

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

Thursday 19 January 2017

**Conference Rooms A & B, Research & Development Centre,
Kingsway, Derby, DE22 3LZ**

The meeting opened at 1.00 pm and closed at 15.30

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
	Gillian Hough	Public Governor, Derby City East
	Moira Kerr	Public Governor, Derby City West
	John Morrissey	Public Governor, Amber Valley South
	Carole Riley	Public Governor, Derby City East
	Helen Sentance	Public Governor, Erewash South
	April Saunders	Staff Governor, Nursing & Allied Professions
	Kelly Sims	Staff Governor, Administration & Support Staff
	Gemma Stacey	Appointed Governor, University of Nottingham
IN ATTENDANCE	Julia Tabreham	Non-Executive Director
	Maura Teager	Non-Executive Director
	Richard Wright	Non-Executive Director
	Claire Wright	Director of Finance
	Samantha Harrison	Director of Corporate Affairs & Trust Secretary
	Donna Cameron	Assistant Trust Secretary (notes)
	Anna Shaw	Deputy Director of Communications & Involvement
	Denise Baxendale	Communications & Involvement Manager
	Jason Holdcroft	Incoming Staff Governor, Medical & Dental
	Rehana Shaheen	Support Worker to Moira Kerr
	Angela Meynall	Member of the Public
2017/011 only	Mike Gray	AIM (Active in Mind)
2017/011 only	Phil Alcock	AIM (Active in Mind)
APOLOGIES	Rob Davison	Appointed Governor, Derbyshire County Council
	Paula Holt	Appointed Governor, University of Derby
	Alexandra Hurst	Public Governor, High Peak
	John Jeffrey	Public Governor, Bolsover
	Lynda Langley	Public Governor, Chesterfield North
	Alan Smith	Public Governor, Chesterfield South
	Margaret Gildea	Non-Executive Director
	Barry Mellor	Non-Executive Director
	Anne Wright	Non-Executive Director
	Ifti Majid	Acting Chief Executive
	John Sykes	Medical Director
	Mark Powell	Acting Chief Operating Officer
	Lynn Wilmott-Shepherd	Interim Director of Strategic Development
	Amanda Rawlings	Interim Director of People and Organisational Effectiveness

<p>DHCFT/Gov/ 2017/001</p>	<p><u>WELCOME & APOLOGIES</u></p> <p>Caroline Maley, Acting Trust Chair, welcomed governors and attendees to the Council of Governors meeting.</p> <p>Apologies were noted as above. Governors and attendees were urged to confirm attendance to Shirley Houston, Engagement Officer, to ensure that sufficient resources are available for the meeting.</p>
<p>DHCFT/Gov/ 2017/002</p>	<p><u>MINUTES OF PREVIOUS MEETINGS</u></p> <p>Extraordinary Meeting held on 14 December 2016 With the addition of apologies from Maura Teager, the minutes were accepted as a correct record of the meeting.</p> <p>Meeting held on 24 November 2016 Page 1 - Maura Teager's apologies to be added. Page 3 – item 2016/073 – final bullet point – first sentence – to be amended to read 'Gillian Hough asked if a strategic stance had been taken not to respond to ex governors making repeated comments in the press'. With no further comments, the minutes were accepted as a correct record of the meeting.</p>
<p>DHCFT/Gov/ 2017/003</p>	<p><u>MATTERS ARISING & ACTIONS MATRIX</u></p> <p>Updates on progress with actions were noted directly to the matrix.</p>
<p>DHCFT/Gov/ 2017/004</p>	<p><u>ACTING CHIEF EXECUTIVE'S REPORT</u></p> <p>Claire Wright delivered the update report on behalf of the Acting Chief Executive, who was delivering a presentation to the Derby City Health & Wellbeing Board on mental health issues.</p> <p>The report provided the Council of Governors with feedback and changes nationally, locally and within the Trust.</p> <p>Moira Kerr sought clarification on the application of seven day standards to mental health inpatient services. Claire Wright confirmed that these were acute provider reporting standards currently but we may be asked to report on them in due course. Moira Kerr requested information regarding Standard 2: Time to Consultant Review. Claire Wright confirmed that the current key reporting performance indicators are found in the integrated performance review report in the later agenda item and the time it takes a Consultant to review could be a topic for future discussion.</p> <p>Moira Kerr enquired how it is determined which agency takes the lead on investigations on deaths. Claire Wright suggested this could be another topic for future discussion. Julia Tabreham assured governors that the Quality Committee receives monthly updates on serious incidents, has a strong focus on complaints and advised that the Trust now has a Non-Executive Director Lead on Mortality & Learning From Deaths (Dr Anne Wright), who also sits on the Quality Committee.</p>

Governors discussed the outcome of the contracting negotiations and expressed their disappointment and concerns regarding the outcome. Claire Wright assured governors that the Trust is viable and is continuing to work towards achieving its Cost Improvement Plan for 2016/17. Any plans for commissioner disinvestment will be shared with the governors. However any proposed disinvestments will require an extremely rigorous quality impact assessment and consultation in many cases before services could be removed. Richard Wright, as Chair of Finance & Performance Committee, assured governors that the Trust had taken a very strong stance with Commissioners to protect services as much as possible. Caroline Maley added that the outcome had been achieved through very difficult and complicated discussions and overall was better than anticipated.

Assurance was sought by John Morrissey on the issues identified in the Healthwatch Derby's report into experiences of using services. The Acting Chair confirmed that the Trust had engaged with Healthwatch on this report and they had attended the December Quality Committee. In responding to feedback from Healthwatch Derbyshire, a robust action plan has been put in place to deal with issues raised. Increased resource had been agreed to support the Complaints Team to address the concerns raised regarding the Trust's response to complaints

Moira Kerr observed the recruitment challenges with Band 5 Nursing staff. Gemma Stacey reported that mental health nursing is a very popular choice and commissions increase annually for nurses. However, competition for nurses is greater than ever with the additional attraction of the benefits of private sector working.

DCHS and DHcFT – Towards more integrated working

Governors received this document, prepared by both Trusts. The document summarised the current status of the merger by acquisition and set out the role of both Boards and Council of Governors throughout the transition period of joint working. The paper also set out the NHS Improvement guidance as to the key differences between a merger and acquisition as outlined in the Strategic Options Case. The Board, at its meeting on 11 January 2017 had agreed that it was satisfied with the transaction route and confirmed its commitment to the process. Caroline Maley assured the governors that they will be engaged with throughout the transaction process. Governors raised the anticipated changes to the Council of Governors through the acquisition by merger and were assured that changes will be discussed as part of the future journey. Timescales are still indicative for the process. The Acting Chair confirmed that governors will continue to be informed regularly throughout the process.

RESOLVED: The Council of Governors confirmed they understood their role within the merger by acquisition process and reaffirmed their commitment to progressing with the outline and full business case.

ACTIONS:

- 1. Clarification to be sought regarding the need for further reporting versus areas of interest for potential governor development sessions.**

<p>DHCFT/Gov/ 2017/005</p>	<p><u>INTEGRATED PERFORMANCE REPORT (IPR)</u></p> <p>The report, presented by Claire Wright, provided the Council of Governors with an integrated overview of performance as at the end of November 2016, focussing on workforce, finance, operational delivery and quality performance.</p> <p>Claire Wright highlighted the staffing pressures, which are impacted by vacancies and sickness. As previously reported, an action plan is in place to take forward improvements in recruitment which is already seen to be delivering benefits. Kelly Sims remarked upon on the breach of night shift skill mix. The Acting Chair confirmed that this is high on the Board's agenda and reassurance is taken from the investment in staff to address this. Maura Teager echoed the point made by Kelly Sims, adding that the Executive Directors had been asked to consider if any interim measures are available.</p> <p>RESOLVED: The Council of Governors noted the Trust's integrated overview of performance at the end of November 2016.</p> <p>ACTION: The cover sheet and summary that accompanied the IPR to Public Board is to be circulated to governors.</p>
<p>DHCFT/Gov/ 2017/006</p>	<p><u>NON-EXECUTIVE DIRECTOR UPDATES</u></p> <p>Richard Wright As Chair of the Finance and Performance Committee, Richard advised that the recent focus had been dominated by contract negotiations. Assurance has been received by the Committee that significant work is going into starting 2017/18 in a positive way.</p> <p>Dr Julia Tabreham As Chair of Quality Committee, Julia reported that nurse staffing levels and skill mix across the Trust's inpatient wards, both mental health and community, had been reviewed in January. She is becoming involved in interview panels for clinical staff. The Quality Dashboard continues to be developed and evolves. The Director of Nursing & Patient Services continues to work on and deliver completion of actions arising from the CQC inspection. Both regularly meet to review the status of actions via the CQC portal. The Acting Chief Operating Officer has delivered an Emergency Preparedness, Resilience and Response (EPRR) Strategy 2017-2020 and associated implementation plans which are being operationalised. Suicides in the city and county have risen 112% in the last 12 months, which is of concern. Executive focus has been directed to upon performance related to completion of the Governance Improvement Action Plan. Investment has been made in complaints resource to address concerns raised by Healthwatch Derby. The Quality Committee has received feedback from the 4Es Carers Network on Information Governance issues, which have been recorded and are being addressed.</p> <p>Maura Teager Maura confirmed the Trust's continued focus on nursing workforce, particularly recruitment and retention. Two unannounced CQC visits have been received and feedback is being given on improvements. The safeguarding agenda continues to emerge and grow. As an outgoing NED (Maura Teager steps down at the end of March) she confirmed her</p>

	<p>confidence in the Board, emphasizing the importance of looking to the future.</p> <p>Barry Mellor The Acting Chair delivered an update in Barry Mellor's absence. As Chair of Audit & Risk Committee (A&R), Barry reported that a deep dive into strategic risks had gone well. Barry Mellor takes over the role of Chair of A&R from Caroline Maley.</p> <p>Dr Anne Wright Delivered by the Acting Chair on behalf of Dr Anne Wright. Anne has spent time shadowing Maura Teager for handover and knowledge sharing. Anne has met with the Lead Governor and looks forward to continuing to build the relationship with governors and directors alike. She has been most impressed with the scale and pace of work to address CQC actions. She noted her disappointment at the potential disinvestment in services by CCGs and the potential risks resulting from that.</p> <p>Caroline Maley In post for 19 days as Acting Chair. Reported a positive handover from Richard Gregory. Has met with James Mullins, the CQC's Head of Hospital Inspections (Mental Health), who expressed confidence in the Trust. Related to the STP, there is a will amongst community service providers to begin more collaborative working. Next week Caroline will be attending a meeting with the Chair of DCHS.</p> <p>RESOLVED: The Council of Governors noted the NED comments regarding their portfolios.</p>
<p>DHCFT/Gov/ 2017/007</p>	<p><u>VERBAL REPORT FROM GOVERNORS NOMINATIONS & REMUNERATION COMMITTEE HELD ON 13 JANUARY 2017</u></p> <p>Samantha Harrison delivered a verbal update on the meeting, which had been held on 13 January 2017.</p> <p>Governors were informed of the outcome of the Interim Trust Chair's appraisal, as summarised to the Council of Governors on today's agenda.</p> <p>Fit and Proper Persons Tests were confirmed as completed for Julia Tabreham, Margaret Gildea, Richard Wright and Barry Mellor.</p> <p>NED salary benchmarking was presented, to include local, regional and national comparator information.</p> <p>The Acting Chair shared her proposal for Board Committee allocation of the NEDs, which was recommended to the Council of Governors and follows consultation with the Board.</p> <p>Volunteers had been sought for the SID role. The only NED to express an interest was Margaret Gildea. The role description, as tabled at Council of Governors today, had been amended to reflect the experience of Caroline Maley in the role and to strengthen the connection with governors.</p> <p>A report on the exit interview held with Jim Dixon was received and his feedback noted. Caroline Maley gave feedback to Nominations & Remuneration Committee on an exit interview with Richard Gregory. Ruth</p>

	<p>Greaves enquired if exit interviews were conducted with governors. Anna Shaw advised that feedback is requested and support offered to those who resign. Comments gathered are retained on file. But these are not classed as exit interviews.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. The amended role description for the SID was received and noted. 2. The update from the Governors Nominations & Remuneration Committee was noted.
<p>DHCFT/Gov/ 2017/008</p>	<p><u>SUMMARY OF REPORT ON INTERIM CHAIR'S APPRAISAL</u></p> <p>Caroline Maley referred to the summary report on the Interim Chair's appraisal, which had been previously seen by the Governors Nominations & Remuneration Committee.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. Received assurance that a robust appraisal process has been followed for the appraisal of the Interim Trust Chair for the period December 2015 – December 2016. 2. Noted the feedback received on the performance of the Interim Trust Chair.
<p>DHCFT/Gov/ 2017/009</p>	<p><u>REPORT FROM THE GOVERNANCE COMMITTEE</u></p> <p>The report provided the Council of Governors with an update on the meetings of the Governance Committee held on 21 December 2016 and 10 January 2017. The report summarised matters discussed at the meetings.</p> <p>Carolyn Green had delivered a presentation on Quality Visits, Protocol for Visits and the Quality Account at the 10 January meeting. At the Council of Governors meeting in March, governors will be requested to confirm their selection of indicators for the Quality Account.</p> <p>The Acting Chair has requested increased focus on the membership and engagement strategy; the importance of engagement with communities over the coming months and period of the merger by acquisition will be of particular importance.</p> <p>Gillian Hough advised the need for Council of Governors to be aware of on-going Code of Conduct issues. The Committee is well attended and working positively.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. Noted the discussions of the Governance Committee meetings held in December 2016 and January 2017. <p>ACTION:</p> <ol style="list-style-type: none"> 1. Quality Account indicators to be agreed at the March meeting.

<p>DHCFT/Gov/ 2017/010</p>	<p><u>DEPUTY LEAD GOVERNOR ROLE</u></p> <p>Samantha Harrison reminded the meeting that governors had been invited to express an interest in the role of Deputy Lead Governor prior to this meeting. One offer had been received from Carole Riley.</p> <p>RESOLVED: The Council of Governors 1. Accepted Carole Riley’s offer to become Deputy Lead Governor, effective immediately until 7 March when the outcome of the ballot for the substantive role for the Deputy Lead Governor and Lead Governor will be presented.</p> <p>Richard Wright and Maura Teager left the meeting at this time (2.35 pm).</p>
<p>DHCFT/Gov/ 2017/011</p>	<p><u>ACTIVE IN MIND PRESENTATION (AIM)</u></p> <p>April Saunders introduced Phil Alcock and Mike Gray from Active in Mind (AIM). AIM is a free club for Trust service users, family and supporters, in partnership with Lifefit, to enable and facilitate various physical activities which are led by qualified coaches/instructors. Both Phil and Mike are England Athletics Mental Health Ambassadors. The mission of AIM is to enable and encourage all who are suffering from mental health problems or anguish, their carers and supporters to enjoy physical activities and nature in order to improve their physical and mental well-being. The club offers a variety of activities including Nordic walking, running and eco-therapy (outdoor activities in nature). It is hoped to extend the services to include orienteering, nature rambles and climbing.</p> <p>Rosemary Farkas and Sarah Gray left the meeting at this time (3.00 pm).</p> <p>Occupational Therapists can make referrals to the club. It is also possible to self-refer. Each participant receives a personalised plan. AIM hopes to explore opportunities for carers and the option for service users to compete in events. Future plans include the desire to increase the qualified coaches and mental health ambassadors within AIM to support the development of the services across activities and Derbyshire.</p> <p>The Council of Governors expressed their sincere thanks to AIM and April Saunders.</p>
<p>DHCFT/Gov/ 2017/012</p>	<p><u>GOVERNANCE IMPROVEMENT ACTION PLAN UPDATE</u></p> <p>Samantha Harrison presented the Council of Governors with an update on the progress of delivery the Governance Improvement Action Plan (GIAP) and the 53 recommendations contained within it. 29 recommendations are on track; a body of evidence is being established to confirm they are fully complete and embedded as ‘business as usual’ within the Trust. Eleven recommendations have been signed off as completed. When issues are off-track the Board is provided with assurance on how each recommendation is being managed.</p> <p>April Saunders left the meeting at 3.20 pm.</p> <p>RESOLVED: The Council of Governors 1. Noted the progress made against addressing the GIAP</p>

	<p>recommendations and the approval of 11 recommendations via sign-off of relevant blue completion forms at the January Trust Board.</p> <p>2. Noted the assurance provided for the areas rated as 'off track' and 'some issues'.</p>
DHCFT/Gov/ 2017/013	<p><u>STAFF ENGAGEMENT SURVEY</u></p> <p>Samantha Harrison delivered a verbal update on the Staff Engagement Survey. The survey closed on 2 December. 39% of staff had responded (the national average is 46.5%). The results are embargoed while analysis is undertaken. The embargo will be lifted at the end of February. Margaret Gildea has been invited to present the results to the Council of Governors in March.</p> <p>It was highlighted that detailed results will be available across 22 service lines and this will be helpful in action planning. Some downward trends have been observed, however, out of the 88 questions, there is no significant difference in 77 of them.</p> <p>This item will continue to be a standing item on the agenda throughout the delivery of the Action Plan, which will result from the analysis.</p> <p>RESOLVED: The Council of Governors</p> <p>1. Noted the update.</p> <p>ACTIONS.</p> <p>1. Margaret Gildea to present results of the survey to the March meeting.</p> <p>2. Staff Engagement Survey to be a standing item on the Council of Governors agenda.</p>
DHCFT/Gov/ 2017/014	<p><u>RATIFIED MINUTES OF BOARD MEETINGS HELD ON 2 NOVEMBER AND 7 DECEMBER 2016</u></p> <p>Minutes of 2 November 2016</p> <p>In the apologies section, Gillian Hough's name and constituency to be corrected.</p> <p>RESOLVED: The Council of Governors received the ratified minutes of the Public Board meetings held on 2 November and 7 December 2017.</p>
DHCFT/Gov/ 2017/015	<p><u>ANY OTHER BUSINESS</u></p> <p>The Chair thanked Angela Meynall, a Trust member who had observed the meeting, for her attendance and engagement. She confirmed she had found the meeting very interesting.</p> <p>Samantha Harrison highlighted the Governor Meeting Timetable, noting that the next Council of Governors meeting will be held in Ilkeston and the May meeting in Belper, in response to governor requests to hold meetings off site.</p> <p>The Governor Development Session on 16 February with Hardwick CCG</p>

	had been confirmed.
DHCFT/Gov/ 2017/016	<u>CLOSE OF MEETING</u> There being no further business, Caroline Maley thanked governors for attending and closed the meeting at 3.30 pm.