

**MEETING OF THE COUNCIL OF GOVERNORS
HELD IN PUBLIC SESSION**

TUESDAY 7 MARCH 2017

**ILKESTON RESOURCE CENTRE, ILKESTON COMMUNITY HOSPITAL
HEANOR ROAD, ILKESTON, DE7 8LN**

THE MEETING OPENED AT 1.00 PM AND CLOSED AT 3.40 PM

PRESENT	Caroline Maley	Acting Trust Chair
GOVERNORS PRESENT	Shelly Comery	Public Governor, Erewash North
	Rosemary Farkas	Public Governor, Surrounding Areas
	Sarah Gray	Staff Governor, Nursing & Allied Professions
	Ruth Greaves	Public Governor, Derbyshire Dales
From 2017/022	Jason Holdcroft	Staff Governor, Medical & Dental
	Paula Holt	Appointed Governor, University of Derby
	Gillian Hough	Public Governor, Derby City East
	Maira Kerr	Public Governor, Derby City West
	Lynda Langley	Public Governor, Chesterfield North
	John Morrissey	Public Governor, Amber Valley South
	Kevin Richards	Public Governor, South Derbyshire
	Carole Riley	Public Governor, Derby City East
	April Saunders	Staff Governor, Nursing & Allied Professions
	Helen Sentance	Public Governor, Erewash South
	Kelly Sims	Staff Governor, Admin & Allied Support Staff
	Alan Smith	Public Governor, Chesterfield South
	David Wilcoxson	Public Governor, Amber Valley North
IN ATTENDANCE	Denise Baxendale	Communications & Involvement Manager
Items 2017/017 - 021	Ian Barber*	Grant Thornton (External Auditor)
	Donna Cameron	Assistant Trust Secretary (Note Taker)
	Margaret Gildea	Non-Executive Director/Senior Independent Director
	Carolyn Green*	Director of Nursing & Patient Experience
	Sam Harrison	Director of Corporate Affairs & Trust Secretary
	Ifti Majid	Acting Chief Executive
	Mark Powell	Acting Chief Operating Officer
	Amanda Rawlings	Interim Director of People & Organisational Effectiveness
	Rehana Shaheen	Support Worker to Maira Kerr
	Anna Shaw	Deputy Director of Communications & Involvement
	Dr Julia Tabreham	Non-Executive Director
	Maura Teager	Non-Executive Director
	David Waldram	Member of the Public
	Dr Anne Wright	Non-Executive Director
	Claire Wright	Director of Finance and Deputy Chief Executive
	Richard Wright	Non-Executive Director
From 2017/022	Lynn Wilmott-Shepherd	Interim Director of Strategic Development
APOLOGIES	Diane Froggatt	Appointed Governor, Derby City Council
	Alexandra Hurst	Public Governor, High Peak
	Paula Lewis	Public Governor, Derby City West
	Barry Mellor	Non-Executive Director
	Gemma Stacey	Appointed Governor, University of Nottingham
	Dr John Sykes	Executive Medical Director

DHCFT/Gov/ 2017/017	<u>WELCOME, INTRODUCTIONS, OPENING REMARKS, APOLOGIES & DECLARATIONS OF INTEREST</u>
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The Chair opened the meeting at 1.00 pm and welcomed attendees,

	<p>including the new governors, to Ilkeston Resource Centre. The location had been chosen following a request from governors to rotate the Council of Governors meetings around the Trust's geography. The next meeting will be held at Belper Football Club.</p> <p>Apologies were noted as above.</p> <p>No declarations of interests were received.</p> <p>Item 12, Recommendation to Dismiss a Governor had been withdrawn following receipt of the governor's resignation.</p>
DHCFT/Gov/2017/018	<p><u>SUBMITTED QUESTIONS FROM MEMBERS OF THE PUBLIC</u></p> <p>Members had all been notified of the meeting and offered the opportunity to submit questions to the Council of Governors (CoG). No questions had been received. One member of the public was noted to be in attendance but with no questions for the Council of Governors.</p>
DHCFT/Gov/2017/019	<p><u>MINUTES OF THE MEETING HELD ON 19 JANUARY 2017</u></p> <p>A revision was requested to a response made by Dr Julia Tabreham to the Acting Chief Executive's report. This will be agreed between Carolyn Green and Donna Cameron and the minutes amended.</p> <p>With no further comments, the minutes of the previous meeting were accepted as a correct record subject to the amendment as outlined above.</p>
DHCFT/Gov/2017/020	<p><u>MATTERS ARISING & ACTIONS MATRIX</u></p> <p>There were no matters arising from the minutes of the meeting held on 19 January 2017.</p> <p>Updates on progress were noted directly on to the matrix. Two updates were highlighted:</p> <p>Governor Visits Issues were raised at the Governance Committee regarding the protocol for governor visits. Carolyn Green will be benchmarking the protocol and reporting back to the Governance Committee. Action is closed from Council of Governors.</p> <p>Chief Executive's Report Ifti Majid sought clarification from governors regarding their request for information on Standard 2: Time to Consultant Review and Lead for Inter-Agency Investigation on Deaths.</p> <p>ACTION: Following discussion it was agreed that a development session will be arranged for governors on the broader process for Serious Incidents, deaths and the complex reporting associated with that. It was suggested that this be incorporated into the session already agreed to be led by the Medical Director on 21 September 2017.</p>

DHCFT/Gov/
2017/021

SELECTION OF QUALITY INDICATORS

Carolyn Green introduced Ian Barber of Grant Thornton, the Trust's External Auditors.

It is a formal duty of the Council of Governors to take advice from the auditors to understand their choice of indicators and formally vote on the selection of indicators. The indicators are set by NHS Improvement. There are two categories; mandated indicators and local indicators. Findings will be reported to the Council of Governors.

Moira Kerr suggested that the Council of Governors would wish to select an indicator independently, unrelated to the Quality Account, for review. It was agreed that this could be considered in line with available internal audit capacity. Governors requested more information on the Care Programme Approach and Mark Powell offered to lead a development session on this for them.

Sam Harrison reminded governors that the Quality Account will be discussed at the April Governance Committee. Governors have a duty to review the content and collectively, as a group, submit their view as to if they consider the Quality Account to be representative and this will be coordinated through the Committee.

ACTION: Development session on the Integrated Performance Report to be scheduled for delivery by Mark Powell.

RESOLVED: The Council of Governors, based on previous years' audits and a recommendation from External Audit, agreed to select the following indicators

Mandated Indicators

1. 100% enhanced care programme approach patients receiving follow-up contact within seven days of discharge from hospital.
2. Minimising delayed transfers of care.

Local Indicator

3. Patients who have had a review of their care plan in the last 12 months.

DHCFT/Gov/
2017/022

ACTING CHIEF EXECUTIVE'S REPORT

Ifti Majid delivered his update report to the Council of Governors which included feedback on changes within the national health and social care setting, as well as providing an update on developments occurring within the local health and social care community.

The Policing & Crime Bill has received Royal Assent and will now become an Act of Parliament. This was reviewed by the Mental Health Act Committee on 3 March 2017 and key impacts on mental health are detailed in the report. A full briefing will be produced, once guidance has been issued, for staff, carers and service users. Dr Anne Wright assured governors that the Mental Health Act Committee will be kept informed and expects to receive a report on the implications of the Bill. Gillian Hough requested that the Trust follow up on the governor vacancy of an appointed Derbyshire Constabulary governor. Sam Harrison confirmed that the Chief

	<p>Constable had been approached during 2016 and had responded that they are unable to take up governor roles but she will review previous correspondence from the Trust on this issue. Ifti Majid advised that the information regarding Crisis Concordat will be shared with governors. The Trust has corresponded with NHS Improvement regarding planning for the 2017-19 contracting round and the assurance of mental health investment.</p> <p>Current areas of pressure within clinical services were noted, particularly community team capacity and associated waiting lists.</p> <p>An update on the STPs will be scheduled for a future meeting.</p> <p>RESOLVED: The Council of Governors noted the content of the Acting Chief Executive’s report.</p> <p>ACTION:</p> <ol style="list-style-type: none"> 1. Sam Harrison to review the request to Derbyshire Constabulary for a named appointed governor. 2. Crisis Concordat information to be shared with governors. (Post Meeting Note – Development Session to be arranged) 3. Update on STPs to be scheduled to the Council of Governors.
<p>DHCFT/Gov/ 2017/023</p>	<p><u>COLLABORATION WITH DCHS</u></p> <p>Caroline Maley reminded those present that the first step in the collaboration process with Derbyshire Community Healthcare NHS Foundation Trust (DCHS) had been the development of the Strategic Options Case (SOC), as presented to the Council of Governors to Board Session on 27 October. At the Council of Governors on 24 November 2016 governors’ questions regarding the SOC and its recommendations were addressed. At the Council of Governors on 19 January 2017 governors received a summary document of the current status of the acquisition with clarity on roles and responsibilities.</p> <p>Since that time there had been on-going discussions with DCHS. The first meeting of the Joint Integration Board is scheduled for 8 March 2017 where the outline business case and full business case process will be reviewed. A procurement process has been followed to appoint consultants to support parts of the acquisition work. Individual workstreams, including governance, workforce, and Finance, have begun to meet to set their programmes of work.</p> <p>Caroline Maley reported that the appointment period of the Chair of DCHS has been extended, and the Chair will be in place through to November 2020. Under transaction rules, the Chair of the acquiring organisation will be the Chair going forward post acquisition. Governors were disheartened to learn that they would not be involved in the appointment of the Chair of the future organisation. John Morrissey noted that the Council of Governors papers on the DCHS website had not been published since September 2016 and therefore it was not possible for members of the public to view this information or activity. This information will be clarified for governors.</p> <p>Ifti Majid clarified that the process of the acquisition had been agreed through the Strategic Options Case. At the point that the application is made</p>

and granted by NHS Improvement for the acquisition, Derbyshire Healthcare NHS Foundation Trust will 'fall away'. Specifically this means that the Council of Governors, the Board, the constitution and the Foundation Trust status falls away and the new organisation emerges with an expanded constitution that reflects the constituencies being served.

Ifti Majid reminded governors of their pivotal role in the acquisition process. Governors will receive information from the Board in order to hold the Non-Executive Directors (NEDs) to account for the process and the transaction. Governors need to assure themselves that they have received information that the needs of members in their constituencies have been fully taken into account and the public consulted where necessary. The Board will work with governors to ensure they receive the right information in order to do that. Governors are also required to be satisfied that the Board has been thorough in the process of developing the recommendation for making the application for the transaction and proper due diligence has been carried out. NHS Improvement says that consent should not be withheld by governors for the acquisition if this has been done.

The Board will continue to seek from governors their thoughts and input to ensure they are receiving all the necessary information they require to make a decision. The next step is receipt of the outline business case followed by the full business case in December 2017. After this, each Board is required to consider if it has a sufficient level of information from which to proceed. NHS Improvement will give feedback on the risk rating for the transaction. If the outcome is positive and the risk rating acceptable, the result will be a presentation to the Council of Governors. Governors will then be required to vote. 50% of all governors are required to be in favour and vote on the acquisition based on the evidence that has been received throughout the process. At that point the Board will make an application to NHS Improvement which, if granted, results in the closure of Derbyshire Healthcare NHS Foundation Trust and the transfer of assets, staff and services to DCHS.

Gillian Hough requested assurance be sought from DCHS, in writing, that it had appointed its Chair in line with its constitution. Ifti Majid advised that while this question can be directed to DCHS, the reasons for the appointment are the responsibility of the appointing organisation.

Jason Holdcroft joined the meeting at this time.

Amanda Rawlings declared an interest in the subject and commented that she had been asked to lead the People & Culture Workstream. The concerns the governors raise are valuable in contributing to the issues that need to be considered and addressed strategically going forward.

Governors expressed their concerns regarding the impact on people and the potential loss of staff and leadership during the acquisition process. Caroline Maley assured governors that this is also a concern recognised by the Board.

Frequency of Council of Governors meetings was discussed and the ability to discuss the acquisition as a full Council. It was suggested that the Council of Governors hold monthly meetings but that on alternative months the meeting be held in confidential session and be dedicated to acquisition

	<p>issues. The Chair and Chief Executive will review this suggestion and report back.</p> <p>RESOLVED: The Council of Governors noted the update on the collaboration with DCHS.</p> <p>ACTION:</p> <ol style="list-style-type: none"> 1. Governors were asked to contact the Acting Chair and/or Chief Executive directly to request or notify of any information that they require. 2. Clarification on reappointment of DCHS Trust Chair to be provided to governors. 3. Consideration to be given to increased frequency of Council of Governors meetings with the collaboration work being the focus for additional meetings.
<p>DHCFT/Gov/2017/024</p>	<p><u>STAFF ENGAGEMENT SURVEY 2016</u></p> <p>Margaret Gildea, Non-Executive Director and Chair of the People & Culture Committee, presented the summary results of the NHS Staff Survey 2016. The results had been embargoed up until 7 March and therefore had not been available to share prior to the meeting. The results were distributed in the meeting.</p> <p>The survey had operated in a context whereby staff had experienced a difficult human resources history with uncertainty around the merger and leadership of the Trust.</p> <p>The response rate was 38% and the engagement rating of staff was 3.69 out of a total score of 5, a reduction on the previous year from 3.73 out of 5. The engagement rating is made up of staff willingness to recommend the Trust as a place to work or as a place of treatment. Other mental health trusts are at 3.8, with the best Trusts in the range of 3.9 – 4.1.</p> <p>In summary, the Trust was significantly better on one question, significantly worse on ten questions with no significant difference seen in the remaining 77 questions. To address the areas of deterioration a staff engagement group has been meeting and the item is a monthly focus for the People & Culture Committee. Appraisal processes have been refined and training provided for line managers on how to support and manage people. New workforce systems have been developed to improve the timescales involved in recruitment. A weekly blog has been issued from the Chief Executive to keep in touch with activities in the Trust and improve communications.</p> <p>Areas for focus in 2017/18 have been agreed as the employee voice, tools for the job, leadership engagement and staffing/resources. The Council of Governors will continue to be updated on staff engagement throughout the year with an update to each Council of Governors meeting.</p> <p>RESOLVED: The Council of Governors noted the update on the Staff Survey.</p> <p>ACTION: The slides and infographic distributed at the meeting will be emailed to governors.</p>

<p>DHCFT/Gov/ 2017/025</p>	<p><u>NED UPDATE – PEOPLE & CULTURE COMMITTEE</u></p> <p>The Chair explained that the NED update has been reformatted so that each of the NED Committee Chairs could deliver a deeper dive into the work of their committee on a rotational basis. Margaret Gildea, as chair of People & Culture Committee, delivered the first update of this nature.</p> <p>In addition to leading the work on the Staff Survey, Margaret Gildea advised the Council of Governors that the People & Culture Committee had an increased focus on resourcing. Targeted recruitment campaigns to achieve additional capacity and fill vacancies had resulted in an expedited route to recruitment. There are currently 70 people in the pipeline and retention is improving. The Committee had overseen the work by Amanda Rawlings, Interim Director of People & Organisational Effectiveness, on the People Plan. It has been restructured and is reviewed quarterly with a monthly deep dive into one particular area of the plan to help support and be assured by the activities of the Human Resources Team. The area has benefitted from stronger leadership that is now in place.</p> <p>RESOLVED: The Council of Governors noted the update from Margaret Gildea.</p>
<p>DHCFT/Gov/ 2017/026</p>	<p><u>INTEGRATED PERFORMANCE REPORT</u></p> <p>Mark Powell presented the Integrated Performance Report (IPR), providing the Council of Governors with an integrated overview of performance as at the end of January 2017. The focus of the report is on workforce, finance, operational delivery and quality performance. This is the same report as presented to the Public Trust Board Meeting on 1 March 2017.</p> <p>Key themes identified to the Council of Governors were the pressures on services and mitigations and actions being put in place. Nursing cover overnight has been a challenge in January. The report highlights the pressures in Neighbourhood Services which were presented in detail to the Public Trust Board Meeting on 1 March. The presentation will be shared with governors after the meeting.</p> <p>The report illustrates a good performance against a number of indicators, acknowledging the areas where challenge remains. The development session offered earlier in the meeting on the Integrated Performance Report would provide useful reference and information to governors regarding some of the challenges.</p> <p>Lynda Langley commented that she had attended the Public Trust Board meeting and found the presentation from the Neighbourhood Team to be 'brilliant' and that the staff were 'amazing'. Dr Julia Tabreham, as Chair of Quality Committee, assured the Council of Governors that the Quality Committee had been and will continue to be regularly informed regarding the situation in the Neighbourhood Team. The issue has been escalated from Quality Committee to the Board and the risk flagged with the Commissioners regarding the unfunded gap based on demand for services. Lynn Wilmott-Shepherd added that this has been discussed recently with Commissioners who are interested to talk further to the Trust on this.</p> <p>RESOLVED: The Council of Governors noted the Trust's integrated</p>

	<p>overview of performance at the end of January 2017.</p> <p>ACTION:</p> <p>1. The presentation given on Neighbourhood Services at the Public Trust Board Meeting on 1 March to be shared with the Council of Governors, along with the email that was circulated to staff on the issues.</p>
DHCFT/Gov/ 2017/027	<p><u>ELECTION OF LEAD GOVERNOR AND DEPUTY LEAD GOVERNOR</u></p> <p>Caroline Maley presented the report outlining the process followed for the election of a lead governor and deputy lead governor and the outcomes.</p> <p>One self-nomination had been received for each role. The Council of Governors is asked to support the recommendation to appoint those candidates.</p> <p>RESOLVED: The Council of Governors accepted the recommendation to appoint John Morrissey as lead governor and Carole Riley as deputy lead governor for the remaining period of their governor term.</p>
DHCFT/Gov/ 2017/028	<p><u>REPORT FROM THE GOVERNANCE COMMITTEE HELD ON 15 FEBRUARY 2017</u></p> <p>Carole Riley presented the report from the Governance Committee's meeting of 15 February 2017.</p> <p>RESOLVED: The Council of Governors noted the report.</p>
DHCFT/Gov/ 2017/029	<p><u>GOVERNANCE IMPROVEMENT ACTION PLAN UPDATE</u></p> <p>Sam Harrison presented the Governance Improvement Action Plan (GIAP) update as presented at the Public Trust Board meeting on 1 March 2017. The report demonstrates that 30 of the 53 recommendations that form the GIAP have been completed, a further 21 are on track with some issues identified in two areas. Where issues have been identified the report details actions, mitigating circumstances and plans to get items back on track for completion.</p> <p>At the Public Board on 1 March ten blue completion forms were presented for challenge, scrutiny and approval. Each blue completion form demonstrates evidence, detail of monitoring and how actions are embedded for the future. All ten completion forms had been approved and signed off.</p> <p>Currently Deloitte LLP are with the Trust undertaking a review of the work done to date on the GIAP to provide external assurance to NHS Improvement on implementation. Deloitte LLP have requested a focus group of governors to input to this review and give views on what has changed as a result of the GIAP and how it has been approached.</p> <p>RESOLVED: The Council of Governors noted the update on the Governance Improvement Action Plan as presented to the Public Trust Board on 1 March 2017 and the outcome of that presentation.</p>

	ACTION: Expressions of interest to be sought from governors to participate in a focus group to discuss the Governance Improvement Action Plan.
DHCFT/Gov/ 2017/030	<p><u>ANY OTHER BUSINESS</u></p> <p>Quality Visits John Morrissey reminded governors of the value and importance of Quality Visits. Governors are encouraged to participate. The matter is scheduled for further discussion at the Governance Committee on 15 March 2017.</p> <p>Maura Teager The Board and Council of Governors thanked Maura Teager for her seven years of dedicated and loyal service to the Trust as a Non-Executive Director and remarked upon her extraordinary 46 years of service to the NHS. Maura thanked colleagues for their support, adding that she had been delighted to have had the opportunity and experience to serve the Trust.</p>
DHCFT/Gov/ 2017/031	<p><u>MEETING EFFECTIVENESS</u></p> <p>Taking on board comments regarding subject matter and attendees, it was agreed that if there are times when confidential discussion is required then confidential meetings will be held.</p>
DHCFT/Gov/ 2017/032	<p><u>CLOSE OF MEETING</u></p> <p>There being no further business, Caroline Maley thanked governors for attending and the meeting closed at 3.40 pm.</p>