



Minutes of the Public Meeting of the Council of Governors held on Tuesday 18 July 2017 in the Large Function Room, St George's Centre, Great George Street, Leeds, LS1 3BR

PRESENT:	PRESENT:		
Professor Sue Proctor - Chair of the Tr	rust (Chair of the meeting)		
Public Governors	Staff Governors		
Les France	Sarah Chilvers		
Steve Howarth (Lead Governor)	Joanne Goode		
Jo Sharpe	Ruth Grant		
Niccola Swan	Andrew Johnson		
Peter Webster			
	Service User Governors		
Carer Governors	Ellie Palmer		
Andrew Bright	Ann Shuter		
Julia Raven			
Appointed Governors			
Councillor Neil Dawson			
IN ATTENDANCE:			
Professor John Baker - Non-executive Director			
Margaret Sentamu - Non-executive Director			
Jacki Simpson – Non-executive Director			
Julie Tankard – Non-executive Director			
Sue White - Non-executive Director			
Dr Sara Munro - Chief Executive			
Anthony Deery - Director of Nursing, Pr	rofessions and Quality		
Joanna Forster Adams - Chief Operatir	ng Officer		
Susan Tyler – Director Workforce Development			
Cath Hill - Head of Corporate Governance			
Naima Ishaq - External Audit Manager, PriceWaterhouseCoopers LLP (for agenda			
item 11)			
Fran Limbert - Governance Assistant (Secretariat)			
Five members of the public			

Action

17/046	Welcome and introductions (agenda item 1) Professor (Prof) Proctor opened the meeting at 12.35 and welcomed everyone.	
17/047	Apologies (agenda item 2) Apologies were received from the following governors: Anita Garvey	
	(Public: Leeds); and Claire Woodham (Service User: Leeds). The Council was quorate.	
	Prof Proctor informed the Council that: Steven Wrigley-Howe, Non-executive Director and Senior Independent Director; Dr Claire Kenwood, Medical Director; and Dawn Hanwell, Chief Financial Officer and Deputy Chief Executive, were not in attendance at the meeting.	
17/048	Changes to any declaration of interests and declaration of any conflicts of interest in respect of agenda items (agenda item 3)	
	No governor indicated a change to their declared interests or raised a conflict of interest in respect of any agenda item.	
17/049	Minutes of the public meeting held on 16 May 2017 (agenda item 4)	
	Ms Goode informed the Council that her first name had been misspelled. The minute showed Joanna, it should have shown Joanne. Ms Limbert agreed to rectify this.	FL
	The minutes of the public meeting that was held on 16 May 2017 were approved as a true record subject to the one amendment.	

17/050

Cumulative actions outstanding from previous Council of Governors' meetings (agenda item 5)

Prof Proctor presented the cumulative action log and sought updates on the following actions: log 105 (increasing employment opportunities for people with learning disabilities); log 109 (resignation of Carol-Ann Reed); log 111 (operational issues at Clifton House); log 115 (outcome of the patient experience story); log 117 (feedback from the staff survey 2016); and log 118 (non-executive director and governor service visits).

In relation to log 105, increasing employment opportunities for people with learning disabilities, Mrs Tyler informed the Council that Mr Bright had meet with Caroline Bamford, Head of Diversity and Inclusion. Mr Bright explained that he was working alongside Mrs Bamford in the development of this piece of work within the Trust. He informed the Council that the Trust was developing internships and working in partnership with Lighthouse Futures, a specialist third sector organisation with extensive knowledge and experience in this area. The Council asked for an update on this project at the Council meeting on the 14 November 2017.

Mrs Hill confirmed that the action associated with log 109, resignation of Carol-Ann Reed, was complete and that a letter of thanks had been sent to Mrs Reed. The Council requested that this action be closed.

With reference to log 111, operational issues at Clifton House, Dr Munro suggested that an update be presented as part of the Chief Executive report (agenda item 7) later in the meeting.

Mr Deery informed the Council that the action associated with log 115, outcome of the patient experience story, was complete and a conversation between himself and Mr Howarth had taken place. The Council requested that this action be closed.

In relation to log 117, feedback from the staff survey 2016, Ms Goode explained that she had not spoken to Ms Needham yet but that there were plans for a conversation to take place. The Council asked for an update on this action.

Mrs Hill updated the Council on log 118, non-executive director and governor service visits. She explained that training for undertaking service visits would be scheduled into the Trust's training plan for

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	governors. She assured the Council that governor feedback, including training requirements, had contributed to the development of the training plan. The Council requested that this action be closed.	
	The Council received the update on the cumulative action log and were assured of progress made.	
17/051	Matters arising (agenda item 6)	
	There were no matters arising.	

17/052 Chief Executive report (agenda item 7)

Dr Munro presented the Chief Executive report. She informed the Council of the staff engagement work that was underway within the Trust. She informed them about 'Join the Conversation' events that she was hosting throughout the Trust. She noted that these events provide an opportunity for staff to find out more about the strategic direction of the Trust. She added that as a result, members of staff are able to explore what Trust values meant to them and how their behaviours could demonstrate these values. Dr Munro spoke of an area of good practice with the Carers Team. She outlined a piece of work that the Carers Team undertook which was focused on the team exploring their purpose and how they could work together to deliver the best possible service. Dr Munro informed the Council that this work would be promoted Trust-wide as an exemplar. Another strand of staff engagement was led by Mrs Tyler through the Trust's Leadership Forum. Dr Munro explained that the Trust's senior leaders are encouraged to think about the role modelling they provide. She indicated that one way in which this was explored was at the Leadership Forum in June 2017 which was facilitated by Phil Sherwood who played a key leadership role in event management for the Olympic Games in 2012. Dr Munro reported that during the Forum the Trust's senior leaders had explored the concept of leading from the front and how they could all work together across the Trust. Dr Munro also informed the Council that at the NHS Confederation conference in June 2017, Secretary of State, spoke about the importance of valuing the NHS workforce on a national level.

Dr Munro praised the work initiated by Claire Woodham, Service User Leeds governor, in tackling mental health stigma. Ms Woodham had worked in partnership with Dr Dissanayaka, Consultant Psychiatrist, to raise awareness locally and nationally which brought widespread support to have a Leeds based game called the Asylum changed. Dr Munro also talked about the partnership work that Tricia Thorpe, Anti-Stigma Lead, was involved in and how the Trust was looking to be proactive in tackling stigma in relation to mental health and learning disabilities.

Dr Munro advised of a celebration event that she had attended on the 6 July 2017 which had been organised by The Leeds Fund. She explained that £500,000 had been raised by the Fund and that the event showcased the diverse and inspirational mental health projects that this money had funded. She noted that the event guest speaker was His Royal Highness Prince Harry who took time to meet with the young people who had been part of the projects. At the event, Tom Riordan, Chief Executive of Leeds City Council, had praised the Trust's strategic direction, its approach to tackling stigma and its provision of mental health services in Leeds.

Dr Munro updated the Council on the well led governance review carried out by Deloittes. The Council noted that governors were taking part in a feedback session as part of this work later that day.

Dr Munro updated the Council on the development of the Leeds She said that the Leeds Health and Wellbeing Board supported open and transparent engagement with Leeds residents on the development of the plan and that a series of engagement events would take place during late summer and autumn 2017 to facilitate this. Mrs White suggested that the details of these events be circulated to governors to allow an opportunity for the Trust's members' views to consider the detail within the Plan. The Council welcomed this. Dr Munro then spoke about the Sustainability and Transformation Programme (STP) and the new requirement which is for a series of specific plans to be submitted, one of which will be focused on mental health. She indicated that no submission date had been set and the plans would expand on work already started which supports the priorities of the Five Year Forward View. Mr Howarth asked what involvement was planned to support this work. Dr Munro indicated that a joint meeting in September 2017 that the chief executives and, chairs would look at this. The Council discussed transforming care and inequality in health. Thev supported being involved in engagement work for the Leeds

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Plan and the mental health and learning disability strand of the West Yorkshire and Harrogate STP. The Council were advised about the two bids that the Trust was involved in for providing new models of care, namely: eating disorders; and supporting Leeds Community Healthcare as the lead provider for Tier 4 child adolescent mental health service. On the 27 July 2017, the Board of Directors would discuss the procurement and funding options associated with the Tier 4 child adolescent mental health service new model of care.

The Council were informed about work that the Trust had undertaken to conduct site reviews of its premises following the Grenfell Tower fire. She outlined that following this work, it was confirmed that the Trust's premises do not have the external cladding materials listed as dangerous, and that all internal assessments are up-to-date. She advised that the Trust had a planned review with the Fire Safety Inspector; who confirmed that they were satisfied with work underway within the Trust on fire prevention. Dr Munro said that this remains a priority for the Trust's Board of Directors who are closely monitoring the progression of the Trust's smoking cessation policy following the Trust becoming smoke free during 2016.

Dr Munro advised the Council in relation to the ongoing work at Clifton House to improve staff engagement and recruitment to current vacancies at the unit. Dr Kenwood is the executive lead overseeing this and the focus remains on improving the quality of services. This is a long term piece of work and the Trust faces challenges in recruiting to the current vacancies. The Council was provided with details of a dedicated member of staff who was overseeing the development of this work within the Trust.

The Council **received** the report and **noted** its contents.

17/053 Chair's report (agenda item 8)

Prof Proctor presented the Chair's report. Brian Caldwell-White had resigned from the post of Public Leeds Governor. She explained that this was due to him relocating to outside of Leeds. Evrett Buckle had also resigned from the post of Public Leeds Governor. This resignation was due to increasing pressures from his other projects. The Council thanked Mr Caldwell-White and Mr Buckle for the contributions and commitment that they had made. Prof Proctor asked that a formal letter of thanks to be sent to them individually.

	Prof Proctor provided details on this year's Annual Members' Meeting. She confirmed that it would take place from 12.30pm until 5.30pm on Tuesday 19 September 2017 She encouraged governors to attend the Meeting.	
	The Council received the Chair's report.	
17/054	Lead Governor report (agenda item 9) Mr Howarth provided further details on the Trust's Annual Members Meeting and reminded governors that the meeting offered an opportunity for them to engage with members and the wider public. He confirmed that attendees would be invited to join a conversation about how the Trust can improve the way it listens and acts on feedback from service users, carers, families, members and the wider public. He indicated that the session would include real stories from service users and carers and that attendees would have the opportunity to make suggestion for changes with service provision within the Trust. He added that the feedback received would be captured and presented back as part of the summary session at the end of the event. Mr Howarth confirmed that as in previous years there would be a governor's stall at the meeting. He explained that this stall was a great opportunity to engage with attendees and to promote the role of the Trust's governors. He suggested that the stall include details such as: how to become a governor; the role of a Trust governor; and the projects that Trust governors have previously been involved in. Mr Howarth sought expressions of interest from governors who would like to be involved in the Annual Members' Meeting and/or the governors stall.	
	The Council agreed to inform Mr Howarth and/or Ms Limbert if this was something that they wished to be involved in, or if they wanted to received further information on the Annual Members' Meeting.	ALL

17/055

Audit Committee annual report (agenda item 10)

Mrs Tankard presented the Audit Committee annual report and detailed the non-executive directors that had been involved with the Committee during the 2016/17 financial year. She explained that the Trust's external auditors, PriceWaterhouseCoopers, and the internal auditors, West Yorkshire Audit Consortium, attend the Committee meetings and that the focus for the Committee was planning future internal audits; counter fraud work; reviewing current audits; and seeking assurance about changes from past audits to assess if progress had been made. She indicated that 21 internal audits had been carried out during 2016/17, with 16 of them being reported as having either significant or full assurance, five had been reported as limited assurance. She added that the Trust did not have any internal audits that were reported as no assurance. Mrs Tankard explained that following each internal audit a report was provided which included management actions. She said that the Trust's Executive Team review each report and the management actions are assigned to relevant senior managers.

Mrs Tankard explained that the counter fraud work within the Trust was mainly preventative and educational. She informed the Council that as Chair of the Audit Committee her biggest concern was creating a strong and robust risk management system within the Trust that was embedded with a culture of reporting. Ms Goode and Mrs Grant provided examples from services within the Trust where gaps had arisen in risk management. These included the current complexity of the Datix (incident management reporting system) reporting system; the lack of feedback following the submission of a Datix report; staff not feeling confident and competent at completing a Datix report; and the time commitment associated with completing a Datix report. Dr Munro welcomed the feedback and assured the Council that the Executive Team knew this work is a priority for the Trust. She informed them of a new executive director-led, risk management group that had been initiated. It will be held on a monthly basis from August 2017. Mr Deery informed the Council of a discussion that had taken place in the Audit Committee that was held on 17 July 2017 where the Committee was informed of plans to review the current risk management process to make it simpler, develop the understanding of risk with staff; revise the current risk management procedure; and develop staff competence on this issue through a training programme. Prof Proctor assured the Council that the development of this was a priority for the Trust's Board of

	Directors and that they had identified it as an area that needed to be addressed urgently.	

The Council **welcomed** further updates on simplifying of the risk management processes within the Trust.

17/056

Report on the annual audit of the Trust's accounts and the Quality Report (agenda item 11)

Ms Ishaq, External Audit Manager, PriceWaterhouseCoopers, presented the work that is undertaken as part of the external audit of the Trust. She outlined that they had reviewed the Trust's 2016/17 annual financial statements; Annual Report; and Quality Report. As part of the external audit function, they also conduct audits within the Trust attend the Trust's Audit Committee meetings. Ms Ishaq outlined that during October 2017, the planning work for the 2017/18 audit would commence with the Audit Committee receiving an interim report on findings in April 2018 along with the ISA260, international standards on auditing, and opinions in May 2018. Ms Ishaq indicated that at each Audit Committee meeting they report on progress made with the external audits.

Ms Ishaq stated that the financial statement was unqualified. She outlined the work undertaken to review the Trust's 2016/17 annual report and annual governance statement. Ms Ishaq provided assurance that reviews were carried out on the: processes and controls the Trust had in place; and whether the data and information the Trust presented was factually correctly. Councillor (Cllr) Dawson gueried what the one adjustment was that had been noted. Ms Ishaq explained that it was a difference in reporting of £360,000 between the Trust and NHS England. She said that it was not considered to have been high risk because of the amount that it was for and that it was between two NHS organisations. Because of these reasons it was reported as material. Ms Ishaq assured the Council that the Trust was found to be cautious with their judgements and that they thought the Trust's accounts were well balanced. She did acknowledge the continuing financial pressures in the NHS nationally and the impact that this might have at a local level along.

Ms Ishaq outlined the work that they had undertaken in relation to the Trust's 2016/17 Quality Report and detailed the three indicators they had reviewed. She explained that NHS Improvement set two mandatory indicators to be reported on, which were: 100% enhanced care programme approach patients receiving follow up care within seven days of leaving hospital, and admissions to inpatient services had access to crisis resolution home treatment team. She added that the Trust's governors were asked to chose an additional local indicator which was 'clinical outcomes have been improved for people who use our services'. Ms Ishaq explained that as the Trust's external auditors then verify facts, and test controls and processes in place to monitor performance against these indicators. She assured the governors of the sample testing that they undertake to provide evidence which informs their opinion. She reported that the two mandatory indicators received a clean audit opinion with areas for recommendation which the Trust's Executive Team have discussed. She added that the third and voluntary indicator does not receive a recommendation as it is not mandated but PriceWaterhouseCoopers did provide recommendations which the Trust's Executive Team have agreed. Ms Ishaq assured the Council that PriceWaterhouseCoopers will monitor and review the made by the Trust's Executive Team on progress recommendations for the three indicators.

The Council thanked the Finance Team and all members of Trust staff that have responsibility for managing budgets, and for the contribution made to the delivery of the 2016/17 Trust accounts.

17/057

Non-executive director presentation about performance (agenda item 12) and the Workforce performance report (agenda item 12.1)

Prof Proctor invited attendees to spend five minutes discussing the two reports and indicated that there would be an opportunity for key points or questions to be raised following the discussion.

Following the table discussion Mr Webster queried what physical health checks were undertaken with service users and whether the Trust had the equipment to undertake these checks. Mrs Tyler outlined that the Trust was obliged to ensure staff have the skills to undertake their roles. She outlined that general training was provided internally through mandatory training and refresher training. She said that professionally registered members of staff discuss their registration as part of their annual appraisal with their line manager. Mr Deery assured the Council that the Trust provides equipment to allow staff to undertake physical health checks on

service users. He confirmed that members of staff undertake basic physical observations with service users but he acknowledged that this was an area for further development.

Mrs Grant queried why the number of section 136 assessments had increased within the Trust. Mr Deery provided details of the partnership work that was underway with West Yorkshire Police. He added that the aim of this work was to provide the Police with a better understanding of mental illness, and suggest ways they could approach someone who was in crisis. The Council noted that the Trust was one of the few NHS organisations that provided a street triage service and that this service was initiated to reduce section 136 assessments. Prof Baker informed the Council that nationally no evaluation had taken place of street triage but that Judith Barnes, Crisis Service Manager, had produced a report on service users seen by the street triage team and treated under section 136 to evaluate the service. He informed the Council that this report would be discussed at a future Quality Committee meeting.

Mrs Swan welcomed the Workforce performance report. She queried whether work had been undertaken to expand the data captured for members of staff who voluntary leave the Trust. Ms Sharpe noted the importance of the retention of staff. Mrs Tyler provided explained that a programme of work was being developed to explore ways to improve the retention of staff within the Trust. She explained that further work would be done to target specific services that would benefit from focused staff engagement work. She assured the Council that the figures the Trust had reported on were similar to those of other NHS organisations.

The Council **noted** that Mrs Forster Adams was developing the Integrated Quality and Performance Report.

17/058 | **Membership report** (agenda item 13)

Mr Deery presented the Membership report and stated that the Trust maintains a good level of membership and that recruitment of new members continues. Mrs Grant noted the three engagement events that had taken place. She asked whether the Trust had a calendar of planned engagement events that could be shared with governors who would like to attend and support them. Mrs Hill informed the Council that membership was transferring to the Corporate

	Governance Team from 1 August 2017 and that as part of this a plan for membership was being looked at.	
	The Council noted the report and its contents.	
17/059	Non-executive director and governor service visits (agenda item 14)	
	Prof Proctor presented the non-executive director and governor service visits report and advised the Council that the methodology for service visits was being revised. Mr Johnson suggested the language be reviewed on the substantive questions so that it is not overly negative.	СН
	Mrs White informed the Council on the discussion that had taken place at the Board of Directors meeting on the 29 June 2017 on the increasing waiting list for the Gender Identity service within the Trust. She indicated that the Trust was going to proactively engage with NHS England to suggest ways in which they could work together to provide innovative solutions for the expanding waiting list.	
	The Council acknowledged the development of the service visits and that Mrs Hill was leading on this.	
17/060	Assurance report on the meeting of the Appointments and Remuneration Committee meeting held the 27 June 2017 (agenda item 15)	
	Prof Proctor indicated that the non-executive directors in attendance including herself, had a conflict of interest in relation to the proposed percentage uplift for non-executive directors, and the proposal to pay an honorarium for chairs of Board sub-committees. The non-executive directors left the meeting and Mr Howarth took over as the meeting chair.	
	Mrs Raven presented the assurance report and informed the Council that further detail of the proposed cost of living uplift and the proposed honorarium to chairs of Board sub-committees would be presented in the following two agenda items. Mrs Raven provided assurance to the Council that a unanimous decision was reached,	

	by the Appointments and Remuneration Committee, in support of both proposals.	
	Mrs Raven informed the Council that the Committee had reviewed benchmarking data in relation to the remuneration for non-executive directors and chairs within NHS organisations. She said that following the review of this data it was noted that the current remuneration of the Trust's chair was within the lower quartile and below the median amounts paid by other NHS organisations. The Committee supported a proposal for Mrs Hill to convene a meeting of the Appointments and Remuneration Committee to discuss this matter further.	СН
	The Council received the report.	
17/061	Proposed percentage uplift for non-executive directors (agenda item 15.1)	
	Mr Howarth assured the Council that robust discussion had taken place in the Appointments and Remuneration Committee on the 27 June 2017 about this item. He informed them that the Committee had unanimously supported this proposal.	
	The Council considered and approved the 1% uplift for non-executive directors with effect from 1 April 2017.	
17/062	Proposal to pay an honorarium for chairs of Board sub- committees (agenda item 15.2)	
	Mr Howarth presented the proposal to pay an honorarium for chairs of Board sub-committees and assured the Council that a robust discussion had taken place in the Appointments and Remuneration Committee on the 27 June 2017. He informed them that this was proposed to recognise the additional work and commitment that being a chair of a Board sub-committee requires. He stated that the Committee had unanimously supported this proposal.	
	Cllr Dawson queried what benchmarking had been undertaken on this and why the suggestion had been made to back date to honorarium. Mrs Hill informed the Council that it was general practice within NHS organisations for the Chair of the Audit	

Committee to receive remuneration uplift as recognition of the additional work they undertaken on a statutory committee. outlined that benchmarking on non-executive directors remuneration had been analysed by the Appointments and Remuneration Committee on the 27 June 2017 and that this proposal was in recognition of the additional work and commitments that chairs of the other Board sub-committees undertake. Mrs Hill explained that the proposal suggested that this honorarium be backdated to the date that the non-executive directors became chair of the relevant Mental Health Legislation Committee: committees: Committee; and the Finance and Business Committee. Ms Sharpe stated that the benchmarking data was limited and did not contain the specific details of the breakdown within the non-executive director remunerations that were being compared from other NHS organisations.

Mr Howarth called a vote on this agenda item. It was **noted** that eleven governors **supported** the proposal, and two governors abstained. The proposal was **agreed** by majority vote.

17/063 Refreshed Terms of Reference for the Council of Governors (agenda item 16)

Mrs Hill presented the amendments to the Terms of Reference for the Council of Governors. She outlined that the suggested changes were:

- change references from "Monitor" to "NHS Improvement" to reflect a change in the name of our regulator (throughout)
- change a reference to the way in which governor absences are reported to show that these are first reported to the Chair of the Trust rather than the (now defunct) Membership and Development Committee (Section 2)
- updated the Trust values (Section 6.2)
- removed a reference to the Governors' Panel which was operated by NHS Improvement and which has now been disbanded (Section 6.3)
- changed references to the arrangements for the circulation of the Council of Governors' minutes which do not now go to the Board of Directors (Section 4)
- changed references to the arrangements for the circulation of the minutes of the Board of Directors which do not now go to the Council of Governors' meetings. These are now circulated to governors by email or post (Section 7).

	The Council received and supported the changes to the Terms of Reference. They noted that they were not fit for purpose and correctly describe the role of the Council.	
17/064	Council of Governors evaluation (agenda item 17) Prof Proctor provided an opportunity to receive feedback from the Council on the meeting. She indicated that the meeting had been developed to incorporate two differences, which were: a different room layout; and that table discussion was initiated in relation to agenda item 12 Non-executive director presentation about performance and 12.1 Workforce performance report. She offered an opportunity for feedback on the meeting and the room layout. Mrs White suggested that the new layout made it easier for individuals to talk in smaller groups and allowed for an opportunity of networks to be developed. Mrs Swan noted that anything that encourages discussion was positive. She also suggested that the layout be amended slightly so that all attendees could see each other. These comments were noted by the Chair.	
	The Council agreed to contact Mr Howarth or Prof Proctor should they wish to contribute additional feedback.	
17/065	Any other business (agenda item 18)	
	The Council did not discuss any other business.	
The Chair of the meeting closed the public meeting of the Council of Governors of Leeds and York Partnership NHS Foundation Trust at 14.30 and thanked governors and members of the public for their attendance.		
Signed (Chair of the Trust)		
Date		