from members of the public / governors included questions on staff sickness and turnover rates and the Trust's contribution to the national Workforce Race Equality Standards (WRES) report.

In the **private session**, the Board discussed a number of commercially confidential items, including some risks and aspects of financial performance, serious incident investigation updates, strategy and business developments in our two Integrated Care Systems (ICSs), the Trust's draft 5-year plan, minutes of private partnership boards, a new contract for supply of Windows and a revision to the sale process of Keresforth, Barnsley.

There was also a meeting of the **Corporate Trustee** in October.

### **• November – performance and monitoring**

The November meeting was a *performance and monitoring* meeting. There were three members of the public in attendance (no governors). The meeting opened with a **service user story** from Kevin Lunn, who has a diagnosis of early-onset dementia, and his wife Susan Lunn, who is her husband's carer. They talked about their experience of living with dementia and full details are in the minutes.

In addition to the standing items, the public Board also:

- Discussed the Q2 serious incident report and safer staffing report.
- Discussed and agreed our approach to renewing the SWYPFT Communications, Engagement & Inclusion Strategy. The current one has been extended to March 2020 to allow the process to take place.

There were no questions from the public.

In the **private** session, the Board discussed a number of commercially confidential items including aspects of financial performance, and business developments in our two ICSs, updates regarding the renewal of our Estates and Sustainability strategies, and minutes of private partnership boards.

- **December - strategic**

The December board was a *strategic* meeting which does not take place in public. The board discussed the review of the Trust's constitution following the governor workshop on this issue, and then undertook a broad review of all the Trust's key strategies to ensure they are aligned.

In the afternoon, the board had the second session of the NHS Improvement *Leading for Improvement* board development programme.

- **January – business and risk**

The January Board meeting, which is a *business and risk* meeting, is taking place just prior to the Members' Council on 28 January at Fieldhead hospital, Wakefield, and I will be able provide a verbal update at the Members' Council meeting.

### 3. **Governor Development and Engagement Opportunities**

The following governor development and engagement opportunities were available for governors since the last Members' Council meeting:

- Understanding NHS Finance – 14 November 2019
- Review of the Trust's Constitution – 9 December 2019

Future opportunities include:

- Head of Corporate Governance (Company Secretary) recruitment panel – 3 February 2020

Publicly elected governors are encouraged to make contact with their local Healthwatch to understand more about local health issues.

### 4. **Changes to the Members' Council**

Since the last meeting, there have been the following changes to the Members'

Council:

- Neil Alexander (publicly elected, Calderdale) – resigned
- Evelyn Beckley (appointed, staff side representative) – appointed

The 2020 election process has now started and all governors should have received a letter from me about the process and the seats that are up for election, due to rotation or vacancy. Nominations opened on 6 January 2020 and will close on **4 February 2020**.

Dr Nasim Hasnie OBE (publicly elected, Kirklees) is retiring this year after completing three consecutive terms as a governor. Lin Harrison (staff governor, psychological therapies) is also retiring this year after one term, due to a change in her role. On behalf of the Trust, I would like to thank them both for their service and commitment to the Members' Council and SWYPFT.

**Angela Monaghan**  
**Chair**

**Members' Council  
31 January 2020**

<b>Agenda item:</b>	<b>6.1</b>
<b>Report Title:</b>	Non-Executive Director Recruitment Update
<b>Report By:</b>	Lead Governor/Director of Human Resources, Organisational Development and Estates
<b>Action:</b>	To receive

Purpose

The purpose of this paper is to update the Members' Council on the recruitment process to appoint a Non-Executive Director 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 of 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 9 January 2020 in relation to the following future NED vacancy.

- Non-Executive Director Laurence Campbell's current term of office finishes on 31 May 2020 and he has confirmed that he would not be seeking re-appointment. This means there will be a vacancy on the Board for a NED.
- The Board currently has two financially qualified NEDs, Laurence Campbell and Chris Jones.

**The case for recruiting a NED who is financially qualified when Laurence Campbell's term of office finishes**

- The Trust currently has an underlying financial deficit, has had a deficit budget for two consecutive years, and has a 3-year plan that aims to take the Trust back to a financially sustainable position by 2022.



- The Board has noted that it has become increasingly difficult to achieve recurrent savings from our existing cost improvement processes (CIPs) and this will continue without a significant shift in gear from where we are now. This means more management and NED time devoted to this issue, as well as greater engagement from our staff if we are to deliver the ambition.
- Consequently, the Trust needs to ensure that its financial governance is as strong and effective as possible, and can also expect to experience additional scrutiny from our regulators, NHS Improvement and the Care Quality Commission.
- In response to these challenges, the Trust Board strengthened financial oversight and governance during 2019 with the establishment of an additional board committee, the Finance, Investment and Performance (FIP) Committee, the recruitment of an additional financially-qualified and experienced NED, Chris Jones, and production of a 3-year financial sustainability plan.
- The Board and Nominations' Committee recognised it was preferable that the Chair of the FIP Committee has both a relevant financial qualification and suitable experience, in addition to the general qualities and experience required of a NED. In addition, it was felt important, based on recognised good practice, that the Chair of the Audit Committee is not also Chair of the Finance, Investment and Performance Committee.
- The Finance, Investment and Performance Committee became operational in September 2019 and is currently chaired by Chris Jones, who is a qualified accountant.
- Laurence Campbell is currently the Chair of the Audit Committee and is also a qualified accountant. It is good practice that the Chair of the Audit Committee is a qualified accountant.
- Therefore, to maintain both Committees we will need to recruit a suitably financially qualified and experienced NED when Laurence leaves the Trust.
- A copy of the draft person specification is attached as an appendix.

### **Recruitment process**

- The Nominations' Committee agreed to recruit a financially qualified NED and the outline timetable is attached.
- It is agreed that the open recruitment process begins on 27 January 2020 with the aim of taking a recommendation to the Members' Council meeting on 1 May 2020.
- The remuneration for a NED is £13,584 per annum.

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

## Non-Executive Director Recruitment - Timetable

Draft dates	Action	Lead	Comments
9th January 2019	<b><i>Nominations Committee meeting</i></b>	Chair	Discuss and agree process and draft timescale
27th January 2020	Commence 5 week recruitment campaign	SWYPFT Recruitment Consultant	Proposed regional campaign via Yorkshire Post online, NHS websites including NHSE/I, Cabinet office for Public Appointments, NEDs on Boards. Also develop a target campaign through LinkedIn. All online traffic to be directed to a specific webpage on the SWYPFT internet page with full details of the vacancy.
TBC	Information Event	To be confirmed	Previous recruitment had a single event at Fieldhead with an opportunity to speak to Chair, Chief Executive or Deputy Chair via telephone call
28th February 2020	Closing date for applications	To be confirmed	Produce data report of all applicants and make accessible to the shortlisting panel
w/c 2nd March 2020	Shortlisting	To be confirmed	Produce shortlist report including CVs and supporting statements received
w/c 23rd March 2020	Discussion panels	SWYPFT Recruitment Consultant	Panel 1 – Service user/carer / Panel 2 – Staff including staff network representatives Panel 3 - Governor stakeholder group
w/c 23rd March 2020	Formal panel interviews	Chair	Chair, Deputy Chair, Lead Governor, Public Governor (who is a Nominations Committee member), Alan to attend in a support capacity
April 2020	Nominations Committee	Chair	Recommend appointment to Members' Council
1st May 2020	Members' Council meeting	Chair	Decision

## Job description

### Non-Executive Director outline job description

The Non-Executive Directors of our Board bring their expertise and experience, as well as their particular knowledge as a member of the community to the work of the Board.

Your role will be to use your skills and your personal experience as a member of your community to:

- promote the success of the Trust to maximise the benefits for members and for the public;
- commit to working to, and encouraging within the Trust, the highest standards of probity, integrity and governance, and contribute to ensuring that the Trust's internal governance arrangements conform to best practice and statutory requirements;
- provide independent judgement and advice on issues of strategy, vision, performance, resources and standards of conduct and constructively challenge, influence and help the Executive Management Team develop proposals on such strategies;
- assist fellow Directors in setting the Trust's strategic aims, ensuring that the necessary financial and human resources are in place for the Trust to meet its objectives, and that performance is effectively monitored and reviewed;
- assist fellow Directors in providing entrepreneurial leadership to the Trust within a framework of prudent and effective controls, which enable risk to be assessed and managed;
- assist fellow Directors in setting the Trust's values and standards and ensure that its obligations to its stakeholders and the wider community are understood and fairly balanced at all times;
- engage positively and collaboratively in board discussion of agenda items and act as an ambassador for the Trust in engagement with stakeholders including the local community, dealing with the media when appropriate;
- monitor the performance and conduct of management in meeting agreed goals and objectives and statutory responsibilities, including the preparation of annual reports and annual accounts and other statutory duties;
- obtain comfort that financial information is accurate and that financial controls and risk management systems are robust and defensible;
- contribute to the determination of appropriate levels of remuneration for executive directors;
- participate in and in some cases Chair Committees as required;
- attend and contribute to Members' Council meetings;
- bring independent judgement and experience based on commercial, financial, legal or governance expertise from outside the Trust and apply this to the benefit of the trust, its stakeholders and its wider community;
- undertake responsibilities and duties under the Mental Health Act; and
- on occasion participate as Chair of the interview panel in the selection of medical consultant staff and Chair appeals.

## Person specification

The Trust has identified the following skills/expertise for this appointment:

- A financial qualification, with senior level financial management experience is essential.

Plus:

- Experience of working in or with large complex organisations
- Strong relationship management and influencing skills
- Committed to quality and delivering excellence
- Ability to engage positively and collaboratively in Board discussions
- Ability to act as an ambassador for the Trust
- Strong commitment to promoting equality, inclusion and diversity

In addition to the expertise detailed above, all candidates selected for interview will need to show that they have the competencies required to be effective in a board level role. They are:

<b>Patient and community focus</b>	A high level of commitment to patients, carers and the community, especially to disadvantaged groups, and the values of the Trust
<b>Strategic direction</b>	The ability to think and plan ahead, balancing needs and constraints.
<b>Holding to account</b>	The ability to accept accountability and probe and challenge constructively.
<b>Effective influencing and communication</b>	Be able to influence and persuade others.
<b>Team working</b>	Be committed to working as a team member.
<b>Self-belief and drive</b>	The motivation to improve NHS performance and confidence to take on challenges.
<b>Intellectual flexibility</b>	The ability to think clearly and creatively.

**Members' Council  
31 January 2020**

<b>Agenda item:</b>	<b>7.2</b>
<b>Report Title:</b>	<b>Governor engagement feedback</b>
<b>Report By:</b>	Corporate Governance Manager on behalf of governors
<b>Action:</b>	To receive

The following events were attended by governors since the last Members' Council meeting on 1 November 2019 up to 17 January 2020 (note, this does not include Members' Council meetings):

<b>Name</b>	<b>Role</b>	<b>Events attended / feedback provided</b>
Bill Barkworth	Public Governor - Barnsley	➤ Members' Council Co-ordination Group 9 December 2019
Evelyn Beckley	Appointed – Staff side organisations	➤ Understanding NHS Finance development session 14 November 2019 ➤ Governor focus session on the review of the Trust Constitution 9 December 2019
Bob Clayden	Public Governor - Wakefield	➤ Members' Council Co-ordination Group 9 December 2019 ➤ Governor focus session on the review of the Trust Constitution 9 December 2019
Jackie Craven	Lead Governor (Public Governor - Wakefield)	➤ Members' Council Quality Group 14 November 2019 ➤ Members' Council Co-ordination Group 9 December 2019 ➤ Governor focus session on the review of the Trust Constitution 9 December 2019
Adrian Deakin	Elected – Nursing staff	➤ Members' Council Quality Group 14 November 2019
Daz Dooler	Public Governor - Wakefield	➤ Members' Council Quality Group 14 November 2019
Dr Nasim Hasnie OBE	Public Governor - Kirklees	➤ Members' Council Quality Group 14 November 2019 ➤ Governor focus session on the review of the Trust Constitution 9 December 2019
Lisa Hogarth	Staff Governor - Allied Healthcare Professionals	➤ Members' Council Quality Group 14 November 2019 ➤ Understanding NHS Finance development session 14 November 2019
Ros Lund	Appointed – Wakefield Council	➤ Understanding NHS Finance development session 14 November 2019

Name	Role	Events attended / feedback provided
Phil Shire	Public Governor - Calderdale	➤ Members' Council Quality Group 14 November 2019
Keith Stuart-Clarke	Public Governor - Barnsley	<ul style="list-style-type: none"> <li>➤ Members' Council Quality Group 14 November 2019</li> <li>➤ Understanding NHS Finance development session 14 November 2019</li> <li>➤ Quality monitoring visit 5 December 2019</li> </ul>

There were no emails received for governors via the governor email address ([Governors@swyt.nhs.uk](mailto:Governors@swyt.nhs.uk)) since the last Members' Council meeting on 1 November 2019.

**Members' Council  
31 January 2020**

<b>Agenda item:</b>	<b>7.3</b>
<b>Report Title:</b>	<b>Members' Council Elections 2020</b>
<b>Report By:</b>	Corporate Governance Manager
<b>Action:</b>	To receive

**EXECUTIVE SUMMARY**

Purpose and format

The purpose of this paper is to update the Members' Council on the governor election process for 2020.

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 will be sent to all governors on 9 December 2019 to advise the seats and dates for the process in 2020.

Elections 2020

Elections will be held for the following seats:

<b>Constituency</b>	<b>Number of vacancies</b>
Public – Barnsley	<b>2 seats</b> to elect (Bill Barkworth and Andrew Crossley are retiring by rotation and are eligible for re-election).
Public – Calderdale	<b>1 seat</b> to elect (currently vacant)
Public – Kirklees	<b>3 seats</b> to elect (Nasim Hasnie is retiring from his third and final consecutive term, and 2 seats currently vacant)
Public – Wakefield	<b>2 seats</b> to elect (Jackie Craven and Debika Minocha are retiring by rotation and are eligible for re-election).

<b>Constituency</b>	<b>Number of vacancies</b>
Staff – Non-clinical support	<b>1 seat</b> to elect (currently vacant)
Staff – Psychological therapies	<b>1 seat</b> to elect (Lin Harrison retiring by rotation and is eligible for re-election).

There are no seats for election this year in the other constituencies.

#### Election process

Civica Election Services (CES), formerly 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.

Below is the overview timeline for the Members' Council Election in 2020. It has been decided to bring the election process forward to start earlier than previous years, in order to give us six weeks from the declaration of the poll to the commencement date.

By bringing it forward, newly elected / re-elected governors will have more notice of the meeting on 1 May 2020, which will assist with attendance, induction can be scheduled to take place during those six weeks, and it will provide an opportunity for new and re-elected governors to self-nominate for lead governor and vacancies on the Nominations Committee, Co-ordination Group and Quality Group.

The timetable for the 2020 election is as follows:

- Nominations open on Monday 6 January 2020.
- Nominations close on Tuesday 4 February 2020.
- Candidates will be able to withdraw up to Friday 7 February 2020.
- The election opens on Wednesday 26 February 2020.
- Voting closes on Friday 20 March 2020.
- Results declared on Monday 23 March 2020.
- Terms of office begin on Friday 1 May 2020 for three years.

The election process for publicly elected governors will be a mix of paper and electronic options. For staff governors, the process will be electronic for both the nominations and election stages.

Governors are asked to assist by talking to people who might be interested in putting themselves forward for election or to let the Trust know if they think someone would be worth approaching, as well as promoting voting by members.



Members' Council  
31 January 2020

<b>Agenda item:</b>	7.4
<b>Report Title:</b>	Review and approval of Trust Constitution (including Standing Orders)
<b>Report By:</b>	Chair of the Trust
<b>Action:</b>	To approve

## EXECUTIVE SUMMARY

### Purpose

The purpose of this item is to seek approval for updates to the Trust's Constitution, and to agree areas of further review.

### Recommendation

**The Trust Board recommends to the Members' Council, the APPROVAL of the updates to the Trust's Constitution as set out in the attached paper and asks the Members' Council to AGREE areas for further review.**

### Background

The Trust is required to have a Constitution in place that sets out:

- how it is accountable to local people
- who can become a member
- the role of the Members' Council
- how Trust Board and the Members' Council are structured
- how Trust Board works with the Members' Council
- how the Chair and Non-Executive Directors are appointed
- how public and staff governors are elected.

The Trust Constitution is based on the NHS Foundation Trust Model Core Constitution (2013). The last amendments to the Trust Constitution were approved by the Trust Board on 31 January 2017 and Members' Council on 3 February 2017.

A review of the Constitution has taken place including discussion on proposed amendments at the Governor workshop on 9 December 2019 and Trust Board strategic session on 17 December 2019.

Areas of further review will be explored and approval of any changes will be sought at the next Members' Council meeting.

### Review of the Trust Constitution

The Trust Constitution is based on the NHS Foundation Trust Model Core Constitution (2013). The last amendments to the Trust Constitution were approved by the Trust Board on 31 January 2017 and Members' Council on 3 February 2017.

Proposed amendments to the Trust Constitution were discussed at the Governor workshop on 9 December 2019 and Trust Board strategic session on 17 December 2019. The areas requiring amendment or change are outlined in this paper.

**The Members' Council are asked to consider and AGREE the following areas for further review in the Constitution:**

#### **Governor constituencies**

The Trust currently has 34 governors, which is in line with the average number in other Foundation Trusts in the north.

Review the number of public governors:

- Should there be an equal number of public governors in each constituency as opposed to the current position based on population?

Review the number of appointed governors:

- Should the Trust have a single representative from each of the place-based Integrated Care Systems of which the Trust is a member, instead of representatives from each council and acute trust?

Option to co-opt:

The option for the Trust to elect a member of a group, to be considered, including:

- the principles of co-option
- how and who would decide on co-option

**Members' Council are asked to AGREE to further exploration of the options outlined above**

#### **Code of Conduct for governors**

A review of the Code of Conduct for governors to include:

- Specific grounds for suspension if the Code of Conduct is not met, including suspension during investigation
- A simple majority should be used for all votes to maintain consistency
- In the event that a vote is tied, the deciding vote would lie with the Lead Governor, or Deputy Lead Governor in their absence
- Strengthen the section relating to confidentiality
- Clarify use of social media in line with the Trust policy

**Members' Council are asked to AGREE a redraft of the Code of Conduct to include the points outlined above**

Options for the above areas of further exploration will be presented to the Members' Council at the next meeting on 1 May 2020.

**The Members' Council are asked to APPROVE the following changes to the Constitution:**

**Minor amendments**

- Clarification that the Charitable Funds Committee is a committee of the Corporate Trustee, rather than Trust Board
- Clarification that the Nominations Committee is a committee of the Members' Council
- Change the name of the Remuneration & Terms of Service Committee to the Workforce & Remuneration Committee
  
- Trust Board committees that have since been established
  - Equality & Inclusion Committee
  - Finance, Investment & Performance Committee
- Committee formed as part of West Yorkshire & Harrogate Health and Care Partnership
  - West Yorkshire Mental Health Services Collaborative Committees in Common
  
- Reference to the Nolan Principles (selflessness, integrity, objectivity, accountability, openness, honesty, leadership) as included in the Terms of Reference of Trust Board committees
- Director of HR, OD & Estates as a voting member of the Board (incorrectly removed in the previous review)

**Members' Council are asked to APPROVE the amendments listed above**

**Public constituencies**

Change the public constituency for the Rest of South and West Yorkshire to the Rest of Yorkshire to:

- reflect the work the Trust is involved with across Yorkshire
- represent forensic services that are provided to the whole of Yorkshire by the Trust
- open up membership to anyone living in Yorkshire

**Members' Council are asked to APPROVE the change to the Rest of South and West Yorkshire public constituency**

**Staff constituencies**

Include an update in the constituency in line with GDPR that will mean that staff are no longer automatically listed as members of the Trust and are asked to become a member on appointment.

**Members' Council are asked to APPROVE the inclusion of the update in relation to automatic membership for staff**

**Terms of office**

Change the term of office from nine consecutive years to nine years in total for governors and for NEDs.

- Governors and NEDs are able to have a break in the nine years, but service will be counted in total rather than in consecutive terms as previous
- For NEDs, the final three years will be appointed on an annual basis, not a three year term
- This will encourage rotation of skills and experience

**Members' Council are asked to APPROVE the change for terms of office to nine years in total for governors and NEDs**

### **Deputy Lead Governor**

Development of a deputy Lead Governor role

- Role description to be developed
- The role would offer additional support to the Lead Governor and development opportunities for other governors
- The deputy Lead Governor would not automatically stand as Lead Governor, usual process would apply

**Members' Council are asked to APPROVE the development of a deputy Lead Governor role**

### **Chair and NEDs**

Membership

- In line with the proposed change to the public constituencies, membership would be opened up to the whole of Yorkshire. It is proposed that a NED does not have to be a member in order to be appointed, however candidates from the Yorkshire area would be preferred
- If a NED moves out of Yorkshire during their term, they can continue in their role for the term of their existing appointment in so far as it is practical to do so

Current staff members / employees of the Trust cannot become a NED

- Inclusion of this statement following a query from a member of staff during a previous recruitment process

**Members' Council are asked to APPROVE the changes outlined above for the Chair and NEDs**

### **Use of recording devices for meetings**

Recording devices may be used in meetings by staff, governors and / or members of the public

- This would support any disability requirements
- If a recording device is used, the chair of the meeting must be notified and this will be declared at the beginning of the meeting
- Recordings of meetings are for personal use only, and should not be shared in line with Trust policies

**Members' Council are asked to APPROVE the inclusion of a statement relating to the use of recording devices for meetings**

Members' Council  
31 January 2020

<b>Agenda item:</b>	9
<b>Report Title:</b>	Quality Account – Mandated & Local indicators
<b>Report By:</b>	Director of Nursing and Quality, on behalf of the Members' Council Quality Group
<b>Action:</b>	To agree

## EXECUTIVE SUMMARY

### Purpose

This paper has been produced to inform the Members' Council of the mandated and local indicators that have been recommended for data testing as part of the Quality Account requirements for 2019/20. The Members' Council will be asked to approve the recommendations.

### Recommendation

**The Members' Council is asked to:**

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

### Background

As part of the Quality Account process, there is a requirement for our External Auditors (Deloitte) to test data on two Mental Health mandated (reportable to NHS Improvement) Key Performance Indicators (KPIs) and one local indicator:

- **Mandated indicators** – quality account guidance states we are required to test:
  1. Early intervention in psychosis (EIP) – people experiencing a first episode of psychosis treated with a NICE – approved care package within two weeks of referral.
  2. Inappropriate out-of-area placements for adult mental health services.
- **Local indicator** - The local indicator has to be determined by the Members' Council. For 2019/20, the Members Council Quality Group is considering three indicators:
  1. Pressure ulcers – the number of pressure ulcers that are attributable and avoidable.

2. Percentage of people, who are terminally ill, who die in a place of their choosing.
3. Duty of candour - The number of times we meet duty of candour 'stage one' requirements, i.e. where moderate or severe harm has occurred we give a verbal apology within 10 working days.

The Members Council meeting will be made aware of the selection in advance of the meeting on 31 January 2020.

*Members' Council Quality Group members: Tim Breedon, Karen Batty (Associate Director of Nursing, Quality & Professions), Jackie Craven, Andrew Crossley, Adrian Deakin, Nasim Hasnie, Carol Irving, Phil Shire, Jeremy Smith.*

# Quality Account 2019/2020

## **Mandated & Local Indicators – recommendations to Members' Council**

14th January 2020

## **Quality Account – Mandated & Local Indicators**

### ***Requirement***

As part of the Quality Account process (2019/2020) there is a requirement for our External Auditors (Deloitte) to test data on two mental health mandated (reportable to NHS Improvement) Key Performance Indicators (KPIs) and one local indicator.

### ***Mandated items***

The Mental Health mandated indicators eligible for testing were updated in 2017-18 by NHSI.

The updated indicators are:

1. Early intervention in psychosis (EIP) – people experiencing a first episode of psychosis treated with a NICE – approved care package within two weeks of referral.
2. Inappropriate out-of-area placements for adult mental health services.
3. Improving access to psychological therapies (IAPT) – waiting time to begin treatment (from IAPT minimum dataset) within 6 weeks of referral.

The way mandated items are selected has changed and is more in line with the acute trusts in that it is if you report the first one on a given list then you do this, but if you don't report the first indicator then you move to the second indicator, until you reach two indicators that you report. Therefore we will be testing items 1 & 2 from the list above, which remains the same as last year.

We have agreed dates with Deloitte to test this data.

There are no mandated items for our Community Health Services.

### ***Local indicator***

The local indicator is currently being determined by the Trusts Members' Council Quality sub-group.

The group is considering the following three options as the local indicator.

1. Pressure ulcers – the number of pressure ulcers that are attributable and avoidable
2. Percentage of people, who are terminally ill, who die in a place of their choosing
3. Duty of candour - The number of times we meet duty of candour 'stage one' requirements, i.e. where moderate or severe harm has occurred we give a verbal apology within 10 working days.

The Members Council meeting will be made aware of the selection in advance of the meeting on 31 January 2020.

We are in the process of agreeing dates with Deloitte to test this data.



Members' Council annual work programme 2020/2021

Agenda item/issue	31 Jan 2020	1 May 2020	31 Jul 2020	30 Oct 2020	29 Jan 2021
<b>Standing items</b>					
Declaration of interests	x	x	x	x	x
Minutes and matters arising	x	x	x	x	x
Chair's and Chief Executive's report and feedback from Trust Board	x	x	x	x	x
Governor engagement feedback	x	x	x	x	x
Integrated performance report	x	x	x	x	x
<b>Trust Board appointments</b>					
Appointment/Re-appointment of Non-Executive Directors <i>(if required)</i>	x	x	x	x	x
Ratification of Executive Director appointments <i>(if required)</i>	x	x	x	x	x
Review of Chair and Non-Executive Directors' remuneration (process and timescales)			x		
<b>Annual items</b>					
Evaluation / Development session (to be confirmed for 2020)*					
Local indicator for Quality Accounts	x				x
Annual report unannounced/planned visits		x			
Care Quality Commission (CQC) action plan		x			
Private patient income (against £1 million threshold)		x			
Annual report and accounts			x		
Quality report and external assurance			x		
Customer services annual report			x		
Serious incidents annual report			x		
Strategic meeting with Trust Board				x	

<b>Agenda item/issue</b>	<b>31 Jan 2020</b>	<b>1 May 2020</b>	<b>31 Jul 2020</b>	<b>30 Oct 2020</b>	<b>29 Jan 2021</b>
Trust annual plans and budgets, including analysis of cost improvements				x	
<b>Members' Council Business</b>					
Members' Council elections	x	x			x
Chair's appraisal	x			x	x
Review and approval of Trust Constitution	x	x			x
Consultation / review of Audit Committee terms of reference		x			
Members' Council Co-ordination Group annual report		x			
Members' Council Quality Group annual report		x			
Appointment of Lead Governor		x			
Appointment of Trust's external auditors		x			
Review and approval of Membership Strategy		x			
Holding Non-Executive Directors to account			x		
Review of Members' Council objectives				x	
Members' Council meeting dates and annual work programme				x	
<b>Other items</b>					
Priority programme update		x		x	
Other agenda items to be discussed and agreed at Co-ordination Group meetings to ensure relevant and topical items are included.	x	x	x	x	x

\* Agreed to defer to 2021