

**COUNCIL OF GOVERNORS' MEETING – PUBLIC SESSION**

Thursday 5<sup>th</sup> November 2015, 3pm

Portland Room, Kettering Conference Centre, Thurston Drive, Kettering, NN15 6PB

**Minutes**

<b>Present</b>	<b>Designation</b>
Sushel Ohri	Deputy Chairman
Joe Sims	Public governor – Kettering & Corby
Brenda McCraith	Public governor – Kettering & Corby
Maureen Shram	Public governor – Kettering & Corby
Michael Darling	Public governor – Daventry & South Northants
Cllr Anthony Bagot-Webb	Public governor – Daventry & South Northants
Gail Sutherland	Public governor – Northampton
Roger Webb	Public governor – Northampton
Des Savage	Public governor – Northampton
Hector Graham	Public governor – Wellingborough & East Northants
Janet Hathaway	Public governor – Wellingborough & East Northants
John Walker	Public governor – Wellingborough & East Northants
Kevin Boyce	Adult Service User governor
Colin Russell	Adult Service User governor
Tony Locock	Adult Service User governor
William Miller	Adult Service User governor
Brian Lawrence	Older Service User governor
Alan Devenish	Carer governor
Dr Nick Mann	Staff governor – Doctors & Dentists
Alex Scott	Staff governor – Registered Nurses
Jacque Gowans	Staff governor – Other Clinical
Cllr Judy Shephard	Partner governor – Northamptonshire County Council (part meeting)
Cllr Rosemary Herring	Partner governor – Borough and District Councils
John Turnbull	Partner governor – University of Northampton

<b>In attendance</b>	<b>Designation</b>
Angela Hillery	Chief Executive (part meeting)
Dominic Hardisty	Deputy Chief Executive
Richard McKendrick	Chief Operating Officer
Moira Ingham	Non-Executive Director
Paul Martin	Deputy Director, Corporate Affairs
Amanda Pleavin	Deputy Director, Transformation and Programme Management (part mtg)
Clare Cooper	Foundation Trust Officer
Tracey Davies	Membership Officer

<b>Minute</b>	<b>Agenda Topic and Discussion</b>
COG15-80	<p><b>1. Chairman's Introduction and welcome</b></p> <p>The Chairman opened the meeting and welcomed all present.</p> <p><u>Apologies for absence</u></p> <p>Apologies were received from:</p>

Paul Bertin	Chairman
Hummad Anwar	Young Service User governor
Dennis Holland	Adult Service User governor
Beverley Sturdgess	Adult Service User governor
Sandra Bemrose	Carer governor
Priscilla Brown	Carer governor
Chris Thurston	Staff governor – Unregistered Nurses
Suzanne Johnson	Staff governor – Non Clinical
DCC Andy Frost	Partner governor – Criminal Justice services
Steven Brooks	Partner governor – Northamptonshire Rights & Equality Council
Liam Condron	Partner governor – Voluntary – Older People

COG15-81	<p><b>2. Declaration of Interests</b></p> <p>There were no Declarations of Interest made.</p>
COG15-82	<p><b>3. Governor Membership Update</b></p> <p>Paul Martin confirmed that Rita Hinde’s term of office had now expired, and she had chosen not to re-stand. The Governors wished to record their thanks to Rita for her hard work over the years she had held the role.</p> <p>There were no further Governor updates to highlight.</p>
COG15-83	<p><b>4. Minutes of previous meeting held on 8<sup>th</sup> September 2015</b></p>
COG15-83a	<p>The minutes of the previous meeting held on 8<sup>th</sup> September 2015 were agreed as a true record of the meeting.</p>
COG15-83b	<p><u>Matters arising from the minutes</u></p> <p>There were no matters arising that were not covered elsewhere on the agenda.</p>
	<p><b><u>For Discussion and Debate</u></b></p>
COG15-84	<p><b>5. Environmental update from Governors</b></p> <p>Rosemary Herring summarised the topics that had been discussed in the Governors’ pre-meet in advance of this meeting, which included:</p>
COG15-84a	<p>1) Governor training and development: the Council discussed the current training and development activity, and the need to ensure all mandatory training is completed</p>
COG15-84b	<p>2) Transformation/Cost Improvement Programmes: the Council noted it had a session on this scheduled for the next day</p>
COG15-84c	<p>3) ErnstYoung (EY)’s Well Led Governance Review of the Trust: the Council gave positive feedback on the session held with EY as part of the Trust’s Well Led Governance Review</p>
COG15-84d	<p>4) NED Invitations: the Council discussed the possibility of inviting NEDs to attend the Governors’ pre-meet sessions.</p>
COG15-85	<p><b>6. Chief Executive’s Report</b></p>

COG15-85a	Dominic Hardisty, Deputy Chief Executive, presented the report, highlighting in particular the Trust's financial position and challenges, an update on the implementation of the CQC inspection report findings, progress on partnership working initiatives, and a range of national developments.
COG15-85b	Performance and governance: Dominic advised the Council that the Trust was confident it would achieve its financial and governance targets for Q3 and Q4.
COG15-85c	<p>CQC routine inspection: Dominic confirmed that the Trust had recently received a follow-up visit from Inspectors in respect of progress being made against the agreed action plan. Of the approx. 200 agreed actions, over 100 had already been completed and signed off, and of the balance, the majority would be completed during November and December 2015. He noted that only two actions were slightly behind but with valid reasons. Dominic continued that a further assurance process had been introduced to include multiple layer Director sign off and external auditors' review of completed actions. He concluded by noting that the Trust would potentially be subject to a re-inspection in due course, however the CQC was currently out to consultation on a new inspection process so this may not be confirmed for some time.</p> <p><b>ACTION: It was agreed that the link to the CQC consultation would be circulated to all Governors</b></p> <p>In response to a question from Kevin Boyce, Dominic confirmed that a further CQC inspection would have an impact on the Trust due to the amount of work required. Tony Locock was concerned that there may be a significant effect on staff morale following the announcement of the "Requires Improvement" rating of the Trust. Dominic and Richard McKendrick confirmed that this was being addressed.</p>
COG15-85d	<p>Partnership arrangements: Dominic advised that a paper on the formation of the Community Interest Company (CIC) was going to the Northamptonshire County Council cabinet meeting the following week. In terms of other partnership arrangements, a number were progressing well, and would be reported in due course. In response to a question from Maureen Shram, Dominic noted that the pace of the required IT integration was always considered as part of such agreements.</p> <p>The Council thanked Dominic for his informative update.</p>
COG15-86	<p><b>7. Reports from Sub Groups – verbal briefings on key issues</b></p> <p>The Council received verbal reports from Sub Group Chairs. Key headlines included:</p>
COG15-86a	<ul style="list-style-type: none"> <li>Finance, Planning &amp; Performance: The group was focusing on understanding the Trust's financial challenge, including agency staff costs, sickness, and transformation programmes.</li> </ul>
COG15-86b	<ul style="list-style-type: none"> <li>Patient Safety &amp; Experience: The group was adopting a new approach to its remit, and was monitoring developments in communication material for adult service users, personal health budgets, and community mental health services.</li> </ul>
COG15-86c	<ul style="list-style-type: none"> <li>Membership &amp; Governance: The group continued to focus on the membership strategy, as well as highlighting the need for all Governors to complete their mandatory training. Regarding the Lead Governor position, the group confirmed arrangements were in place to commence the election process as Rosemary Herring would not be re-standing for the position. The group proposed an inclusion in its Terms of Reference/Lead Governor election process that, should there be a gap in Lead Governor coverage, the Chair of Membership &amp; Governance would assume the role until an election was held. The Council agreed this amendment, and thanked Rosemary for her hard work during the time she held the Lead Governor role.</li> </ul>
COG15-86d	<ul style="list-style-type: none"> <li>Staff &amp; Resources: The group's current agenda included the Trust's staff survey, use of agency staff and leadership and talent management developments.</li> </ul>
COG15-86e	<ul style="list-style-type: none"> <li>Chairs' Sub Group: In addition to setting the Council meeting agenda, the group discussed and agreed the framework within which Non-Executive Directors would be invited to attend Governor Sub Group meetings in an observer capacity.</li> </ul>
COG15-86f	<ul style="list-style-type: none"> <li>Corporate Assessment Group: The group reviewed and discussed the papers of the 30<sup>th</sup></li> </ul>

	September Board of Directors' meeting.
COG15-87	<b>8. Proposal to Appoint Voluntary Impact Northamptonshire as a Partner Governor Organisation</b>
COG15-87a	Paul Martin, Deputy Director, Corporate Affairs, presented the paper which set out the proposal for, and the rationale behind, the appointment of Voluntary Impact Northamptonshire (VIN) as a Partner Governor organisation on the Council of Governors. He clarified that any potential conflict of interest in respect of partnership working should be manageable.
COG15-87b	Paul confirmed that the proposal had previously been considered and endorsed by both the Membership and Governance Sub Group and the Chairs' Sub Group. The Council supported the proposal and noted that VIN's appointment was subject to endorsement also being given by the Board of Directors at its 25 <sup>th</sup> November 2015 meeting.
COG15-88	<b>9. Presentation on Integrated Care Closer to Home (ICcH)</b>
COG15-88a	Richard McKendrick, Chief Operating Officer, gave a presentation on ICcH. He explained the aim of ICcH, the specific schemes, current performance, governance arrangements, strategic alignment and the next steps.
COG15-88b	Governor discussion focused on translating the ICcH vision into practical reality for individual patients, information management and technology as an enabler, staff training and development implications, and the current position with regard to local care home provision.
COG15-88c	The Governors welcomed the initiative and saw it as a positive and exciting development for the local health economy.
COG15-88d	It was agreed that an update on this would be presented to the Finance, Planning & Performance Sub Group during mid-2016. <b>Action: Anthony Bagot-Webb/Clare Cooper to add this to the FP&amp;P workplan for 2016</b>
COG15-89	<b>10. Any Other Business</b>  Brian Lawrence advised that he was re-standing for election for a further term as the Older Service User Governor on the Council, however, should he not be re-appointed, he wished to thank Governors and the Trust for their support over the last three years. The Council, without prejudging the outcome of the election, expressed its thanks to Brian for his contribution during his tenure as a Governor.  There was no other business to be discussed.
COG15-90	<b>11. Snapshot Review Of Effectiveness</b>  It was agreed that the agenda was appropriate.
COG15-91	<b>12. Next Meeting</b>  Thursday 7 <sup>th</sup> January 2016, 10am, Cornmarket Hall, London Road, Kettering