

**Council of Governors – Public Meeting**  
**Thursday 12 November 2015 from 2.20pm to 4.00pm**  
**Conference Rooms, Walkergate Park, Newcastle, NE6 4QD**

**Draft Minutes**

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Present:

Chair:	Hugh Morgan Williams
Public:	Margaret Adams Julia Allison Colin Browne Christine Lumsdon Steve Manchee Austin O'Malley Bill Scott
Service Users:	Fiona Grant Marian Moore Lucy Reynolds Rachel Simpson
Carers:	Ann Clark Norman Hildrew Richard Tomlin
Staff:	Dr Alan Currie Grahame Ellis
Local Authority:	Cllr Lesley Spillard
Community and Voluntary:	Stuart Dexter
University:	Prof Barry Hirst Revd Prof Pauline Pearson

In attendance:

- Dr Leslie Boobis, Non-Executive Director
- Martin Cocker, Non-Executive Director
- Eric Jarvis, Board Secretary
- John Lawlor, Chief Executive
- Anne Moore, Group Nurse Director, Specialist Care Group
- Justine Nicholls, Personal Assistant to Board Secretary
- Wendy Pinkney, Membership Manager
- Lisa Quinn, Executive Director of Performance and Assurance
- Jane Taylor, Deloitte (UK - Newcastle)
- Caroline Wild, Deputy Director, Partnerships
- Caroline Wills, , Learning Disability Clinical Development Lead for the Community Care Group.

Governor support:

- Lisa Manley, Personal Assistant to Lucy Reynolds

Members of the Public in attendance:

- Neil Newman
- Mrs Margaret Newman
- George Saint

## **67/15 Welcome and Introductions**

Hugh Morgan Williams welcomed the Council of Governors and attendees to the meeting, including Jane Taylor from Deloitte UK who was present to observe the work of the Council of Governors as part of the arrangements for the Trust's External Governance Review - Well Led Framework.

He advised that since the last formal Council of Governors meeting, both Jane Hall (Public - Sunderland) and Glenys Goodwill (Public – Gateshead) had resigned. He also advised that 10 Governors were standing down on 30 November 2015 as follows:

- Staff Governors: Nigel Atkinson; Phil Brown; and Alan Currie.
- Carer Governors: Ann Clark; Janet Fraser; George Hardy; Norman Hildrew; Anneva Spark; and Richard Tomlin.
- Public governors: Madeleine Elliott.

He paid tribute to each of the aforementioned 12 Governors for their valuable contributions and commitment to the organisation during their terms of office. In particular Hugh said that Richard Tomlin had gone beyond the call of duty for the Trust and Council of Governors in performing his role as Lead Governor.

Action

## **68/15 Declarations of Interest**

There were no interests declared.

## **69/15 Apologies for Absence**

- Nigel Atkinson
- Phil Brown
- Alisdair Cameron
- Cllr Anne Dale
- Cllr Catherine Donovan
- Madeleine Elliott
- Janet Fraser
- George Hardy
- Cllr Gladys Hobson
- Cllr Karen Kilgour
- Cllr Graeme Miller
- Anneva Spark
- Dave Twist
- Bob Waddell
- Jack Wilson

## **70/15 Minutes of the meeting on 8 September 2015 for approval**

The minutes were agreed as a true and accurate record and duly signed.

## **71/15 Matters Arising from the meeting on 8 September 2015**

There were no matters arising.

## **72/15 Chair's Report**

Hugh Morgan Williams said that at the Council of Governors' meeting on 8 September, he had asked for expressions of interest from Governors to become the Lead Governor as Richard Tomlin had confirmed that he would end his tenure on 30 November 2015. Fiona Grant had put herself forward and Hugh said that she had the necessary keenness and dedication and as such he recommended her appointment to the Council of Governors.

**The Council of Governors approved the appointment of Fiona Grant as Lead Governor from 1 December 2015.**

Hugh referred to his recent working groups' review meeting including Ann Clark, Quality Scrutiny Group (QSG) Chair, and Lucy Reynolds, Membership and Communication Group (M&CG) Chair. It was agreed that each group would annually review its effectiveness and agree a plan for the forthcoming year. With regard to the QSG, some duplication has been identified and the group's activity will be reviewed at its next meeting. The M&CG has issues with attendance and Governors commencing on 1 December 2015 will be encouraged to join the group.

Hugh reported that John Lawlor and himself had attended the NHS Providers Annual Conference and Exhibition over the past two days, adding that it had been an excellent networking opportunity.

Finally, Hugh commented that he will continue to be busy attending meetings in the next couple of months with the Department of Health, Health and Wellbeing Boards and other local organisations, in order to ensure mental health is high on the agenda.

## **73/15 Chief Executive's Report**

The report was presented by John Lawlor. The Council of Governors noted the contents.

During the coverage of the update on "vanguards," John highlighted a proposal for Northumbria Healthcare NHS FT to take over commissioning responsibilities from the CCG and be the system leader in creating integrated health and care service. The FT already has delegated responsibility for providing social care services. He said that challenging discussions are taking place. He added that from a strategic point of view, this could represent a threat to how mental health and learning disability services are delivered and we need to consider how to best safeguard against any potential conflict of interest.

John said that the outcome of the government's comprehensive spending review will be known on 26 November 2015, and we will know how much the NHS will receive over the next 3 to 5 years and what the government's intentions are with social care funding. The last 5 years has been the lowest increase in resources ever and we await details of the level of resources for the next 5 years.

There followed a discussion on the purchaser / provider split and the potential risks of the aforementioned Northumbria Healthcare NHS FT's vanguard proposal. Hugh Morgan Williams questioned whether

the process included appropriate “checks and balances.” John said that the fast pace of development with the vanguard proposal is concerning as sufficient time is needed to consider all risks alongside any potential opportunities. Cllr Lesley Spillard added that as Chair of the North Tyneside Health and Wellbeing Board she knows the situation with the model and her concerns are how two foundation trusts can work together well and issues around commissioning. John agreed and said that the more people that an acute trust treats, the more they will be paid unlike a mental health trust who are paid through a block contract.

At this point Richard Tomlin, as Lead Governor suggested that it could be appropriate for the Council of Governors to express and record their concern and share this with appropriate people, e.g. MPs. Richard suggested this would be on the basis of identifying a specific risk to the Trust’s service users in the model, who are more affected by change in social care provisions than patients seen by acute trusts and their healthcare needs are also at risk. A straw poll of governors supported the suggestion and it was agreed that Hugh and Richard would work together to draft a letter of concern on behalf of the Council of Governors.

RT/  
HMW

Steve Manchee referred to the Community Transformation update and asked about the lessons learned from the introduction of new pathways in Sunderland and South Tyneside.

John explained that the main lesson related to all staff previously been “at risk” and needing to apply for a job, but now a large majority of staff will be slotted in to a job, taking into account preferences, circumstances, etc. This approach has been agreed with Trade Union colleagues.

## **74/15 Governors Questions**

There was one question submitted in advance by a Governor.

Hugh Morgan Williams read out the question from Margaret Adams as follows: “As it is proving difficult to recruit new Carer Governors, do others agree with me that the use of the service in the past 4 years precludes a significant number of experienced carers who support family etc. with enduring mental health issues who cannot meet the present 4 year rule? Therefore, I suggest we recommend this restriction be removed.”

Eric Jarvis explained that we cannot remove the restriction but we can amend the Constitution to change the number of years. He added that the 4 years rule was established in 2009 on NTW achieving foundation trust status and presumably 4 years was selected to ensure that members have up-to-date knowledge and are familiar with the services.

There was a full discussion in which Hugh summed up that he sensed a will to increase the number of years. After further consideration it was agreed that 6 years would be appropriate. It was noted that the rule applied to all of the classes within the Service User and Carer Constituency and that the impact on the service user Governor for children and young people's service should be recognised. As changing the Constitution required the approval of the Council of Governors and the Board, and elections are due to commence in January 2016, it was agreed that a paper to consider amending the Constitution as discussed should be brought to the joint Council of Governors and Board engagement session on 10 December 2015.

EJ

## **75/15 Nominations Committee Report**

Richard Tomlin reported that the Council of Governors had approved the two Nominations Committee recommendations in closed session, as follows.

- the acceptance of the formula for determining the Chair's remuneration and its application to arrive at remuneration of £50,794 per annum for the Chair from 1 April 2015, which would bring it in line with the remuneration of Chairs of comparator NHS Foundation Trusts.
- the approval of the revised terms and conditions for the Trust Chair and Non-Executive Directors reflecting changes to time commitment and remuneration along with entries relating to the CQC's Fit and Proper Person Test.

## **76/15 Review of Terms of Reference**

### **a) Council of Governors**

### **b) Nominations Committee**

The report was presented by Eric Jarvis. The contents were noted by the Council of Governors.

**The Council of Governors approved changes to the terms of reference of the Council of Governors and its Nominations Committee.**

## 77/15 External Audit Matters

Martin Cocker as Audit Committee Chair, presented the report via PowerPoint and a copy of the Mazars' Engagement Pack, with copies of Audit Committee terms of reference being available at the front of the room.

Martin explained that there is a requirement from Monitor's Code of Governance to consult with the Council of Governors on any changes to the Audit Committee's terms of reference. The Audit Committee had reviewed its terms of reference and recommended that there should be no changes apart from "cosmetic" issues, e.g. include reference to the governor observer.

**The Council of Governors accepted the Audit Committee's view that the auditor's performance was of a sufficiently high standard and confirmed the ongoing appointment of Mazars LLP as the Trust's external auditor, approving the engagement letter and fees for 2015/16 and delegating its signing to the Board Secretary.**

EJ

## 78/15 Governor Training

The paper provided an overview of our approach to Governors' training arrangements and was presented by Caroline Wild. The contents were noted by the Council of Governors.

Caroline stressed that Governors with particular training requirements should notify the support office.

Christine Lumsdon referred to the forthcoming inductions sessions for new governors and suggested that it would be useful to include current governors, who either have not received induction training or would benefit from a repeat session. This proposal was accepted and all governors will be invited to the sessions.

EJ

## 79/15 Community Mental Health Survey 2015

The report was presented by Lisa Quinn. The contents were noted by the Council of Governors.

Lisa highlighted that there were 10 outcomes in the report and NTW were performing "about the same" and "better" on one area than the other 54 providers participating in the survey. She also highlighted the emerging themes from the survey and said that they will come

back to the Council of Governors through the Quality Priorities consideration process in the Annual Quality Account for next year.

Colin Browne asked what was being done to address waiting times to access services. Lisa said that there were a number of specific focuses including children and adolescent services, Attention Deficit Hyperactivity Disorder (ADHD) and gender dysphoria.

Julia Allison commented that these themes are important to help in the training of staff within specialist areas, e.g. Eating Disorders. Lisa said that a previous quality priority focused on training linked to clinical effectiveness, e.g. the skills gap analysis and addressing the skills gap.

Ann Clark said that the survey was included in the workplan of the Quality Scrutiny Group's Work Plan, which is open to all governors. Any governors wishing to look at the outcomes in more detail will be welcome at the group meetings.

Barry Hirst expressed concern at the way the report was presented as 9 out of 10 outcomes were "red" rated highlighting that scores had decreased since 2014, along with other participating organisations. The response rate was also disappointing. Lisa explained that this is the national way of recording the survey, although she had applied the colour coding to our own analysis against the previous year. Barry asked if the Trust has key performance indicators around patient feedback, Lisa responded stating that this was a key quality goal, however there were no specific key performance indicators rather an improvement expected through feedback mechanisms.

John Lawlor added that following radical changes to access of services in Sunderland and South Tyneside, we have received good feedback from GPs.

## **80/15 Membership Development Strategy**

The updated strategy developed by the Membership and Communication Group was presented by Caroline Wild on behalf of Lucy Reynolds, Chair of the Group. The contents were noted by the Council of Governors. It was agreed that the strategy should no longer include Clinical Commissioning Groups as members of the Council of Governors.

**Subject to the above amendment, the Council of Governors approved the updated strategy.**



## **81/15 Learning Disability and/or Autism**

Caroline Wills' presentation included what is disability; what is autism; what is happening nationally; desired change across England by 2020; Positive Behavioural Support – understanding behaviours with challenge; the Greenlight toolkit; what are we doing internally; and challenges.

Rachel Simpson said that she had attended an Inclusion North workshop on 27 October 2015 entitled “How do we work together to make services better?” It was noted that the Trust is wishing to involve more people with learning disabilities and their family members in how services will be run in the future. Caroline Wills said that this was the first event of this type with around 30 people attending. There is to be a further two day Learning Disability Services Workshop on 16 and 17 November 2015 for clinical and medical staff.

Hugh Morgan Williams commented that he will be following progress with great interest and thanked Caroline for her work. He said that the new Autism Service at Northgate Hospital will make a real difference.

## **82/15 Working Groups' Update**

The Council of Governors noted the update paper from Dr Alan Currie, Vice Chair of the Quality Scrutiny Group, on the highlights of the Group's meeting held on 6 October 2015.

## **83/15 Governor Feedback**

The Council of Governors noted the content of the report feedback from Bob Waddell, governor representative, on the work of the Finance Infrastructure and Business Development Committee (FIBD). Fiona Grant, who is also a governor representative on the FIBD Committee added that she found the work of the committee to be open and robust with appropriate challenge and questioning.

Margaret Adams as governor representative on the Quality and Performance Committee said that she had attended two meetings recently. She was impressed with the depth and effectiveness of the Non-Executive Directors' contributions and referred to the quality of actions relating to learning lessons and the quality of evidence relating to Trust services. She added that there is an abundance of honesty, respect, listening and shared learning from its members. It

is a heavy agenda but the process is thorough and effective. There seems to be a lot of familiarity with the subjects covered by the Quality Scrutiny Group, which she found immensely helpful.

#### **84/15 Highlight Service Developments and Consultations**

The Council of Governors noted the report.

Grahame Ellis highlighted that the formal consultation period for the Newcastle and Gateshead consultation begins today, and the associate document is now available on the CCG website. It was agreed that the document would be circulated to Governors.

EJ

#### **85/15 Highlight Performance Report**

The Council of Governors noted the report for the period to 30 September 2015.

#### **86/15 Highlight Finance Report**

The Council of Governors noted the report for the period to 30 September 2015.

#### **87/15 Board Minutes**

The Council of Governors noted the Board minutes from the July and September 2015 meetings.

#### **88/15 Council of Governors Action Plan**

The Council of Governors noted the record of actions.

#### **89/15 Any Other Business**

Hugh Morgan Williams reported that Cynthia Irvine, Mental Health Panel Member, is leaving after 28 years of service and he will be writing to her to thank her for her dedication and service to the Trust.

#### **90/15 Close**

The next Council of Governors' meeting will be held on **Tuesday 8 March 2016 at 2.00pm. The venue is to be confirmed.**