

## COUNCIL OF GOVERNORS MEETING – PUBLIC SESSION

Wednesday 5<sup>th</sup> March 2014, 3.00pm

Captain's Lounge, Northampton Rugby Football Club Ltd, Franklin's Gardens,  
Weedon Road, Northampton, NN5 5BG

### Minutes

Present	Designation
John Archard-Jones	Deputy Chairman
Maureen Shram	Public governor – Kettering & Corby
Brenda McCraith	Public governor – Kettering & Corby
Anthony Bagot-Webb	Public governor – Daventry & South Northants
Carole Child	Public governor – Daventry & South Northants
Michael Darling	Public governor – Daventry & South Northants
Gail Sutherland	Public governor – Northampton
Des Savage	Public governor – Northampton
Carol Ash	Public governor – Wellingborough & East Northants
Hector Graham	Public governor – Wellingborough & East Northants
Janet Hathaway	Public governor – Wellingborough & East Northants
Wendy Steele	Adult Service User governor
Liz Johnstone	Adult Service User governor
Kevin Boyce	Adult Service User governor
Jeff Betts	Adult Service User governor
Brian Lawrence	Older Service User governor
Andrew Bailey	Carer governor
Rita Hinde	Carer governor
Priscilla Brown	Carer governor (part meeting)
Sandra Bemrose	Carer governor (part meeting)
Eileen Hales	Staff governor – Unregistered Nurses
Jacquie Gowans	Staff governor – Other Clinical
Suzanne Johnson	Staff governor – Non Clinical (part meeting)
Cllr Rosemary Herring	Partner governor – Borough and District Councils
Brendan Macken	Partner governor – Voluntary – SURG

In attendance	Designation
Michelle Grimwood	Non-Executive Director
Rob Peto	Non-Executive Director
Angela Hillery	Chief Executive (part meeting)
Bill McFarland	Finance Director
Alfred Hanson	Director of Operations (part meeting)
Louise Payne	Director of Corporate Support
Allyson Russell	Head of Strategy & Programme Management
Paul Martin	Company Secretary
Clare Cooper	Foundation Trust Officer

Minute	Agenda Topic and Discussion																						
COG14-16	<p><b>1. Chairman’s Introduction and welcome</b></p> <p>The Chairman opened the meeting, and welcomed all present.</p>																						
COG14-17	<p><b>2. Apologies for absence</b></p> <p>Apologies were received from:</p> <table border="1" data-bbox="293 577 1508 1037"> <tbody> <tr> <td>Paul Bertin</td> <td>Chairman</td> </tr> <tr> <td>Ian Watts</td> <td>Public governor – Kettering &amp; Corby</td> </tr> <tr> <td>Hummad Anwar</td> <td>Young Service User governor</td> </tr> <tr> <td>Beverley Sturdgess</td> <td>Adult Service User governor</td> </tr> <tr> <td>Dennis Holland</td> <td>Adult Service User governor</td> </tr> <tr> <td>Chris Stirney</td> <td>Staff governor – Registered Nurses</td> </tr> <tr> <td>Cllr Judy Shephard</td> <td>Partner governor – Northamptonshire County Council</td> </tr> <tr> <td>Mike Twigger</td> <td>Partner governor – University of Northampton</td> </tr> <tr> <td>Laney Holland</td> <td>Partner governor – Northamptonshire Rights &amp; Equality Council</td> </tr> <tr> <td>ACC Paul Phillips</td> <td>Partner governor – Criminal Justice Partnership</td> </tr> <tr> <td>Liam Condron</td> <td>Partner governor – Voluntary – Older People</td> </tr> </tbody> </table>	Paul Bertin	Chairman	Ian Watts	Public governor – Kettering & Corby	Hummad Anwar	Young Service User governor	Beverley Sturdgess	Adult Service User governor	Dennis Holland	Adult Service User governor	Chris Stirney	Staff governor – Registered Nurses	Cllr Judy Shephard	Partner governor – Northamptonshire County Council	Mike Twigger	Partner governor – University of Northampton	Laney Holland	Partner governor – Northamptonshire Rights & Equality Council	ACC Paul Phillips	Partner governor – Criminal Justice Partnership	Liam Condron	Partner governor – Voluntary – Older People
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COG14-18	<p><b>3. Declaration of Interests</b></p> <p>Eileen Hales declared her position as a Councillor in Kettering. There were no further Declarations of Interest made.</p>																						
COG14-19	<p><b>4. Chief Executive’s Report</b></p> <p>COG14-19a This item was taken ahead of its scheduled agenda time as Angela Hillery’s attendance was required at another meeting.</p> <p>COG14-19b Angela introduced the circulated paper and highlighted key points, including the Trust’s performance to plan, the launch of the Department of Health’s “Closing the Gap: Priorities for essential change in mental health” document which sets out the Department’s priorities for bridging the gap between its long term ambitions for mental health and shorter term actions, and the introduction of the Better Care Fund.</p> <p>COG14-19c Michael Darling requested that a briefing be arranged for Governors on the Better Care Fund. <b>Action: FT Office to arrange a Governor Briefing on the Better Care Fund</b></p> <p>COG14-19d Regarding the Community beds that would be transferring to the Trust, Michael Darling queried if any step down beds would be made available for mental health service provision. Angela replied that it was key to ensure the beds were always utilised effectively and confirmed there was a project group working on this.</p> <p>COG14-19e Michael queried if the Trust was investigating the mental health services tender opportunity that had recently arisen in Bedfordshire. Angela reassured Governors</p>																						

	that the Trust assessed all appropriate business opportunities to see if they were suitable for the Trust to take further.
COG14-19f	Eileen Hales sought clarification on the financial position of the Nene Clinical Commissioning Group in relation to Healthier Northamptonshire. Angela advised that Nene CCG intended to break even at the end of the financial year, and that discussions were underway to establish how much the CCG would invest in NHFT's services.
COG14-19g	Kevin Boyce asked if any of the community beds were provided in PFI premises. Angela advised that the Danetre beds were in space rented by the Trust in the Danetre PFI scheme.
COG14-19h	Andrew Bailey asked if there was any feedback available on the Elderly Care Hub which had recently been launched. Angela advised that in terms of the numbers of people using the service the Hub was proving to be successful, however there was more work being undertaken to ensure it was having a positive impact on the frail and elderly pathways.
COG14-19i	The Council thanked Angela for her comprehensive report.
COG14-20	<b>5. Governor Membership Update</b>  Paul Martin advised that Mark Wall had accepted the role of Public Governor, Northampton, following David McKintosh's resignation.
COG14-21	<b>6. Minutes of previous meeting held on 14<sup>th</sup> January 2014</b>  The minutes of the previous meeting held on 14 <sup>th</sup> January 2014 were agreed as a true record of the meeting. Kevin Boyce commented that whilst this was the case, he felt they were not very comprehensive and were not reflective of the sometimes detailed debate. It was agreed that the Council meetings' minutes would be more detailed going forward. <b>Action: FT Office to provide more detailed minutes of Council meetings going forward</b>
COG14-22	<b>7. Matters arising from the minutes</b>  There were no matters arising that were not covered elsewhere on the agenda.
COG14-23	<b><u>For Discussion and Debate</u></b>  <b>8. Environmental update from Chair</b>  The Deputy Chairman echoed the items covered in the Chief Executive's report, and agreed that developing a strong relationship with the Clinical Commissioning Groups going forward was essential.
COG14-24	<b>9. Environmental update from Governors</b>  Michael Darling summarised the topics that had been discussed in the Governors' pre-meet in advance of this meeting, which included:

COG14-24a	<p><u>Female Genital Mutilation</u></p> <p>Michael noted that a response to a Governor question indicated that the Trust was not commissioned to provide any services in relation to this, and queried if it was an area that the Trust should seek to develop. Louise Payne advised that if a practitioner encountered FGM it could be possibly be dealt with as a safeguarding issue, however the Trust did not offer a specialised service.</p>
COG14-24b	<p><u>Governor Meetings</u></p> <p>Michael advised that some Governors had found it difficult when several Governor meetings had been scheduled for one day, and asked if consideration of this could be given when setting future meeting dates. The Deputy Chairman commented that whilst some people may find more than one meeting per day challenging, other Governors may prefer a multiple-meeting arrangement to make better use of time and travel, and agreed a balance would be struck wherever possible.</p>
COG14-24c	<p><u>Service Area Visits</u></p> <p>Michael commented that in the Governors' view the co-ordination of service area visits being undertaken by Governors and NEDs could be further improved. Paul Martin advised that the Chairman had encouraged all Directors and NEDs to undertake service area visits with Governors and to advise the FT Office so dates could be successfully co-ordinated. Brian Lawrence commented that he felt the FT Office did well as it was often difficult to tie up people's diaries.</p>
COG14-24d	<p>The Deputy Chairman asked if there was any particular feedback in terms of other areas of the healthcare arena.</p>
COG14-24e	<p>Janet Hathaway advised that she found Patient Engagement Groups at GP surgeries excellent sources of information, and encouraged all Governors to join one where possible.</p>
COG14-24f	<p>Hector Graham asked if there was a way the reimbursement of Governor expenses could be processed electronically. Bill McFarland confirmed that a system to facilitate this was currently under development.</p>
COG14-25	<p><b>10. Annual Plan update</b></p>
COG14-25a	<p>Allyson Russell, Head of Strategy &amp; Programme Management, provided an update on the development of the Trust's 2014/15-2015/16 Operational Plan, including feedback from the two recent Member Events.</p>
COG14-25b	<p>Anthony Bagot-Webb asked how the Trust drives forward and measures "innovation". Allyson advised that there were many indicators that could be used, including patient outcomes. Maureen Shram sought and received clarification on the Payment by Results initiative and how innovation impacted on the working practices of staff.</p>
COG14-25c	<p>Carole Child highlighted the need to consider different organisational models to enable the Trust to deliver specific services.</p>
COG14-25d	<p>Michael Darling sought and received assurance that the Trust had undertaken contingency planning to mitigate against the financial pressures/risks within other parts of the local health and social care economy.</p>
COG14-25e	<p>Carol Ash commented on the benefits of links with academic institutions for the</p>

	<p>purposes of research and Des Savage noted the need to continually pursue cost efficiencies within the organisation.</p>
COG14-25f	<p>The Council thanked Allyson for her update and for the further opportunity to provide their input to the Plan's development.</p>
COG14-26	<p><b>11. The work of the Board of Directors' Audit Committee</b></p>
COG14-26a	<p>Rob Peto, Chair of the Audit Committee, gave a presentation on the work of the Audit Committee. He outlined how the Audit Committee fitted within the Board's overall governance framework, the Committee's remit and priorities, as well as the approach it takes towards risk management.</p>
COG14-26b	<p>Brenda McCraith asked for clarification on the respective roles of the internal and external auditors. Rob Peto gave an overview of the different functions of the two audit bodies. In response to a question from Suzanne Johnson, it was confirmed that the external auditors had been appointed for a duration of three years.</p>
COG14-26c	<p>Andrew Bailey confirmed that he had, along with Anthony Bagot-Webb, been invited to observe an Audit Committee meeting which they found both interesting and reassuring in terms of the effectiveness of the Committee's work.</p>
COG14-26d	<p>Discussion also took place over a potential role for internal audit in relation to the work of the Council of Governors and potential sources of benchmarking. Eileen Hales commented that she felt the Trust was very open in its engagement with Governors in comparison to others.</p>
COG14-26e	<p>The Council thanked Rob for an informative presentation.</p>
COG14-27	<p><b>12. Membership Strategy and 2014/15 Targets</b></p>
COG14-27a	<p>Michael Darling explained that the Membership &amp; Governance Sub Group was in the process of updating the Trust's existing Membership Strategy. The Council received a draft Executive Summary which gave an insight into the headlines of the emerging updated Strategy which would be presented to the Council again later in the year for endorsement.</p>
COG14-27b	<p>The Council welcomed confirmation that the Trust was on track to meet its overall Membership Target for 2013/14. The Council also considered and agreed the proposal from the Membership &amp; Governance Sub Group that a 2.5% net increase in all Member constituencies, applied to the actual Member numbers at 31st March 2014, should be established as the 2014/15 Membership Targets.</p>
COG14-28	<p><b>13. Significant Transactions Policy</b></p> <p>The Council of Governors received and supported the latest draft Policy which had also been considered and supported by the Board of Directors' Finance &amp; Performance Committee at its 26th February 2014 meeting. The Council noted that the Board of Directors would formally consider for endorsement the draft Policy at its 26th March 2014 meeting. The Council thanked all those involved in contributing to the Policy's development.</p>

	<b><u>For Information</u></b>
COG14-29	<p><b>14. Reports from Sub Groups</b></p> <p>Presented for information.</p>
COG14-30 COG14-30a	<p><b>15. Any Other Business</b></p> <p><u>Nominations &amp; Remuneration Committee</u>  Paul Martin explained that the Nominations &amp; Remuneration Committee was seeking delegated authority from the Council of Governors to undertake the selection and appointment process for an executive search company to support its work in the recruitment of two Non Executive Directors (NEDs). Brenda McCraith questioned whether the executive search company that had been used in the Trust Chairman's appointment process could be directly approached to support the Committee for the NED recruitment. Paul Martin confirmed that, based on advice from the Trust's Head of Procurement, it was recommended that a competitive quotation process should be followed.</p> <p>There was no other business to be discussed.</p>
COG14-31	<p><b>16. Snapshot Review Of Effectiveness</b></p> <p>It was agreed that the agenda was appropriate.</p>
COG14-32	<p><b>17. Next Meeting</b></p> <p>Tuesday 6<sup>th</sup> May 2014, 10am, Lakeside Room, Kettering Conference Centre, Thurston Drive, Kettering</p>