

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

**Wednesday 11<sup>th</sup> March 2015, 11am**

**Lakeside Room, Kettering Conference Centre, Thurston Drive, Kettering, NN15 6PB**

**Minutes**

<b>Present</b>	<b>Designation</b>
Paul Bertin	Chairman
Ian Watts	Public governor – Kettering & Corby
Brenda McCraith	Public governor – Kettering & Corby
Maureen Shram	Public governor – Kettering & Corby
Michael Darling	Public governor – Daventry & South Northants
Anthony Bagot-Webb	Public governor – Daventry & South Northants
Des Savage	Public governor – Northampton
Hector Graham	Public governor – Wellingborough & East Northants
Carol Ash	Public governor – Wellingborough & East Northants
Janet Hathaway	Public governor – Wellingborough & East Northants
Hummad Anwar	Young Service User governor
Kevin Boyce	Adult Service User governor
Colin Russell	Adult Service User governor
Beverley Sturdgess	Adult Service User governor
Liz Johnstone	Adult Service User governor
Dennis Holland	Adult Service User governor
Brian Lawrence	Older Service User governor
Andrew Bailey	Carer governor
Rita Hinde	Carer governor
Priscilla Brown	Carer governor
Eileen Hales	Staff governor – Unregistered Nurses
Suzanne Johnson	Staff governor – Non Clinical
Jacquie Gowans	Staff governor – Other Clinical
Sylvia Hughes	Deputy Partner governor – Northamptonshire County Council
Cllr Rosemary Herring	Partner governor – Borough and District Councils
Steven Brooks	Partner governor – Northamptonshire Rights & Equality Council
DCC Andy Frost	Partner governor – Criminal Justice services
Mike Twigger	Partner governor – University of Northampton
Liam Condon	Partner governor – Voluntary – Older People

<b>In attendance</b>	<b>Designation</b>
John Archard-Jones	Deputy Chair
Dominic Hardisty	Deputy Chief Executive
Richard McKendrick	Chief Operating Officer
Dr Alex O'Neill-Kerr	Medical Director
Julie Shepherd	Director of Nursing, Quality & AHPs
Richard Smith	Older Adults Programme Lead
Paul Martin	Deputy Director, Corporate Affairs
Dr Kerry Clarke	Wellbeing Consultant
Clare Cooper	Foundation Trust Officer
Tracey Davies	Membership Officer

Minute	Agenda Topic and Discussion										
COG15-19	<p><b>1. Chairman's Introduction and welcome</b></p> <p>The Chairman opened the meeting, and welcomed all present.</p>										
COG15-20	<p><b>2. Apologies for absence</b></p> <p>Apologies were received from:</p> <table border="1" data-bbox="293 506 1481 696"> <tr> <td>Gail Sutherland</td> <td>Public governor – Northampton</td> </tr> <tr> <td>Mark Wall</td> <td>Public governor – Northampton</td> </tr> <tr> <td>Sandra Bemrose</td> <td>Carer governor</td> </tr> <tr> <td>Alex Scott</td> <td>Staff governor – Registered Nurses</td> </tr> <tr> <td>Cllr Judy Shephard</td> <td>Partner governor – Northamptonshire County Council</td> </tr> </table>	Gail Sutherland	Public governor – Northampton	Mark Wall	Public governor – Northampton	Sandra Bemrose	Carer governor	Alex Scott	Staff governor – Registered Nurses	Cllr Judy Shephard	Partner governor – Northamptonshire County Council
Gail Sutherland	Public governor – Northampton										
Mark Wall	Public governor – Northampton										
Sandra Bemrose	Carer governor										
Alex Scott	Staff governor – Registered Nurses										
Cllr Judy Shephard	Partner governor – Northamptonshire County Council										
COG15-21	<p><b>3. Declaration of Interests</b></p> <p>There were no Declarations of Interest made.</p>										
<p>COG15-22</p> <p>COG15-22a</p> <p>COG15-22b</p>	<p><b>4. Governor Membership Update</b></p> <p>The Chairman confirmed that Rosemary Herring had assumed the role of Lead Governor from 20th March to 30th November 2015. He thanked Michael Darling for his support and contribution as Lead Governor throughout his tenure in this role.</p> <p>The Chairman also welcomed DCC Andy Frost of Northamptonshire Police to his first Council meeting in the seat of Partner – Criminal Justice Services.</p>										
COG15-23	<p><b>5. Minutes of previous meeting held on 13<sup>th</sup> January 2015</b></p> <p>The minutes of the previous meeting held on 13<sup>th</sup> January 2015 were agreed as a true record of the meeting, subject to a couple of minor amendments from Suzanne Johnson and Andrew Bailey.</p>										
COG15-24	<p><b>6. Matters arising from the minutes</b></p> <p>There were no matters arising that were not covered elsewhere on the agenda.</p>										
COG15-25	<p style="text-align: center;"><b><u>For Discussion and Debate</u></b></p> <p><b>7. Environmental update from Chair</b></p> <p>The Chairman noted the forthcoming General Election and commented that it was likely that the NHS would feature prominently in the debate.</p>										
COG15-26	<p><b>8. Environmental update from Governors</b></p> <p>Michael Darling summarised the topics that had been discussed in the Governors' pre-meet in advance of this meeting, which included:</p> <ul style="list-style-type: none"> <li>• Diabetic services for children – this was usually handled by the acute hospitals but the Trust should be aware of the challenges faced. Richard McKendrick</li> </ul>										

	<p>confirmed that the Trust was aware but was not commissioned in this area</p> <ul style="list-style-type: none"> <li>• Financial implications of the Better Care Fund – Governors queried if there would be sufficient funds for services</li> <li>• Governors queried what may be happening regarding the future plans of Northamptonshire County Council</li> </ul>
COG15-27	<b>9. Chief Executive's Report</b>
COG15-27a	Dominic Hardisty, Deputy Chief Executive, presented the report highlighting in particular the Annual Planning cycle and the CQC inspection visit.
COG15-27b	Regarding the Annual Plan, Dominic confirmed that Monitor required the publication of a short, concise rollover plan by 14 <sup>th</sup> May 2015, with further work needed after this. He continued that the Plan contained work already seen by Governors, and when more substantive work was required Governors would be further involved in this.
COG15-27c	Following the CQC inspection, Dominic confirmed that the Trust was awaiting the full inspection report which was due in early April 2015. He continued that Inspectors raised a number of issues during the week and were provided with assurances quickly.
COG15-27d	In respect of Delayed Transfers of Care (DTC), Priscilla Brown raised concern over those who could be rendered homeless or be faced with significant difficulties. Dominic noted it was felt there was a capacity and demand mismatch in the social care arena.
COG15-27e	Andrew Bailey noted his concern over the potential underrepresentation in terms of ethnicity in the Trust's Involvement work. Julie Shepherd advised that Dr Kerry Clarke had been working with the Involvement Team on the development of the Involvement Strategy, and that this was a key objective.
COG15-27f	Dominic, on behalf of Angela Hillery and the whole Trust, formally extended his thanks to those Governors who would not be continuing in their roles following the current Governor election process for their contributions and commitment to Northamptonshire Healthcare over the years.
COG15-28	<b>10. Reports from Sub Groups – verbal briefings on key issues</b>
COG15-28a	Chairs' Sub Group: The Chairs Sub Group had met and agreed the agenda for this meeting.
COG15-28b	Membership & Governance: This group had met twice and had looked at the effectiveness of sub groups and how they work. It had agreed that a review of all Sub Group terms of reference would be needed following completion of the Governor elections. Following a discussion regarding membership, a 2.5% net increase was agreed by the Council of Governors, as recommended by the sub group. The group also agreed revisions to the Governors' Code of Conduct, reviewed Governors' service area visits, and discussed the timing of future Council meetings. Thanks were extended to Ian Watts, Eileen Hales and Carol Ash who would no longer be part of the group.
COG15-28c	Finance, Planning & Performance: The group had reviewed and agreed the

	Governors' chosen Quality Indicator, and had been involved in the annual planning process and received updates on the Quality Strategy.
COG15-28d	Staff & Resources: Following a review of the Staff Survey results, the group was disappointed in respect of compliance with expected appraisals and mandatory training targets. Richard McKendrick accepted that the levels were not good enough, however noted the survey was very subjective based on staff completing it and how they felt on the day. He added that the system for data capture was being improved. The Council agreed it would like to receive an update on these subjects at the next Council meeting in May 2015.
COG15-28e	Patient Safety & Experience: The group had received a presentation on veterans liaison, which the group had welcomed.
COG15-28f	Corporate Assessment Group: This group reviewed the Trust Board papers from 28 <sup>th</sup> January 2015.
COG15-29	<b>11. Report from Community Mental Health Task &amp; Finish Group</b>
COG15-29a	Following introduction by Andrew Bailey, the Council received and discussed the final Report from the Task & Finish Group which had been set up to review the implementation of various changes to services in the community that support people with a mental health condition.
COG15-29b	Ian Watts, Des Savage and the Chairman commended the detailed work the group had undertaken. The Council welcomed and supported the Group's key findings and recommendations.
COG15-29c	The Chairman supported the suggestion that the Report should be presented by Andrew Bailey to the Board of Directors at its 10th June 2015 meeting, thereby allowing the Board to consider and respond to it.
COG15-30	<b>12. Sub Group reporting to Board of Directors &amp; Sub Group reporting to the Council of Governors and Board of Directors</b>
COG15-30a	<u>Sub Group reporting to Board of Directors</u> Within the context of the ongoing development of constructive relationships and communication between the Council of Governors and Board of Directors, the Chairman and Paul Martin presented a proposal that had emerged from recent discussions at the Chairs' Sub Group.
COG15-30b	The proposal was that at each of its meetings held in public, the Board of Directors would receive a report from one of the Sub Groups (or Task & Finish Groups), presented by the Sub Group Chair, which sought to: <ul style="list-style-type: none"> <li>• Provide an overview of the Sub Group's work over the preceding period as well as areas for future focus</li> <li>• Highlight key topics addressed by the Group, including those where the Sub Group had gained positive assurance and those where further work/information may be required to resolve outstanding issues</li> <li>• Prompt discussions and questions from Board colleagues</li> </ul>
COG15-30c	On the basis of the Board of Directors' meeting schedule, it was likely that each Sub

COG15-30d	Group would in effect report at least once a year to the Board. The Council endorsed the proposal and agreed that the Board of Directors should be invited to consider and support the initiative.
COG15-30e	<p><u>Sub Group reporting to the Council of Governors and Board of Directors</u></p> <p>The Council considered a further proposal, developed via the Membership &amp; Governance Sub Group, which complemented rather than duplicated that described previously. The proposal was to invite Sub Group Chairs in their verbal reports to the Council to highlight issues on which their Sub Groups, since their previous reports:</p> <ul style="list-style-type: none"> <li>• Had gained positive assurance</li> <li>• Still required further information to reach a judgement</li> <li>• Had outstanding concerns which may require escalation to the full Council and/or members of the Board of Directors</li> </ul>
COG15-30f	It was further agreed that a summary of this reporting would be contained in the regular Council of Governors' report to the Board of Directors' meetings so that the Board was made aware of those areas of assurance and concern thereby giving Directors an opportunity to discuss these issues and respond at that time if appropriate.
COG15-30g	The Council endorsed the proposal and agreed that the Board of Directors should be invited to also support the proposal.
COG15-31	<b>13. Draft Trust Clinical Strategy</b>
COG15-31a	<p>Dr Alex O'Neill-Kerr, Julie Shepherd and Richard Smith presented the Trust's Draft Clinical Strategy. Alex, Julie and Richard explained there were five overarching aims to the Strategy:</p> <ul style="list-style-type: none"> <li>• Integrated care closer to home</li> <li>• Helping people to stay healthy and well</li> <li>• Recovery based approaches</li> <li>• Working and learning together</li> <li>• Research and innovation</li> </ul>
COG15-31b	Governors welcomed the development of the Strategy.
COG15-31c	Rite Hinde and Priscilla Brown noted it would be beneficial if relevant training the Trust provided could be extended to Carers.
COG15-31d	Hummad Anwar queried the sources of research funding. Dr Alex O'Neill-Kerr confirmed that it was part funded by the Trust, and part from the National Institute of Mental Health (NIMH), however it was anticipated the Trust would become self-funding in the future.
COG15-31e	Further discussion focused on training and workforce development and the need for clear outcome measures/success criteria.
COG15-32	<b>14. Governors' Code of Conduct</b>
COG15-32a	The Chair of the Membership & Governance Sub Group presented a proposed revised Governors' Code of Conduct for consideration and adoption. The key

	<p>changes related to:</p> <ul style="list-style-type: none"> <li>• Further clarification/guidance in respect of Governor responsibilities when engaging in communication with the media and using social media</li> <li>• The requirement that Governors participate in training which the Council of Governors has deemed should be mandatory (a requirement of the FT Constitution)</li> <li>• The requirement that Governors will not undertake service area visits without a valid DBS check</li> <li>• The recognition that a Governor may be suspended by the Panel established to investigate a potential breach of the Code of Conduct (a requirement of the FT Constitution)</li> </ul>
COG15-32b	The Council agreed the revised Code, subject to minor wording changes.
COG15-33	<b>15. Fit &amp; Proper Persons implementation</b>
COG15-33a	<p>Paul Martin gave an overview of the new Fit and Proper Persons Test and explained that to ensure compliance with the new Regulation the Council of Governors was being asked to endorse amendments to:</p> <ul style="list-style-type: none"> <li>• The Foundation Trust Constitution in relation to Disqualification criteria</li> <li>• The Non-Executive Director appointment letter</li> <li>• The Council of Governors' Nominations &amp; Remuneration Committee Terms of Reference</li> </ul>
COG15-33b	Paul advised that the Council of Governors' Nominations and Remuneration Committee had considered and supported the recommended amendments. The Council of Governors endorsed the proposals.
COG15-34	<b>16. Any Other Business</b>
COG15-34a	The Chairman advised the Council of the change of date of the May 2015 Council of Governors.
COG15-34b	<p>The Chairman, on behalf of the Council, formally thanked John Archard-Jones for his support of and contribution to the work of the Council of Governors during his tenure as a Non-Executive Director, in particular in his capacity as Senior Independent Director and Deputy Chairman. The Council warmly endorsed the Chairman's remarks.</p> <p>There was no other business to be discussed.</p>
COG15-35	<b>17. Snapshot Review Of Effectiveness</b>
	It was agreed that the agenda was appropriate.
COG15-36	<b>18. Next Meeting</b>
	Monday 11th May 2015, 10am, Kings Park Conference Centre, Kings Park Road, Northampton, NN3 6LL