

**Minutes of the Public Meeting of the Council of Governors
held on Tuesday 3 July 2018 at St George's Centre, Great George Street,
Leeds, LS1 3DL.**

PRESENT:

Professor Sue Proctor – Chair of the Trust (Chair of the meeting)

Public Governors

Mr Steve Howarth
Mrs Kirsty Lee
Dr Ivan Nip
Mrs Niccola Swan
Mr Peter Webster

Staff Governors

Ms Sarah Chilvers
Mr Andrew Johnson
Ms Joanne Goode
Mrs Gill Galea
Ms Sarah Layton

Appointed Governors

Mrs Sarah Armstrong
Mrs Helen Kemp

Service User Governors

Ms Ellie Palmer
Ms Ann Shuter

IN ATTENDANCE:

Professor John Baker – Non-executive Director
Mrs Joanna Forster Adams - Chief Operating Officer
Ms Helen Grantham – Non-executive Director
Mrs Dawn Hanwell – Chief Financial Officer (Deputy Chief Executive)
Mrs Cath Hill – Associate Director for Corporate Governance / Trust Board Secretary
Mrs Lindsay Jensen - Interim Director of Workforce Development
Ms Fran Limbert – Corporate Governance Team Leader / Deputy Trust Board Secretary (secretariat for the meeting)
Mrs Sue White - Non-executive Director (Deputy Chair of the Trust)
Mrs Cathy Woffendin – Director Nursing and Professions
Mr Martin Wright – Non-executive Director
Six members of the public

18/020 Welcome and introductions (agenda item 1)

Professor (Prof) Proctor opened the meeting at 12.30pm and welcomed everyone.

Mrs Hill informed the Council that there were seats available on the Appointments and Remuneration Committee. The Council noted that that Committee forms part of the panel for the appointment of non-executive directors. They noted that an election to join this committee would take place before the Council of Governors' meeting on the 8 November 2018. The Council noted that Mrs Swan, Mr Howarth, and Mr Webster are currently on the Committee.

18/021 Apologies (agenda item 2)

Apologies were received from the following governors: Mr Marc Pierre Anderson, Service User: Leeds Resident; Cllr Jenny Brooks, City of York Council; Mr Les France, Public Leeds; Dr Christopher Hobbs, Carer: Leeds Resident; and Mrs Sally Rawcliffe-Foo, Staff: Clinical.

The Council was quorate.

Prof Proctor informed the Council that: Dr Claire Kenwood, Medical Director; and Dr Sara Munro, Chief Executive of the Trust had given their apologies for the meeting.

18/022 Changes to any declaration of interests and declaration of any conflicts of interest in respect of agenda items (agenda item 3)

Ms Goode requested a new declaration of interest form.

CH

No governor indicated a change to their declared interests in respect of agenda items.

18/023 Minutes of the public meeting held on 15 May 2018 (agenda item 4)

The minutes of the public meeting that was held on the 15 May 2018 were **approved** as a true record.

18/024 Matters arising (agenda item 5)

There were no matters arising.

18/025 Cumulative action log – actions outstanding from previous public meetings (agenda item 6)

Prof Proctor presented the cumulative action log. The Council agreed that the following actions should be closed: amendment to minutes of the public meeting held on the 14 February 2018; circulation of the report highlighting costs of vacancies and surplus information; sharing the finance report highlighting the cost of vacancies and the contribution to the Trust's surplus; and feedback from the Council presented at the West Yorkshire and Harrogate Mental Health Trust Collaborative.

Mrs Jensen provided an update on the Staff Survey 2017 results and actions. She informed the Council that a Senior Leaders' event had taken place to look at the

results, where feedback on what 'good practice' was given from these results. Mrs Jensen informed the Council that there had always been a question around confidentiality as people generally want to fill the survey in anonymously. The responses had been separated into teams for more efficient action plans, but teams with less than 11 responses could not be included in that as individuals might be able to be identified. Ms Chilvers questioned staff members in teams of less than 11, where their voices could be missed. Mrs Jensen responded by saying that the more staff that fill the survey out, the bigger the teams would become, thus being more inclusive. She said that by talking to managers about concerns over 'missed voices', this could enable individuals to feel that they were having their voice heard. Mrs Swan queried what learning had come out of the senior leaders' event. Mrs Jensen informed the Council that discussion over quality of appraisals; bullying and harassment in the workplace; and supporting staff around their happiness in and out of work had been the areas of focussed discussion.

The Council **received** the update on the cumulative action log and were **assured** of progress made.

18/026 Chair's report (agenda item 7)

Prof Proctor presented the Chair's report. The Council noted the only change to the executive team was Mrs Jensen stepping in as interim Director of Workforce Development from the 1 June 2018. Mr Wright pointed out that his name was not on the register of attendance for non-executive director at Council of Governors' meetings. This was agreed to be amended.

CH

The Council **received** the Chair's report and **noted** its contents.

18/027 Chief Executive report (agenda item 8)

Mrs Hanwell presented the Chief Executive's report to the Council.

She began by reflecting on the critical incident fire in Ward 5 at the Becklin Centre in May 2018. She gave thanks to the quick and efficient response from all involved at the time. She also praised staff and their efficiency in working in different environments since the critical incident, ensuring business continuity, and Bradford District Care Trust who had worked with the Trust so that one of their wards, Daisy Hill could be registered as one of the Trust's wards on a temporary basis. Mrs Swan praised the response to the fire at the Becklin Centre, as a Mental Health Act Manager, and commented on the smooth running of the services after the incident (after a service visit).

Mrs Hanwell provided thanks to Tricia Thorpe (Anti-Stigma Coordinator) for creating and organising the 'Looking Back, Looking Forward' learning disability services event, which was organised as part of the Trust's NHS70 celebrations. Prof Proctor informed the Council that there would be an NHS70 celebration event on at York

Minster on the birthday (5 July 2018) where she and 15 members of staff would be attending. The Council noted that there would also be a celebratory service at Ripon Cathedral on the 29 July 2018, where the Council would be welcome to attend.

Next, Mrs Hanwell reported that the Integrated Care System (ICS) (previously Strategic Transformation Partnership) for West Yorkshire and Harrogate Partnership would be recognised as a shadow ICS by the NHS England board. The Council noted that this would give more freedom and more access to resources. Mrs Hanwell reported that the figure of non-recurrent transformation money that the system would have access to is between £8-9million(m) nationally. The Council noted that Mrs Hanwell and Dr Munro were actively talking about the mental health contribution to the use of these funds. Mrs Hanwell presented the areas in mental health that the West Yorkshire and Harrogate Partnership were working collaboratively on. One particularly significant example was the Complex Care Model (previously known as locked rehabilitation) where a bid for capital investment had been submitted. She went on to present the Leeds System by highlighting that the workforce work stream and strengthening partnerships is critical to delivering the Trust's ambitions. Mrs Hanwell reported that a Committees in Common would be established to help support collaboration work in Leeds for providers.

Mrs Hanwell went on to provide an update on the Community Services Redesign. The Council noted that there had been significant consultation and wide engagement across staff groups, stakeholder groups, service users and carers. Mrs Hanwell said that the views from the consultations would now be pulled together to start work on the next stage of the redesign. The Council noted that staff that would be affected by the service change were invited to a 'conversation' event on the 30 July 2018 to feedback on the consultations. Mrs Forster Adams provided an update on how the third sector had been involved. She informed the Council that this would result in partners being able to influence what the model will look like in the end. Mrs Forster Adams outlined that there would be another event at the end of July 2018 to discuss feedback, what had changed, and what would be proposed for the future.

The Council noted that 34 student nurses had been newly recruited to the Trust. Mr Nip asked how many vacancies the Trust had in total for nurses. Mrs Woffendin said there were around 100 vacancies. Mrs Jensen outlined the challenges the Trust sometimes faces during the recruitment of specific roles. Ms Grantham talked about her recent experience after attending a Trust 'Welcome Event' as a new non-executive director. There had been positive feedback provided on the recruitment process by other new staff members. The Council noted the importance of using this feedback, to ensure that it is not only a positive recruitment process, but also positive retention of staff.

Prof Baker reported that a powerful part of the Board of Directors' meeting in June 2018 was the 'Sharing Stories' item, as it captured how serious incidents are dealt with and learned from within the Trust. Prof Proctor said that prior to this, the Gosport Report had been published, and a briefing from Dr Claire Kenwood (Medical Director) had been given to identify themes and risks. The Council was assured that there was work being done through the Quality Committee around the learning from the Gosport Report. The Council requested to have more discussion

around the Report in the next Council of Governors' meeting on the 8 November 2018.

Mrs Hill informed the Council that Prof Mark Gamsu (Leeds Beckett University) was carrying out a patient experience review and would like stakeholder and governor involvement. It would be a discussion on how the Trust is doing in this area and potential areas for improvements. Prof Proctor highlighted the importance of governors being involved in this.

Finally, Prof Proctor provided details of the Shadow Board programme, where senior leaders aspire to learn the skills a director requires. The Council noted that there were seven participants in the Shadow Board and the first meeting had taken place on the 29 June 2018. Prof Proctor explained that the Shadow Board observed and discussed some papers that had gone to the public Board of Directors' meeting on the previous day. She reported that she found their feedback fascinating.

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

18/028 Lead Governor report (agenda item 9)

Mr Howarth presented the Lead Governor report to the Council. He informed the Council that the Annual Members' Meeting would be taking place on the 31 July 2018 at Horizon Leeds. He highlighted the day's main events. The Council noted that there would be a Governor and Membership stall in the marketplace area which would be an opportunity to engage with the members.

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

18/029 Audit Committee Annual Report 2017/18 (agenda item 10)

Mr Wright presented the Audit Committee Annual Report. He began by highlighting the Terms of Reference of the Audit Committee. He explained that the Committee is responsible for: risk management within the Trust, ensuring that the risks are identified properly and the Trust is dealing with risks efficiently; reviewing the reports from KPMG (external auditors); reviewing the accounts at the financial year end; and reviewing the Board Assurance Framework (BAF) which its primary function is to provide assurance to the Board of Directors of the strength (or otherwise) of the systems and processes within the Trust, which would include reviewing the risks and controls within the Trust and updating them.

Mr Nip enquired where he would be able to see the information that the Audit Committee produces and discusses. Mr Wright outlined that some of the information would not be made public, but would be happy to meet with Mr Nip to privately discuss some information, as appropriate. The Council noted that the Annual Report would be published on the Trust's website. Prof Proctor reported that some internal audit reports that look at more specific parts of the Trust would not be in the public

domain. Prof Proctor explained that the public information would include the headlines of the these reports only. Mrs Sentamu assured the Council that serious risks from the internal audit reports are reported to the specific directorate, and through the Quality Committee, which governors are encouraged to attend to observe.

Mrs Swan asked Mr Wright, as the new Audit Committee Chair, how assured he felt around the risk management work within the Trust. Mr Wright reported that he felt the control and governance within the Trust was at a high level and was encouraged by the amount of work that goes into the risk register and overall governance. He reported that he felt assured by the meeting that had been done so far and there had been private meetings with the internal and external auditors where they had provided assurance around the work that they had done and what they could do in the future. Mr Wright also assured the Council on the quality of the BAF process.

The Council suggested that they see a BAF style 'list' of risks in a future meeting.

CH

Ms Grantham reported that the governance within the Trust means that non-executive directors are members of more than one board sub-committee each. Ms Grantham assured the Council that through these varied memberships, the non-executive directors can bring different areas of knowledge across different sectors.

The Council **noted** the contents of the Audit Committee Annual Report 2017/18.

18/030 Report on the annual audit of the Trust's accounts and Quality Report (Account) 2017/18 (agenda item 11)

Mr Rashpal Khangura, Director, KPMG, presented the report on the annual audit of the Trust's accounts and Quality Report (Account) 2017/18. Mr Khangura outlined the three key roles of the external auditors in respect of reviewing the: financial statements audit; the overall value for money; and the Quality Accounts. Mr Khangura reported that the audit from this year (2017/18) had been positive so far. Mr Khangura highlighted their findings of the Trust in three areas: clean audit opinion on the Trust's financial statements; a clean value for conclusion on the Trust's use of resources and value for money; and unqualified limited assurance opinion on the Quality Accounts.

Mrs White asked what challenges the local partnerships and collaborative work around West Yorkshire would bring from an auditing perspective. Mr Khangura said knowing who should be held accountable is something that can be challenging, especially when the partnerships all have a stake in something. He said that having oversight of everything could be a challenge.

Mrs Proctor informed the Council that Mr Khangura would be willing to work with the governors and non-executive directors through a 'finance for non-finance' workshop. The Council noted that they should inform Ms Limbert of their interest in this.

FL

The Council **welcomed** the report on the annual audit of the Trust's accounts and Quality Report (Account) 2017/18 and **noted** its contents.

18/031 Refreshed Terms of Reference (agenda item 12.1)

Mrs Hill presented the refreshed Terms of Reference. The Council is required to review its Terms of Reference annually to ensure they remain fit for purpose and accurately describe the role of the Council. Mrs Hill informed the Council that the only changes to the Terms of Reference were job titles of some individuals.

The Council **noted** the contents of the refreshed Terms of Reference.

18/032 Updated guidance on how the Council of Governors do business (Council of Governors' meeting etiquette) (agenda item 12.2)

Mrs Hill presented the updated guidance on how the Council of Governors do business. Mrs Swan queried how the annual cycle of business of the meetings is compiled. Mrs Hill confirmed that the topics came out of the themes that the governors had requested. She agreed to add the suggestion of governors requesting through the chair any substantial items that they would like to come back in future meetings.

CH

Mrs Sentamu asked if the content of the 'sharing stories' items for the Board of Directors meetings could be more influenced by governors. Mrs Hill responded by saying that the cycle of business for the Council of Governors' meeting does involve the governors being more involved in the services. An example is the service visits that governors attend with the non-executive directors are also a way for the governors to gain an insight into trust services.

The Council **noted** the contents of the updated guidance on how the Council of Governors do business (Council of Governors meeting etiquette).

18/033 Annual Members' Meeting 2018 and Board to Board 2018 (agenda item 12.3)

Mrs Hill outlined the information on the Annual Members' Meeting 2018 and the Board to Board meeting 2018. The Council noted that the Annual Members' Meeting would be an opportunity to communicate with the members of the Trust. Mrs Hill reported that the Board to Board meeting would be a strategic session for governors and directors collectively. The Council noted that in the meeting, the main themes that would be covered are: refinancing arrangements on Private Finance Initiative (PFI) contracts; work around Collective Leadership and culture, and how the Trust is implementing the strategy; how work is progressing with the Trust's partners in Leeds; and an update on the process of the community services

redesign so far. Mrs Hill reminded the Council of the West Yorkshire Mental Health Services Collaborative event (governor and non-executive director) on the 17 July 2018.

The Council **noted** the information on the Annual Members' Meeting 2018, the Board to Board meeting 2018 and the West Yorkshire Collaborative Mental Health event in July 2018.

18/034 2019 meeting dates for the Council of Governors (agenda item 12.4)

The Council **noted** the 2019 meeting dates for the Council of Governors.

18/035 Any other business (agenda item 13)

The Council **noted** that there would be a Combined Quality and Performance summary report at the next meeting on the 8 November 2018.

The Chair of the meeting closed the public meeting of the Council of Governors of Leeds and York Partnership NHS Foundation Trust at 2.58pm. She thanked governors and members of the public for their attendance.

Signed (Chair of the Trust)

Date