

Minutes of the Members' Council meeting held on 1 May 2020
Meeting Held Virtually via Skype

Present:	Angela Monaghan (AM)	Chair
	Marios Adamou (MA)	Staff – Medicine and Pharmacy
	Kate Amaral (KA)	Public – Wakefield
	Bill Barkworth (BB)	Public – Barnsley
	Evelyn Beckley (EB)	Appointed – Staff side organisations
	Bob Clayden (BC)	Public – Wakefield
	Jackie Craven (JC)	Public – Wakefield
	Adrian Deakin (AD)	Staff – Nursing (left at 13:00)
	Dylan Degman (DD)	Public – Wakefield
	Lisa Hogarth (LHo)	Staff – Allied Healthcare Professionals
	Tony Jackson (TJ)	Staff – Non-Clinical Support Services
	Adam Jhugroo (AJ)	Public – Calderdale
	Trevor Lake (TL)	Appointed – Barnsley Hospital NHS Foundation Trust
	John Laville (JL)	Public – Kirklees
	Cllr Ros Lund	Appointed – Wakefield Council
	Tom Sheard (TS)	Public – Barnsley
	Phil Shire (PS)	Public – Calderdale
	Keith Stuart-Clarke (KSC)	Public – Barnsley
	Debs Teale (DT)	Staff – Nursing Support
	Tony Wilkinson (TW)	Public – Calderdale
In attendance:	Mark Brooks (MB)	Director of Finance & Resources
	Laurence Campbell (LC)	Non-Executive Director
	Alan Davies (AGD)	Director of Human Resources, Organisational Development & Estates
	Charlotte Dyson (CD)	Deputy Chair / Senior Independent Director
	Carol Harris (CH)	Director of Operations
	Kate Quail (KQ)	Non-Executive Director
	Rob Webster (RW)	Chief Executive
	Laura Arnold (LA)	Administrative Support (observer)
	Andy Lister (AL)	Lead Serious Incident Investigator and Company secretary designate (author)
	Lucy Auld (LAu)	Personal Assistant (paper presentation)
	Jane Wilson (JW)	Personal Assistant (observer)
Apologies:	<u>Members' Council</u>	
	Cllr Bill Armer (BA)	Appointed – Kirklees Council
	Paul Batty (PB)	Staff - Social care staff working in integrated teams
	Daz Dooler (DD)	Public – Wakefield
	Carol Irving (CI)	Public – Kirklees
	Ruth Mason (RM)	Appointed – Calderdale and Huddersfield NHS Foundation Trust
	Debbie Newton (DN)	Appointed – Mid Yorkshire Hospitals NHS Foundation Trust
	Cllr Chris Pillai (CP)	Appointed – Calderdale Council
	Jeremy Smith (JS)	Public – Kirklees
	Cllr Nicola Sumner (NS)	Appointed – Barnsley Council
	Barry Tolchard (BT)	Appointed – University of Huddersfield

Attendees

Tim Breedon (TB)	Director of Nursing & Quality / Deputy Chief Executive
Chris Jones (CJ)	Non-Executive Director
Sam Young (SYo)	Non-Executive Director
Erfana Mahmood (EM)	Non-Executive Director
Sean Rayner (SR)	Director of Provider Development
Subha Thiyagesh (SThi)	Medical Director
Salma Yasmeen (SYa)	Director of Strategy

MC/20/14 Welcome, introductions and apologies (agenda item 1)

The Chair, Angela Monaghan (AM) welcomed everyone to the meeting, in particular new governors Tony Wilkinson (TW), Tony Jackson (TJ) and Dylan Degman (DD) who had recently been elected. AM ran through the logistics of how the meeting would be run due to it being conducted remotely through Skype.

Some members reported difficulty in joining the meeting via Skype and had dialled into the meeting by telephone instead. AM gave options to those dialling in as to how best to alert her if they had a question or matter to raise.

The attendance list was double checked due to the complications with the Skype facility.

It was noted that, in response to Covid-19 (Coronavirus), the Trust Chair has taken the decision to suspend non-urgent and non-essential business in line with national guidance and decisions taken through the Trust emergency planning structures.

AM informed the Members' Council that the Chief Executive Rob Webster (RW) would be attending the meeting from around 12:15 due to being on an urgent national conference call.

Apologies were noted as above.

AM explained the logistics of how members would be asked to step out of the meeting at appropriate times due to conflicts of interest and reconnect when contacted by Laura Arnold (LA).

AM stated that for item 5.2 John Laville (JL), Tony Wilkinson (TW) and Bill Barkworth (BB) would need to leave the meeting.

For item 5.3 Keith Stuart-Clarke (KSC) and Dylan Degman (DD) may need to step out of the meeting but AM would ask council members first if this was necessary.

For items 6.1, 6.2 and 6.3 all Non-Executive Directors (including AM) would need to leave the meeting.

MC/20/15 Declaration of Interests (agenda item 2)

All governors of Members' Council have signed a Code of Conduct for Governors on commencement.

The following declarations of interest for 2020/21 have been made by the Members' Council. *Where no return has been received by the Trust, the current entry on the Register has been included in italics*

Current governors (2020/21)

Name	Declaration
ADAMO, Marios	Director, Marios Adamou Ltd.
Staff elected – Medicine and Pharmacy	Board member, UKAAN.

Name	Declaration
	Secondary Care Doctor member, NHS Northumberland Clinical Commissioning Group (CCG).
AMARAL, Kate Publicly elected – Wakefield	No interests declared.
ARMER, Bill Appointed – Kirklees Council	No interests declared.
BARKWORTH, Bill Publicly elected – Barnsley	Director, Barkworth Associates Limited. Senior Associate with Campbell Tickell, a management consultancy partnership specialising in social housing. The partnership does not work with the NHS but may do so at some stage in the future.
BATTY, Paul Staff elected – Social care staff working in integrated teams	No interests declared.
BECKLEY, Evelyn Appointed – Staff side organisations	No interests declared.
CLAYDEN, Bob Publicly elected – Wakefield	Chair, Portobello Community Craft and Camera Group. Occasionally contracted for sessions as freelance artist by Next Generation Artzone. As a freelance artist, may be employed by groups funded or partially funded by the Trust. Member of West Yorkshire & Harrogate Cancer Alliance Community Panel.
CRAVEN, Jackie Publicly elected – Wakefield	Board member, Young Lives Consortium, Wakefield. Member, Alzheimer’s Society. Member, Versus Arthritis. Member, Dementia UK. Volunteer, HealthWatch, Wakefield. Volunteer Ambassador, Dementia UK. Parish Councillor, Crigglestone Parish Council. Trustee, Crigglestone Village Institute. Trustee, Hall Green Community Centre. Trustee, 45 Durkar Scouts. Trustee, Worrills Almshouses.
CROSSLEY, Andrew Publicly elected – Barnsley (to 30 April 2020)	Shareholder (non-controlling), Liaison Financial Services. Volunteer, Victim Support, Wakefield. Placement Counsellor, Mind, Barnsley & Rotherham
<i>DEAKIN, Adrian</i> <i>Staff elected – Nursing</i>	<i>No interests declared.</i>
DEGMAN, Dylan Publicly elected – Wakefield (from 1 May 2020)	No interests declared.
DOOLER, Daz	<i>Chair, S.M.a.S.H Society.</i>

Name	Declaration
<i>Publicly elected – Wakefield</i>	<i>Seconded position through Nova, Live Well Wakefield Team, South West Yorkshire Partnership NHS Foundation Trust.</i>
HARRISON, Lin Staff elected – Psychological therapies (to 30 April 2020)	Fulltime secondment as Suicide Prevention Project Manager for West Yorkshire and Harrogate Health and Care Partnership (WYHHCP). Member of the Labour party. Volunteer Co-ordinator for sub area of Crookes Mutual Aid Group (COVID-19 Community Support) I commission services for the ICS as Suicide Prevention Project Manager, for example the West Yorkshire and Harrogate Suicide Bereavement Service fulfilled by Leeds Mind. My wife is a Commissioning Manager for Sheffield CCG.
HASNIE, Nasim Publicly elected – Kirklees (to 30 April 2020)	Trustee of Voluntary Action Kirklees.
HOGARTH, Lisa Staff elected – Allied Healthcare Professionals	Member governor, Salendine Nook High School Huddersfield. Member of the Labour Party.
IRVING, Carol Publicly elected – Kirklees	Volunteer Ambassador, Dementia UK.
JACKSON, Tony Staff elected – Non-clinical support services (from 1 May 2020)	No interests declared.
JHUGROO, Adam Publicly elected – Calderdale	Primary Care Diabetes Team, NAPP Pharmaceuticals. Daughter, Student Nurse / Staff Bank, South West Yorkshire Partnership NHS Foundation Trust Currently in the process of joining of Cygnet Healthcare as a Bank Registered Mental Health Nurse. Full time employment NAPP Pharmaceuticals, currently working in Specialist Drive Primary Care in Diabetes. Recently joined NHS Professionals as a Registered Mental Health Nurse in relation to the Coronavirus outbreak.
LAKE, Trevor Appointed – Barnsley Hospital NHS Foundation Trust	Chair, Barnsley Hospital NHS Foundation Trust. Chair, Joint Independent Audit and Ethic Committee, West Yorkshire Police and Crime Commissioners and West Yorkshire Police Force. Director, Six Degrees Consultancy (non NHS work). Chair, Trustees of Barnsley Hospital Charity.
LAVILLE, John Publicly elected – Kirklees	Director and Shareholder, EMS (Hartshead) Ltd (dormant company). Member / Carer Representative, Kirklees Mental Health Partnership Board.

Name	Declaration
	Trustee and Chair, Popplewell Charity. Patient Representative North Kirklees Primary Care Commissioning Committee
LUND, Ros Appointed – Wakefield Council	Wakefield MDC: Deputy Cabinet Member, Adults and Health Member of The Labour Party
MASON, Ruth Appointed – Calderdale and Huddersfield NHS Foundation Trust	Member, Board of Directors, ‘Mind the Gap’ theatre company, Bradford, which employs actors with a learning disability.
MINOCHA, Devika Publicly elected – Wakefield (to 30 April 2020)	No interests declared.
NEWTON, Debbie Appointed – Mid Yorkshire Hospitals NHS Trust	Director of Community Services, Mid Yorkshire Hospitals NHS Trust.
<i>PILLAI, Chris</i> <i>Appointed – Calderdale Council</i>	<i>Independent Hospital Manager.</i>
SHEARD, Tom Publicly elected – Barnsley (from 1 May 2020)	Director and Company Secretary of Barnsley TUC Training Ltd. Member of ‘Monk Bretton Cares’ a voluntary group who organise and provide a Dementia Café in Monk Bretton once per week. This is in conjunction with BIADS Barnsley Dementia Support. Member and Chair of Patient Group at White Rose Medical Practice.
SHIRE, Phil Publicly elected – Calderdale	Director, Greenroyd Bowling Club Limited.
SMITH, Jeremy Publicly elected – Kirklees	Director, Predictlaw Ltd.
STUART-CLARKE, Keith Publicly elected – Barnsley	Volunteer with West Yorkshire and Harrogate NHS trust CCG, in the post with their reduction of suicide project which is based at White Rose House, Wakefield.
<i>SUMNER, Nicola</i> <i>Appointed – Barnsley Council</i>	<i>No interest declared.</i>
TEALE, Debs Staff elected – Nursing support	No interests declared.
TOLCHARD, Professor Barry Appointed – University of Huddersfield	No interests declared.
WILKINSON, Tony Publicly elected – Calderdale (from 1 May 2020)	Trustee Board member Healthwatch Kirklees

Past governors (who left in 2019/20)

Name	Declaration
ALEXANDER, Neil Publicly elected – Calderdale	No interests declared.

Name	Declaration
WILLIAMS, Paul Publicly elected – Rest of Yorkshire & the Humber	No interests declared.

No questions or comments were raised in relation to any of the declarations made.

It was RESOLVED to NOTE the individual declarations from governors and CONFIRM the changes to the Register of Interests.

MC/20/16 Minutes and actions of previous meetings held on 31 January 2020 (agenda item 3)

AM asked for any corrections or amendments to the minutes. No amendments or corrections were noted.

It was RESOLVED to APPROVE the minutes of the Members' Council meeting held on 31 January 2020 as a true and accurate record.

AM pointed out that some of the action points had been deferred due to the Covid-19 pandemic and this had been done to reduce the burden on the executive team.

Actions under reference MC/20/03 were amended on this basis as follows:

- PLACE inspection reports – timescale deferred due to Covid-19
- Quality monitoring visits, proposal for raising and addressing issues raised by governors – response deferred to July 2020 due to Covid-19
- Quality monitoring visits, process – this will be reviewed at the next Members' Council Quality Group meeting (May meeting deferred to align with the timescale for production of the Quality Account).

AM confirmed that all entries that followed in the action log, highlighted in blue, were complete.

AM stated that action MC/20/09 had been deferred due to Covid-19.

Bob Clayden (BC) asked about this action and the use of recording devices for meetings. He had noticed that one of the meetings earlier this week had been recorded and asked if today's meeting was being recorded.

Andy Lister (AL) and LA confirmed the meeting was not being recorded.

AM stated that when meetings were going to be recorded it would be made clear at the outset of the meeting.

Action: Angela Monaghan / Andy Lister

AM further stated that item reference MC/20/10 would be dealt with by the Members' Council Quality Group at their next meeting.

No further matters were raised.

MC/20/17 Chair's/Chief Executive's Update (agenda item 4)

AM noted that yesterday had been the last day of Jackie Craven's (JC) term of office as lead governor. AM reported JC had completed two terms as a governor and had done a fantastic job and wanted to acknowledge and thank JC for her service as lead governor.

AM was pleased to announce that JC had been re-elected as a governor for the Wakefield area and so would continue to work with the Trust for another three years.

AM described JC as committed, hardworking and caring and highlighted that JC had attended every monthly welcome event held by the Trust, as a volunteer table host, and this demonstrated her level of commitment.

AM advised a certificate of thanks was being sent to JC to pay tribute to her and all the hard work she had done for the Trust as Lead Governor.

AM also wanted to acknowledge and thank governors who had recently retired including Andrew Crossley, Nasim Hasnie, Devika Minocha and Lin Harrison.

AM reported there had been a question and answer (Q&A) session for governors on Tuesday 28 April 2020 following the Trust Board meeting and thanked those that had been able to join and apologised to those who hadn't been able to join due to technical difficulties.

AM confirmed that the notes from the Governors Q&A session had now been sent out. She asked members to inform her of any issues the Trust could assist with in preparation for the next session.

AM informed members that the intention was to hold another Q&A session after the next Trust Board in May.

AM advised that the Trust Board meeting had been held on Tuesday 28th April (Business and Risk) and the papers were available on the Trust website for those that hadn't been able to attend. AM advised that seven members of the public had successfully dialled into the meeting, including five governors.

AM updated that the majority of the Trust Board meeting had been held in public and only one risk had been discussed in private due to commercial confidentiality.

The private meeting had also received an update on current serious incident investigations, business developments in our Integrated Care Systems (ICS) including the focus around the Covid-19 response, and an update on our block contracts for 2020/21, which had been discussed in private due to commercial confidentiality.

RW reported that all governors had been receiving the Trust's daily updates about developments in respect of Covid-19.

RW updated that the monthly Brief took place yesterday through the Extended Management Team meeting, which reported that the Trust was in a good position in respect of people, planning and finances, and that this would be shared with governors in due course.

RW reported that, due to the national emergency, the Trust is currently operating through a command and control structure including Bronze, Silver and Gold groups. This structure has allowed the Trust to manage well in response to the impact of Covid-19.

With regard to staffing, we had seen a reduction from 10% to 6% of staff having to self-isolate due to being shielded or themselves/ members of their household being symptomatic. Around 50% of those self-isolating were actually still working at home due to the provision of appropriate technology.

The Trust has a good wellbeing offer for staff, helping people to stay at work. Services have been maintained and community physical services offered by the Trust have been enhanced. Inpatient services have been able to continue at full capacity.

There has not been an increase in Datix incidents and the Trust has been able to maintain its focus on quality and safety. The Trust has improved its surveillance techniques to continue to monitor this going forward.

RW reported a drop in the number of complaints received by the Trust but commented that there may be an increase in complaints again once things started to return to “normal” or when the consequences of changes to services was felt by more people.

Service levels have been maintained in the areas of safeguarding, child and adolescent mental health services (CAMHS) and psychological therapies, although we had seen a drop in the number of referrals to these areas. .

The financial year 2019/20 had ended with a small surplus resulting in a bonus for the Trust of £900,000 and a total surplus before provider sustainability funding [PSF] of £1 million. There was also a £1.6 million PSF bonus now available to spend on the Trust estate and capital.

There have been recurring themes about testing for Covid-19 and the Trust had enhanced and cleared the backlog of staff that required testing. The statistics were that fewer than 1 in 4 staff tested have proved positive for Covid-19.

There had been a lot of coverage in the press in respect of the lack of Personal Protective Equipment (PPE) and problems with PPE. RW confirmed that the Trust had no problems with PPE and this has not been an issue. The Trust had provided mutual aid to partners during this period.

The Infection, Prevention and Control (IPC) team had been issuing guidance in relation to PPE and its use and had been doing an excellent job.

The impact on Trust staff is acknowledged and the wellbeing offer is substantial and being reinforced every day. The Trust was trying to make sure leaders and managers were being compassionate and kind at all times. The Trust was ensuring staff knew to use Freedom to Speak Up Guardians where there was a need.

In recent days the Trust had acknowledged the disproportionate impact of Covid-19 on Black, Asian and Minority Ethnic (BAME) groups. RW had written to all BAME staff and encouraged them to hold discussions with their line managers based on a four step plan. There had been really positive feedback to this and it was felt to be allaying staff anxieties.

RW reported that, as a Trust, we have responded exceptionally well and were actively engaging with both ICSs in West and South Yorkshire, including collaboration on PPE, testing, finance and reporting.

RW advised there had been a downturn in the number of people dying in hospital and critical care beds that were Covid-19 positive but went on to say that deaths in care homes had only just started being counted and these now accounted for a quarter of all Covid-19 related deaths.

NHS England were now looking towards the second phase. As things were becoming more stable in hospitals and in terms of governance, we need to focus on how care homes and communities are being supported and recognise that the pandemic is not over yet.

NHS England were now looking at reintroducing treatment for cancer patients and those requiring urgent surgery. The Trust were being asked for support with testing and psychological support for staff in all settings.

RW reported that in summary the Trust was doing well locally and engaging well with processes regionally and nationally.

BC thanked RW for his daily updates stating they had been very interesting and helped him understand the situation. It had also been good to remind staff about the £6 tax rebate a week for working from home.

AM thanked BC for his comments and reported there were more updates on the West Yorkshire & Harrogate ICS in Rob's weekly blogs on the ICS website, and also in the Brief.

RW stated the daily updates had been a really positive step and were a real team effort. They reflected well on the command structure and dedication of the teams.

John Laville (JL) asked about the longer term effect on people's mental health and how as a Trust were we preparing for an increase in demand?

RW advised that national groups were looking at a "recovery and restoration" phase but RW felt this was in danger of suggesting a return to "how we used to do things", which wasn't always as good as it could be, so the Trust was working on retaining what was good from "how we are doing things now" and as such was being pro-active and looking at the future. He preferred the language of "stabilisation and reset".

Debs Teale (DT) asked if there was any way that governors could become involved in this process? RW responded that he would be very happy for governors to be involved and that Salma Yasmeen (SY) was looking to involve as many public viewpoints as possible.

Action: Salma Yasmeen

JC stated she had enjoyed reading RW's daily updates but her main concern was that as well as helping with adults, was the Trust also looking at young adults and children in respect of the mental health impact of Covid-19?

RW responded that the Trust was providing mental health services across all ages and targeting younger groups through the use of CAMHS services and campaigns in social media. For the really young the Trust had speech and language therapy teams doing excellent work around their YouTube channel and parent-pointing services to help with speech, language and communication needs.

Child and Adolescent Mental Health Services (CAMHS) had a response into accident and emergency (A&E) units at the moment. Currently, in an emergency, patients would get a response from CAMHS as well as a member of the Psychiatric Liaison Team.

Keith Stuart-Clarke (KSC) thanked RW for involving governors and stated the updates were clear and concise. KSC expressed he would like to be involved in new groups looking into this area because as a single person he would like to be able to reflect how isolation has impacted on him. KSC also wished to thank the Trust for his recent nomination to the quality group.

Marios Adamou (MA) asked RW to explain what was being done about the impact of Covid-19 on staff?

RW advised that staff always had a good Occupational Health offer which has now been enhanced to seven days a week for psychological support. In addition, there is five-day pastoral and faith-based support and a seven day HR helpline.

As Covid-19 had progressed some national support had also become available for psychological help. As the pandemic progressed Alan Davis' (AGD) team brought together a hub so that staff had helplines, help for their physical wellbeing and things such as access to food. The latter started with all staff in inpatients being given a hot meal, when the supermarkets were most stressed. This was then enhancing with a weekly cold snack box for community staff. From next week, all staff would be able to access a free meal once a week at Kendray and Fieldhead.

Line managers had been given support on coaching and mentoring and daily check-in through the Human Resources team with Operational Management Group input.

DT shared her experience in relation to the staff wellbeing service. She stated that, as an ex-service user, she would speak up if the service wasn't achieving expectations. DT informed members that coronavirus had impacted on her own mental health.

DT stated the Staff Wellbeing Service had been really, really good. It had been very supportive with links, ideas and tips and DT reported she was now feeling well and had only required one session.

DT said the service had suggested she might want to work for them. DT had been making suggestions to RW about how to make things more accessible due to her perspective on services.

DT reported her line manager had been fantastic. DT had felt supported and it had really helped her get back to where she was before. DT stated not all people are fortunate to have access to such a service and as a Trust we needed to be mindful of what might come next.

AM thanked DT for her comments and being so open.

Carol Harris (CH) asked to echo what RW and DT had said. Providing this service was not always straight forward and communication was sometimes hard. CH reported that questions at a service level were getting dealt with very quickly. Bronze to Silver command, got the clarity and support back to the staff quickly to allow them to do their jobs.

It was RESOLVED to NOTE the Chair and Chief Executive's remarks.

MC/20/18 Members' Council Business Items (agenda item 5)

AM noted that the Members' Council business items agenda had been stripped back to essential items, due to Covid-19.

MC/20/18a Members' Council Elections (agenda item 5.1)

AM advised that the Members' Council was being asked to receive the update and hopefully members had had a chance to read this.

AM reported there had been four nominations for two seats in Barnsley, one nomination for one seat in Calderdale, no nominations for three seats in Kirklees and six nominations for two seats in Wakefield.

As a result two governors had been elected uncontested; Tony Wilkinson (TW) for Calderdale, and Tony Jackson (TJ) for non-clinical support staff.

Following voting, Bill Barkworth (BB) had been re-elected and Tom Sheard (TS) newly elected for Barnsley.

Jackie Craven had been re-elected and Dylan Degman (DD) newly elected for Wakefield.

AM noted that, since the start of the election, Paul Williams (PW), the publicly elected Rest of Yorkshire and Humber governor, had moved out of the constituency and was therefore no longer eligible to be a member and governor of the Trust. This meant that there were now five vacancies on the Members' Council.

AM advised there would be a further election later in the year after Covid-19 next steps had been established. A further update would be provided at the next Members' Council meeting in July.

Action: Andy Lister / Aimee Willett

It was RESOLVED to RECEIVE the results of the Members' Council elections

MC/20/18b Appointment of Lead Governor and Deputy Lead Governor (agenda item 5.2)

At the start of this item AM requested that JL, TW and BB leave the meeting due to a conflict of interest in the matters to be discussed.

AM advised for this item we were asking Members' Council to consider and the recommendations from the Nominations' Committee for a lead governor and deputy lead governor. AM reported this was the first time a deputy lead governor had been appointed.

AM stated members had received the papers and then summarised the appointment process.

The recommendations were JL for lead governor, and BB for deputy lead governor. AM informed members the recommendation for appointments was for three years from 1 May 2020 so that the posts fell in line with appointments to other Members' Council groups.

The Nominations' Committee members were AM, JC, Nasim Hasnie (NH), MA, Ruth Mason (RM).

Phil Shire (PS) commented that the governors did not know anything about the candidates as the Nominations' Committee had considered the decision for governors. PS stated it would have been useful to have understood the rationale behind the recommendations that had been made.

AM advised it was fine for the Nominations' Committee members to explain their decisions.

MA explained that he was part of the Nominations' Committee and the process started with an expression of interest from governors. There was then an interview and a robust discussion that followed about suitability, fitness for the role and all decisions were fully supported by the committee as a group.

Each candidate had a statement and statements could be shared with the Members' Council as to why each candidate wanted to take on the role.

The Nominations' Committee thought all candidates would have been fine in the roles. It was noted that TW had very recently been re-elected to the Members' Council but had been governor before.

JL and BB had both been in place as governors for a longer period of time and had given positive statements to the committee, which were well received. AM advised that candidates would be asked for permission to share their statements with the Members' Council.

Action: Andy Lister / Aimee Willett

PS said he assumed TW hadn't been selected as he had only recently returned to the Members' Council but agreed it would be good to see candidate statements, to support the decisions that had been made by the Nominations' Committee.

The Members' Council agreed that John Laville was to be elected as lead governor and Bill Barkworth as deputy lead governor.

JL, TW and BB were then invited back into the meeting.

It was RESOLVED to APPROVE the recommendations from the Nominations' Committee of John Laville as Lead Governor and Bill Barkworth as Deputy Lead Governor from 1 May 2020 for a period of 3 years, or until they step down as governors, whichever is the shorter.

MC/20/18c Agreement of governor membership for Nominations Committee and Members' Council Quality Group (agenda item 5.3)

AM stated the next item was to consider and agree the appointment of two new members to Members' Council groups. The two governors involved were Dylan Degman (DD) and Keith Stuart-Clarke (KSC).

AM suggested that DD and KSC did not need to leave as, under the appointment process, their appointment was automatic and would not require discussion, but checked with council members first who agreed the proposal.

AM confirmed that all members were content with the recommendations that KSC join the quality group as the publicly elected governor for Barnsley, and DD join the Nominations' Committee as the publicly elected governor.

AM confirmed that the Nominations' Committee would now include JL and BB as newly appointed lead and deputy lead governors, and that they would be invited to future Nominations' Committee meetings. AM noted that there were no nominations for a governor representative at the Trust Board Equality and Inclusion Committee.

Governors would be invited to self-nominate again for any remaining vacancies on groups and committees.

Action: Aimee Willett / Laura Arnold

It was RESOLVED to AGREE the recommendation of Keith Stuart-Clarke as Barnsley representative on the Members' Council Quality Group and Dylan Degman as public governor on the Nominations' Committee.

MC/20/18d Annual Reports (agenda item 5.4)

AM asked members if there was anything they wished to raise. She reiterated that JC as lead governor had been part of the Co-ordination Group and Quality Group up to now and JL would be taking over and invited to the future meetings.

Action: Aimee Willett / Laura Arnold

No comments or questions were raised by the Members' Council.

It was RESOLVED to RECEIVE the annual reports for 2019/20

MC/20/18e Members' Council Co-ordination Group (agenda item 5.4.1)

AM asked members if there was anything anybody wished to raise.

PS stated he was unclear on what the ongoing development programme was for governors and what it involved.

AM responded that the ongoing development plan for the Members' Council is overseen by the Members' Council Co-ordination Group and covers the development of both the Members' Council as a whole and individual governors. In 2019/20, the development opportunities made available had included the -one-day training sessions on 'Core Skills for Governors' and 'Accountability', both run by NHS Providers Governwell team, which we commissioned in partnership with Leeds & York Partnership Trust and Bradford District Care Trust. We also offered internal development sessions on 'Holding Non-Executive Directors to Account' delivered by appointed governor Ruth Mason, 'Understanding NHS Finance' delivered by Director of Finance and Resources, Mark Brooks, 'Social Prescribing' delivered by staff governor Debs Teale,; and training for governors on conducting PLACE inspections in the Trust. There had also been opportunities offered by outside organisations, which we had shared with governors as appropriate. We plan to run offer similar training and development opportunities this year, when we are able to do so.

We also send one or two governors, usually the Lead Governor, to the annual Governwell national conference for governors, which takes place in London in July. It is expected this will be deferred/postponed this year due to Covid-19.

In addition, AM has 1:1 induction meetings with newly appointed governors, and annual reviews with all governors, which include discussion on any individual development needs. These are recorded and added to the development plan as appropriate. For example, there will be training for new governors appointed to the Nominations' Committee on recruitment and selection.

NHS Providers Governwell training is good but is costly, which is why we have partnered with other Trusts in West Yorkshire to commission bespoke sessions. We are hoping to do this again in 2020/21, after the Covid-19 emergency.

The Members' Council development plan is reviewed regularly, and is informed by the governor survey and Members' Council review, which used to take place annually but is now biennial. We will repeat this in 2020/21.

PS thanked AM for the update. There were no further questions.

It was RESOLVED to APPROVE the updated Terms of Reference

MC/20/18f Members' Council Quality Group (agenda item 5.4.2)

There were no queries in relation to this item.

It was RESOLVED to APPROVE the revised Terms of Reference

MC/20/18g Appointment of external auditor (agenda item 5.5)

AM identified that there had not been a paper circulated in relation to this item but the Members' Council would now receive a verbal update from Mark Brooks (MB).

MB reported it was the responsibility of the Members' Council to invite external auditors to carry out the work.

MB stated the process had commenced with the invitation to tender having been sent out. MB reported that the tender had been fairly prescriptive as to what the Trust wanted. A provisional response had been requested for the 15th May.

Presentations would be seen from those shortlisted and there would be an aim to propose a recommendation for Members' Council in July.

Action: Mark Brooks

MB noted that there had been low levels of response lately from audit firms to other NHS trusts going out to tender and therefore there might not be a huge response.

DD asked if there was a redundancy in place.

MB explained this was not an "employed" role and as such there was no redundancy requirement. MB said the Trust would need a contingency plan for the situation if no bids were received. He also noted the Trust is not under a duty to change the contractor but is under a duty to go out to tender.

BC asked if the Trust should extend the opportunity to respond given the current situation with Covid-19.

MB clarified that due to Covid-19, contractors had been given eight weeks to respond not three.

MB reported that BB was representing the governors on the group managing the tender process, along with Chris Jones (CJ), Laurence Campbell (LC) and MB.

Once tenders are returned, they will be evaluated with invitations sent out for a presentation event, which will need to be conducted virtually.

It was RESOLVED to RECEIVE the update regarding the process around the appointment of the external auditor.

MC/20/19 Trust Board Appointments (agenda item 6)

AM invited JL and BB, now they had been appointed into their respective roles as Lead Governor and Deputy Lead Governor, to say a few words.

JL stated he wished to reiterate AM's thanks to JC and it was good news that JC was continuing as governor. JL stated he was delighted his nomination had been accepted and wanted to assure the Members' Council that he would do his best to carry out his duties in the best way possible.

JL was delighted for BB and thought they would work well together, and that they had complementary skills.

JL would like to meet everybody as soon as possible. While lockdown continued he would be asking if people can give him e-mail addresses so conversations can continue. JL was keen to understand from Governors what they saw as their role so that he can gain a common perspective.

Action: Aimee Willett / Laura Arnold

JL stated it was an eclectic group but a very skilled group and he saw his role as lead governor to coordinate those skills. There were some areas of business that were ok and some areas that could be better. JL identified that there were lots of inactive members that needed activating. JL stated he would seek to achieve the Members' Councils expectations and exceed them.

BB stated he wished to endorse what JL had said. He stated that they would be calling upon JC's wisdom on matters in the future. BB said he wanted to focus on membership and the membership strategy. He had been shocked at the low voting numbers.

BB reported we have a successful trust that is well valued and well delivered through great staff and volunteers and so queried why members aren't connecting with it more. BB stated that the silver lining in Covid-19 was the massive love and appreciation that had been shown for the NHS, which he felt gave the Members' Council a unique opportunity to work on membership.

BB thanked the Members' Council for accepting his nomination.

AM and all NEDs then left the meeting.

JL advised members on the context of the decisions that the Members' Council were being asked to make.

He reported that the governors wouldn't normally be looking at two extensions and one reappointment but due to Covid-19 this was the situation that had presented itself. The Trust would normally be looking at new appointments but this was not a normal situation and two extensions were a reaction to current times.

JL stated it was vital to have continuity in the Trust Board at this time and it needed the right set of skills. It was not sensible for people to be leaving the board at this time.

MC/20/19a Extension of Non-Executive Director – Laurence Campbell (Agenda item 6.1)

JL explained the matter to be agreed was to extend LC's term to November 2020 at his current level of remuneration.

It has been due to end on 31st May and LC had not been looking to seek re-appointment. The Trust was looking to recruit into the position and interviews were set up but had to be postponed.

Four candidates had been shortlisted and were on hold and happy to be interviewed virtually. The target was to have the appointment by the end of June and bring it to the Members' Council by the end of July.

Action: Andy Lister / Aimee Willett

It was judicious to extend the term for six months but as referenced in point 6 of the paper LC's activity may be restricted from 20 September 2020 onwards.

JL pointed out that point 9 of the paper referenced an additional payment for £5000 as audit committee chair and this would be paid pro rata to the time in post.

Trevor Lake (TL) asked if it was right that the Trust was going to continue with the appointment process?

JL confirmed that in July's meeting it was possible there would be a new appointment in which case LC would then step down after a short handover

AGD provided an update and stated that the Trust had kept in contact with the four candidates and were happy to continue with a remote process.

It was difficult to coordinate the stakeholder groups section of the process and the facilitating of that but a good solution had now been found. All four candidates were able to participate in the process remotely and interviews were to take place at the beginning of June for July's Members' Council.

AGD reported that the process felt to be on track at this time.

It was RESOLVED to SUPPORT the recommendation from the nominations committee to extend Laurence Campbell's term to November 2020.

MC/20/19b Extension of Deputy Chair / Senior Independent Director – Charlotte Dyson (Agenda item 6.2)

JL pointed out that there a typing error in the paper for this item that read January 2020 when it should be **January 2021**.

The item was the request to extend the term of the deputy chair and senior independent director for six months to 31st January 2021 with the same level of remuneration.

JL reiterated the logic for this item was the same as it had been for the previous one.

JL clarified that it was not CD's term that was in question as her term ran through to 30th April 2021, the extension was for CD's role as deputy chair/senior independent director.

JL reported that the senior independent director had to be drawn from the NEDs but couldn't be the audit committee chair as well and so until LC's replacement was found it was impossible to look at who will be SID hence the request for an extension. CD's remuneration and supplement was to remain unchanged.

TL stated he was really happy to support this. He commented that it was not unusual for chairs of audit committees to be SIDs in his experience but respected the arrangements within the Trust.

AGD stated that the Trust had always adopted this position that the roles should be separate. AGD stated he wasn't sure if this was in the constitution.

TL stated he was happy with this and was just making the point that it was not a legal requirement.

PS asked if the role of deputy chair was an open process where only existing NEDs could apply?

AGD stated the position was opened up for anyone who was a NED to apply for. People put in an expression of interest and what they could offer for the application process.

PS queried if the Trust were therefore waiting for a full NED compliment before this process commenced

AGD confirmed that once all NEDs were in place the matter would be progressed. A progress update will be provided at the Members' Council meeting in July.

Action: Andy Lister / Aimee Willett

It was RESOLVED to SUPPORT the recommendation from the nominations committee to extend CD's term for a period of up to six months from 1 August 2020 to 31 January 2021

MC/20/19c Reappointment of Non-Executive Director – Kate Quail (Agenda items 6.3)

JL reported the next item was the re-appointment of KQ as a NED as recommended by nominations committee for a second term.

TL stated he was happy to support this as was BB.

KSC stated he was impressed that people were wanting to carry on in these roles and he thought that should be applauded.

It was RESOLVED to SUPPORT the recommendation from the nominations committee to extend KQ for second term from 1 August 2020 to 31 July 2023.

MC/20/20 Closing remarks, work programme, and future meeting dates (agenda item 7)

AM was brought back into the meeting and reported that anything deferred on the work plan will be picked up later in the year.

JC stated she would like to thank everybody for their kind comments and reported that Covid-19 had made her life very different.

AM reiterated her thanks to JC in her role as lead governor.

AM asked for any comments on the work plan - no comments were made.

AM asked that feedback on the meeting would be sent out electronically, and governors should please let the Trust know if there had been technical issues.

Action: Aimee Willett / Laura Arnold

BC reported that he didn't seem to get the work programme in his pack.

AM stated that, for future reference, Members' Council papers can be accessed in the "About us" section on the Trust website and AM confirmed papers would be sent out to BC.

Action: Aimee Willett / Laura Arnold

It was RESOLVED to RECEIVE the work programme for 2020/21

Members' Council Meetings 2020

The dates for the Members' Council meetings in 2020 held in public were noted as follows:

- 31 July 2020 – 12.30-16.30pm
- 30 October 2020 – 9.30am-14.30pm,

Signed:

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

Date: 31 July 2020