

**Minutes of the Public Meeting of the Council of Governors  
held on Tuesday 16 July 2019 at Duchess of Hamilton Suite, National Railway  
Museum, Leeman Road, York YO26 4XJ.**

**PRESENT:**

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

**Public Governors**

Les France  
Steve Howarth  
Kirsty Lee  
Ivan Nip  
Niccola Swan  
Peter Webster

**Staff Governors**

Gill Galea  
Andrew Johnson  
Sarah Layton  
Sally Rawcliffe-Foo

**Service User Governors**

Ann Shuter

**Appointed Governors**

Anna Perrett

**IN ATTENDANCE:**

Prof John Baker – Non-executive Director  
Heather Conboy – Corporate Governance Assistant  
Rose Cooper – Corporate Governance Officer (Secretariat)  
Joanna Forster Adams – Chief Operating Officer  
Helen Grantham – Non-executive Director  
Cath Hill – Associate Director for Corporate Governance / Trust Board Secretary  
Claire Holmes – Director of Organisation Development and Workforce  
Claire Kenwood – Medical Director  
Kerry McMann – Corporate Governance Team Leader  
Dr Sara Munro – Chief Executive  
Margaret Sentamu – Non-executive Director  
Sue White – Non-executive Director (Deputy Chair of the Trust)  
Martin Wright – Non-executive Director and Senior Independent Director  
Four members of the public

**19/037 Welcome and introductions** (agenda item 1)

Professor Sue Proctor opened the meeting at 1.00pm and welcomed everyone.

**19/038 Apologies** (agenda item 2)

Apologies were received from the following governors: Helen Kemp, Appointed Governor and Marc Pierre Anderson, Service User: Leeds. The Council was quorate.

Sue Proctor went onto inform the Council that: Dawn Hanwell, Chief Financial Officer (Deputy Chief Executive); Cathy Woffendin, Director of Nursing, Professions and Quality; and Andrew Marran, Non-executive Director had given their apologies for the meeting.

**19/039 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 declared any conflicts of interest in respect of agenda items.

**19/040 Minutes of the public Council of Governors meeting held on the 9 May 2019** (agenda item 4)

The minutes of the public Council of Governors meeting that was held on the 9 May 2019 were **approved** as a true record.

**19/041 Matters arising** (agenda item 5)

There were no matters arising.

**19/042 Cumulative action log – actions outstanding from previous public meetings** (agenda item 6)

Sue Proctor presented the cumulative action log. The Council noted and agreed those actions reported as completed.

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

**19/043 Chair's Report** (agenda item 7)

Sue Proctor presented the Chair's report. She reported that Cllr Jenny Brooks had stepped down and thanked her for the contribution she had made to the Council.

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

**19/044 Lead Governor Report** (agenda item 9)

Peter Webster provided his first Lead Governor report. He noted that as of today he had introduced a pre-meeting for governors which would now take place directly ahead of each meeting of the Council of Governors. He also asked governors to confirm their attendance at the upcoming Annual Members' Day as soon as possible. Peter also advised that Les France would stand in for him as deputy Lead Governor at the Board to Board in September 2019 due to him being unable to attend.

The Council **received** the verbal update.

**19/045 Audit Committee Annual Report 2018/19** (agenda item 10)

Martin Wright explained the roles and responsibilities of the Audit Committee which existed to make sure that the Board was assured that the internal controls operating in the Trust were effective. He explained that the Committee was assisted by external and internal auditors and a counter-fraud specialist with executive directors attending to present their items when required. Martin advised that this year had been a good year and they had received a clean audit report with little having been escalated to Board.

Peter Webster asked for some assurance around how fraud was being prevented and handled in the Trust and also how many instances of fraud had been detected this year. Martin Wright described the Trust's internal controls that were designed to prevent fraud and explained the role of Counter-Fraud Team who provided updates at each Audit Committee meeting and he shared some of their findings. Peter Webster asked how robust their processes were and Helen Grantham responded that the Counter-Fraud Team reviewed instances of fraud at other trusts and applied that learning to strengthen the Trust's own systems. Sue Proctor added that Audit Yorkshire would flag issues in the area which would then be reflected in the future audit priorities.

The Council **received** the 2018/19 Annual Report for the Audit Committee and was **assured** of the work of the external auditors in relation to providing assurance to the Audit Committee.

**19/046 Report on the Annual Audit of the Trust's Accounts and Quality Report (Account)** (agenda item 11)

Erin McIntyre, External Audit Manager at KPMG, presented the report on the annual audit of the Trust's accounts and Quality Report (Account) 2018/19. Erin 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. Erin reported that the audit from this year (2018/19) had been positive so far. She 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.

Ivan Nip asked Erin to comment on the Trust's going concern. Erin responded that they looked at going concern for all entities and that this also fed into the value for money opinion. As part of this they reviewed the Trust's Cost Improvement Plans for the next financial year and the achievement of those to date and they assessed how accurate the financial forecasts had been compared to the actual outturn. She advised that no significant risks regarding this had been raised. Peter Webster also asked if there were any instances where management had overridden the controls in place and Erin responded that there were no instances of this happening in any of the controls tested by KPMG.

Kirsty Lee asked about the risk relating to judgements that had been made which were inconsistent with the terms of the private finance initiative (PFI) and asked for more detail on this and whether there were any implications to the Trust. Erin explained this referred to the original planning that had been done before they had reviewed the accounting treatment that the Trust had adopted. Subsequent to this they had reviewed the accounting treatment and the terms of the PFI to check the way it had been accounted for was correct. The initial risk at the time of writing the plan was that they did not know the terms of the PFI, but once they had reviewed the PFI contract and the accounting that the Trust had done they found it to be in line with what was in the terms and therefore no breach had been identified.

Erin also responded to Ivan Nip's question about pension liability and explained that NHS pensions did not sit on the Trust's balance sheet but part of KPMG's audit opinion was concerned with examining whether the pension cost was materially correct. Sue White then asked how the external auditors would approach the new system way of working in the city and across West Yorkshire. Erin responded that as the auditors were appointed by the Trust they would therefore audit from that perspective but she acknowledged where there would be difficulty in establishing the value for money aspect.

The Council **noted** the content of the audit opinions which would help support and inform the presentation that would be provided by the auditors at the July Council meeting.

**19/047 Chief Executive Report** (agenda item 8)

Sara Munro provided the Council with an update on the current Care Quality Commission (CQC) inspection. She explained that last week the CQC had commenced their unannounced inspection of the Trust's services and outlined which services had been selected and the reasons why. She described other CQC activity which included focus groups with different members of staff, interviews with Board members and subject experts as well as the upcoming well-led inspection that would commence on the 13 and 14 August. Sue Proctor then invited the Council to have an open discussion on the topics covered in the report.

Firstly, Peter Webster fed back on discussions which referred to the serious incidents that had occurred in the Trust in May 2019 and asked how governors could get earlier knowledge of such incidents and also be advised if there were any reputational risks as a result of these. Sara Munro provided a briefing on the nature of the two incidents. She also outlined the process being followed which included a thorough review to identify lessons learned which would be then shared appropriately. She advised that the process was not yet fully concluded for these two cases. Prof Baker added that assurance of the processes around incidents was routed through the Quality Committee and governors were encouraged to attend and observe this taking place. The Committee sought assurance that all serious incidents were investigated properly and learning was disseminated across the Trust and staff and services users were fully supported. It was agreed that consideration would be given to the most appropriate way for governors to be informed about 'exceptional' serious incidents in the Trust, particularly relating to incidents which were high profile and had possible implications for the Trust's reputation.

**CH**

Les France referred to the work of the Leeds Health and Care Academy and the positive impact this was having and added that they would welcome an update on this in the future and this was agreed. It was also agreed that the governors would be kept up to date on progress relating to the partnership work with the Synergi Collaborative. Niccola Swan asked that Mental Health Act Managers were also kept informed about any developments. The Council then discussed the associations of the word 'obsession' in the Leeds Plan and questioned whether the terminology was appropriate in a mental health setting and Sara Munro noted this.

**CH**

**SM**

Finally, Sara Munro informed the Council that the next West Yorkshire Mental Health Services Collaboration Joint Non-executive Director and Governor event was scheduled to take place on the morning of the 22 October 2019 and details of this would be circulated to governors in due course.

**RC**

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

**19/048 Quarterly Performance and Quality Update Report** (agenda item 12)

Joanna Forster Adams introduced the report which presented data up to and

including the end of April 2019 and explained it was the first set of data the Council had seen since the implementation of the community redesign. She noted that at the Quality Committee they were looking at measures and metrics coming out of the evaluation of the community redesign and these would start to be introduced in this report going forwards. Joanna highlighted the ongoing pressure in acute mental health services and the high number of Out of Area Placements (OAPs) which would be looked at in more detail at the next Finance and Performance Committee.

The Council then fed back on the areas it had covered in its table discussions. Andrew Johnson referred to the instances of restraint and restrictive interventions in the Trust and John Baker updated the Council on assurance that the Quality Committee had received regarding the overall downward trajectory of these instances since the introduction of Safewards. The Council discussed the value of receiving trend data that had been plotted over a longer period of time so it became more meaningful.

Helen Grantham informed the Council that the Board had agreed that there would be a new Board sub-committee dedicated to workforce matters starting in September 2019 which was open to governor observers and the dates of this would be shared in due course. Niccola Swan then fed back on their table discussion which covered the Trust's staff retention initiatives and the progress that was being made with filling staff vacancies.

RC

Peter Webster then fed back on discussions relating to the Trust's crisis indicators. In relation to the figures for 'timely access to a mental health assessment by the ALPS team', Sally Rawcliffe-Foo (Interim Service Manager of the Acute Liaison Psychiatry Service, ALPS) described some of the factors that may influence whether or not the trajectory could be met. Joanna Forster Adams also noted the recent change in target from a four hour response time to a one hour response time and the good progress that was being made to adapt to this despite an increase in referrals from the Emergency Department. The Council thanked Sally for providing some context to the figures.

The Council also made some suggestions as to how information in the report could be presented such as having the narrative summary at the beginning of the report. It was also suggested that the Council could have a 'deep dive' on areas in the report that the governors would like to get a better understanding of where they would look at trend data over a longer period of time. Finally, in response to Ivan's question, Sara Munro updated the Council on the recent cap that had been put on to the amount of capital that the Trust was allowed to spend and the subsequent impact this had on the Trust's financial rating with NHS Improvement. She explained that they were currently undertaking a rationalisation exercise to address this and the governors would be kept updated.

CH

DH

The Council **noted** the contents of this report.

Sara Munro introduced the report which provided an overview of the Trust's 2019 – 2020 Operational Plan which was submitted to NHS Improvement/NHS England on the 4 April 2019. She explained that the plan set out the strategic priorities for delivery, along with what they meant for the Trust's workforce, estate, IT and finance. She noted that these were the collective priorities that had been agreed and would be led by the Trust's Executive Team during 2019/20 and had been approved by the Board of Directors in March 2019.

The Council **noted** the 2019 – 2020 strategic priorities agreed by the Board of Directors as part of the Trust's Operational Plan.

#### **19/050 Update on the Trust's Sustainability Plan (agenda item 14)**

Sue White introduced the paper and discussed the remit and role of the Trust's new Sustainability Group. She explained that progress with the Sustainability Plan was being monitored through the Finance and Performance Board sub-committee with update reports also being made to the Board. Sue White discussed the importance of encouraging and supporting staff to think about environmental sustainability in their work areas whilst making sure it was approached in a way that did not add extra burden to staff. Sue also highlighted some potential opportunities that could come from partnership working in the system particularly with other NHS trusts and the local authority. She noted that they were also working with the Communications Team to look at creating 'sustainability champions' across Trust and they would be involving service users and governors in this initiative.

Steve Howarth asked if there had been any formal direction from central government on a much larger scale which would avoid trusts approaching the topic individually and perhaps less efficiently. The Council noted that this was lacking but Sue Proctor discussed the potential opportunities for the Trust to influence in the Leeds footprint and referred to the Leeds Plan's commitment to sustainability. Sara Munro also informed the Council that Chris Hayes (Environment and Sustainability Manager) was representing the Trust on the pan-system sustainability group organised through the Health and Wellbeing Board.

Sue White responded to Ivan Nip's point on the importance of ensuring new buildings are made as sustainably as possible and agreed that this should be a priority for the Trust. She added that currently there was no budget for 'green' initiatives in the organisation but noted that it had been agreed at the first Sustainability Group meeting that individual business cases could be put forward for consideration on an 'invest to save' basis. Sue White also noted that the Trust did have to report its progress against the Sustainability Plan in the Annual Report and annually to its regulators.

The Council **considered** the Sustainability Plan and progress to date.

**19/051 Review of the Council of Governors' Terms of Reference** (agenda item 15)

The Council were **assured** that the Terms of Reference had been reviewed; that the references to the Strategy Committee had been removed and that the Terms of Reference were considered fit for purpose and **agreed** by the Council.

The Chair of the meeting closed the public meeting of the Council of Governors of Leeds and York Partnership NHS Foundation Trust 3.21pm. She thanked governors and members of the public for their attendance.

Signed (Chair of the Trust) .....

Date .....