

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

Present:	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
	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
In attendance:	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
Apologies:	<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)	Public – Kirklees
	Paul Williams (PW)	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 Barkworth (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:

A handwritten signature in black ink, appearing to be 'A.M.', written over a horizontal line.

Date: 31 January 2020