

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

TUESDAY 18 JULY 2017

**CONFERENCE ROOMS A & B,
RESEARCH & DEVELOPMENT CENTRE, KINGSWAY, DE22 3LZ**

THE MEETING OPENED AT 1.00 PM AND CLOSED AT 3.30 PM

PRESENT	Caroline Maley	Acting Trust Chair
GOVERNORS PRESENT	Amran Ashraf	Public Governor, Derby City West
	Shelley Comery	Public Governor, Erewash North
	Rosemary Farkas	Public Governor, Surrounding Areas
	Sarah Gray	Staff Governor, Nursing & Allied Professions
	Ruth Greaves	Public Governor, Derbyshire Dales
	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
	Kelly Sims	Staff Governor, Administration & Allied Support Staff
	Gemma Stacey	Appointed Governor, University of Nottingham
	Robin Turner	Appointed Governor, Derby City Council
IN ATTENDANCE	Joan Barnett	Engagement Manager, Grant Thornton
	Denise Baxendale	Communications & Involvement Manager
	Donna Cameron	Assistant Trust Secretary (Note Taker)
	Margaret Gildea	Senior Independent Director
	Dr Kaanthan Jawahar	ST2 NIHR Academic Clinical Fellow Shadowing Ifiti Majid
	Ifiti Majid	Acting Chief Executive
	Barry Mellor	Non-Executive Director
	Anna Shaw	Deputy Director of Communications & Involvement
	Dr Julia Tabreham	Non-Executive Director & Deputy Trust Chair
	Lynn Wilmott-Shepherd	Interim Director of Strategic Development
	Dr Anne Wright	Non-Executive Director
	Claire Wright	Deputy Chief Executive & Executive Director of Finance
	Richard Wright	Non-Executive Director
	Maurice Lawrence	Member of the Public
	Shirish Patel	Member of the Public
APOLOGIES	Carolyn Green	Executive Director of Nursing & Patient Experience
	Samantha Harrison	Director of Corporate Affairs & Trust Secretary
	Dr 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 East
	Lynda Langley	Public Governor, Chesterfield North
	Mark Powell	Acting Chief Operating Officer
	Amanda Rawlings	Interim Director of People & Organisational Effectiveness
	Dr John Sykes	Executive Medical Director
	David Wilcoxson	Public Governor, Amber Valley North

**DHCFT/GOV/
2017/50**

**WELCOME, INTRODUCTIONS, OPENING REMARKS, APOLOGIES FOR
ABSENCE, DECLARATIONS OF INTEREST**

The Chair opened the meeting at 1.00 pm and welcomed attendees to the meeting.

	Apologies were noted as above. No declarations of interests were received.
DHCFT/GOV/ 2017/51	<p><u>MINUTES OF THE PREVIOUS MEETING</u></p> <p>The minutes of the previous meeting, held on Tuesday 2 May 2017, were accepted as an accurate record.</p>
DHCFT/GOV/ 2017/52	<p><u>MATTERS ARISING & ACTIONS MATRIX</u></p> <p>Matters Arising There were no matters arising from the minutes of the previous meeting.</p> <p>Actions Matrix Updates on progress were noted on the matrix.</p>
DHCFT/GOV/ 2017/53	<p><u>CHIEF EXECUTIVE'S REPORT</u></p> <p>Ifti Majid, Acting Chief Executive, presented his report to give the Council of Governors feedback on changes within the national health and social care sector, as well as providing an update on developments occurring within the local Derbyshire health and social care community. The report also updates the Council on feedback from external stakeholders and staff. The report is to support the Council of Governors' understanding of key risks and opportunities facing the Trust and to aid holding the Board to account for delivery of the Trust strategy.</p> <p>Following improvements made in regards to CQC compliance confirmation that all breach requirements have been met, the Trust had received formal notification from NHS England, as part of the routine quarterly Nottinghamshire and Derbyshire Quality Surveillance Group (QSG), that the Trust's rating in respect of partners' shared view of risks to quality across NHS commissioned services had returned to green - the highest possible rating that can be achieved.</p> <p>Governors noted the update on the Derbyshire Sustainability and Transformation Partnership. As the lead for the Mental Health Workstream, the Acting Chief Executive will be focussing on the following domains:</p> <ul style="list-style-type: none"> • Mental Health Primary Care Support • Responsive Community Services • Dementia and Delirium • Forensic and Rehabilitation pathways <p>A summary containing brief details of work that needs to be achieved in each area was distributed in the meeting and will follow electronically in Governor Connect.</p> <p>The Trust had carried out an internal review of all fire risk assessments. All buildings and inpatient facilities had been assessed by Derbyshire Fire & Rescue Service. No major issues were found.</p> <p>Ifti Majid highlighted that the Trust is extremely busy. There are high levels of activity, pressures on capacity and increasing acuity is being seen in</p>

	<p>patients receiving services. Staff were commended for their flexibility and goodwill in dealing with these pressures.</p> <p>ACTION: STP Update to be distributed to all governors via Governor Connect.</p> <p>RESOLVED: The Council of Governors scrutinised the report, noting the risks and actions being taken.</p>
<p>DHCFT/GOV/ 2017/54</p>	<p><u>PRESENTATION OF THE ANNUAL ACCOUNTS FROM THE EXTERNAL AUDITOR</u></p> <p>Joan Barnett, Engagement Manager with the Trust's External Auditors, Grant Thornton, presented the Annual Audit Letter. The Annual Audit Letter reflects satisfaction with the Trust's Annual Report and Accounts, confirming consistency with the audited financial statements. Grant Thornton issued a qualified Use of Resources conclusion stating that 'On the basis of our work, we were satisfied that, except for the specific governance issues related to NHSI's enforcement action that was still in place as at 31 March 2017, the Trust put in place proper arrangements to secure economy, efficiency and effectiveness in its use of resources for the period ending 31 March 2017. The Quality Report received an unqualified limited assurance opinion. Joan Barnett commended the Trust for its positive report and outcomes in what had been a busy year in responding to the CQC and delivering the Governance Improvement Action Plan.</p> <p>Joan Barnett praised the work of Anna Shaw, Darryl Thompson and the Finance Team in drawing together the annual accounts, annual report and quality report and thanked them for contributing to the efficient audit.</p> <p>RESOLVED: The Council of Governors received and noted the Annual Audit Letter from Grant Thornton.</p>
<p>DHCFT/GOV/ 2017/55</p>	<p><u>GOVERNORS NOMINATIONS & REMUNERATION COMMITTEE</u></p> <p>Caroline Maley presented the report.</p> <p>The Council of Governors received and noted the summary of the exit interview and appraisal conducted with Maura Teager before her departure from the Trust in March 2017. The Committee's year-end report was received, demonstrating its effectiveness in performing to its Terms of Reference. Recommendations on amendments to the Terms of Reference of the Governors' Nominations & Remuneration Committee were approved and two new members elected; Carole Riley, Public Governor, and Kelly Sims, Staff Governor.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. Noted that the Committee has conducted an annual review of its Terms of Reference and approved the proposed amendments 2. Invited governors to inform Donna Cameron during the break if they would wish to be considered for membership of the Nominations & Remuneration Committee with the intention of resolving this during the meeting 3. Agreed that membership of the Committee would be for the duration of current term of office

	<p>4. Received and noted the Committee's report of its collective performance as per the Terms of Reference</p> <p>5. Received confirmation of the appraisal and exit interview held with Maura Teager, former Non-Executive Director.</p>
<p>DHCFT/GOV/ 2017/56</p>	<p><u>INTEGRATED PERFORMANCE REPORT</u></p> <p>Claire Wright, Deputy Chief Executive & Finance Director presented the Integrated Performance Report (IPR) to provide governors with an overview of performance as at the end of May 2017 with regards to workforce, finance, operational delivery and quality performance. The same report had been presented to the Public Trust Board on 28 June 2017.</p> <p>Board Committee Chairs illustrated how the report is used to hold Executive Leads to account in each of the Board Committees:</p> <ul style="list-style-type: none"> • Julia Tabreham confirmed that the Quality Committee receives the Quality Dashboard on a monthly basis; its use had led to focussed discussions on areas such as prone restraint, falls and treatment of BME groups. • At the People & Culture Committee, Margaret Gildea reported focus on sickness absence, workforce staffing and staffing by wards. The data has assisted in the focus on resourcing issues. • Richard Wright confirmed that the Finance & Performance Committee, at its last meeting, had used the IPR to look at efficiencies and costs, but noted that this had been in light of the then considered merger. Data tends to present the outcomes of work being undertaken in other areas, such as medical agency spend and recruitment. • Dr Anne Wright found the IPR very useful in reviewing the challenging work of the Mental Health Act Committee. <p>Ruth Greaves welcomed the approach of NEDs relating their use of the IPR to their respective Board Committee and would support it continuing.</p> <p>Ruth Greaves reported she was aware of rumours circulating about which staff, in the Trust's HR department, were not employed by the Trust. In addition to Amanda Rawlings, who has a joint contract, Ruth Greaves asked if there are any other people employed in the Trust's HR department not employed by the Trust. Margaret Gildea confirmed that there are or there will be as this was agreed as part of the process to rationalise back office services.. This approach is independent of the merger and is working well. Ifti Majid added that the overarching specification of the new function had been agreed by both organisations and will be a joint function, owned equally. Phase one of the work was to understand the leaders in each of the teams and sub-teams, which has been completed. The second phase is currently active, which is a live HR process. Ruth Greaves asked if the work would stop people moving around local Trusts. Ifti Majid responded that part of the Derbyshire Systems Plan is to enable people to move between roles in a planned manner without creating levels of instability. Kevin Richards asked if the work would accrue any savings. Claire Wright advised there may be a small amount of savings but nothing in 2017/18; long term efficiencies may be seen from improvements in providing the service. Margaret Gildea emphasised that the motivation for this project is</p>

	<p>not financial and her perception of HR is of a very motivated department which has benefitted from improvements in leadership. April Saunders reported that some staff are concerned regarding their future while Kelly Sims added that staff side is reluctant to bring such conversations to Board Committees as they are part of the process. Ifti Majid confirmed these concerns had been raised with him, he is listening to them and trying to resolve. John Morrissey requested assurance from NEDs that they have been taking notice of these concerns, that they know the opinions of staff and that staff are able to give opinions without jeopardising their careers. Margaret Gildea confirmed these discussions are taking place and Caroline Maley assured governors the Board is aware.</p> <p>RESOLVED: The Council of Governors received and noted the report.</p>
<p>DHCFT/GOV/ 2017/57</p>	<p><u>STAFF ENGAGEMENT UPDATE</u></p> <p>Margaret Gildea, Non-Executive Director and Chair of People & Culture Committee (PCC) presented the report on Progress with the Staff Survey, as delivered to the Public Trust Board meeting on 28 June 2017. An overview of the 2016 staff survey and quarter one pulse check were highlighted. The approach and actions being taken to improve staff engagement across the Trust was outlined. Ifti Majid confirmed to Ruth Greaves that a pulse check had very recently concluded and that the results were awaited. Kevin Richards observed that the negative responses continue and Caroline Maley assured governors that areas/comments are tracked/highlighted through the IPR and PCC. A Staff Engagement Forum is being developed where staff representatives will be able to meet with directors and shape decisions and initiatives; both April Saunders and Kelly Sims, staff governors, are actively involved. Kelly Sims reported to her fellow governors that as an observer at PCC she witnesses NED challenge on survey findings and she is assured plans are in place to address these concerns. Caroline Maley reported that during a recent Board Development session it was agreed to further increase the focus of how the Trust helps its people..</p> <p>RESOLVED: The Council of Governors noted the progress in the report and looks forward to the next survey.</p>
<p>DHCFT/GOV/ 2017/58</p>	<p><u>NON-EXECUTIVE DIRECTOR UPDATE ON AUDIT & RISK COMMITTEE</u></p> <p>Barry Mellor, Non-Executive Director and Chair of Audit & Risk Committee gave an update on the work of the Audit & Risk Committee, highlighting the purpose and membership of the Committee. A summary of the work of the Committee during 2016/17 and its priorities for 2017/18 was provided.</p> <p>Shelley Comery asked how the Audit & Risk Committee received assurance in relation to risk findings. Barry Mellor advised that the purpose of internal audit is to ensure the Trust is following the risk areas and procedures, concerns are in part addressed by the team and, where required, action plans developed to address. The Committee is able to challenge where processes are not in line with the action plan and seek assurance on how resolutions will be concluded.</p> <p>RESOLVED: The Council of Governors received and noted the Non-Executive Director update on the Audit & Risk Committee.</p>

<p>DHCFT/GOV/ 2017/59</p>	<p><u>GOVERNANCE COMMITTEE REPORT</u></p> <p>Shelley Comery, Deputy Chair of Governance Committee, presented an update on meetings of the Governance Committee held on 17 May and 3 July 2017. Notably the Committee had reviewed its Terms of Reference, at the conclusion of its first year and presented revisions for approval.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. Noted the discussions at the Governance Committee meetings held in May and July 2017. 2. Approved the refreshed Terms of Reference for the Governance Committee.
<p>DHCFT/GOV/ 2017/60</p>	<p><u>UPDATE ON GOVERNOR APPOINTMENTS & RESIGNATIONS</u></p> <p>Anna Shaw presented a report detailing appointments and resignations since May 2017. Four public governors and one appointed governor had resigned. Two public governors and one appointed governor have joined the Trust. Elections for public governor vacancies are scheduled for the autumn and an election for a Staff Governor – Nursing & Allied Professions, will take place in September.</p> <p>Ruth Greaves enquired if the Trust could have prevented any of the governor resignations. Anna Shaw responded that the resignations were for a variety of reasons including complexity of the role, working arrangements, demands of the role and personal circumstances. Each governor is offered support to stay on and all have been thanked for their service. Prior to the public governor elections in the autumn, membership events will be held to increase membership numbers in those areas, particularly where it has been difficult to recruit a governor in the past.</p> <p>Caroline Maley added that the Trust’s constitution provides for two voluntary sector governors. It had previously been decided not to recruit to these roles in light of the potential merger; however, these will now be reviewed with the Director of Corporate Affairs & Trust Secretary.</p> <p>RESOLVED: The Council of Governors noted the resignations, recent appointments and planned elections.</p>
<p>DHCFT/GOV/ 2017/61</p>	<p><u>FINAL GOVERNANCE IMPROVEMENT PLAN</u></p> <p>Claire Wright presented the report, as delivered to Public Trust Board on 24 May 2017, which confirmed the completion of all actions to address Governance Improvement Action Plan recommendations (GIAP). The Council of Governors recognised the enormous achievement associated with this work across the organisation.</p> <p>RESOLVED: The Council of Governors noted the report and the completion of actions associated with the GIAP.</p>
<p>DHCFT/GOV/ 2017/62</p>	<p><u>ANY OTHER BUSINESS</u></p> <p>Attendance at Other Committee Meetings</p>

	Amran Ashraf enquired about attending other meetings. Caroline Maley referred to the Governor Observer Protocol where nominated governors were invited to observe People & Culture and Quality Committee. Shelley Comery recommended attending the Governance Committee.
DHCFT/GOV/ 2017/63	<p><u>REVIEW OF MEETING EFFECTIVENESS</u></p> <p>Governors remarked that the NED contribution regarding the IPR and its relation to their respective Board Committee had worked well.</p> <p>Caroline Maley welcomed the opportunity to informally meet with governors over a lunch prior to CoG. Governors were encouraged to attend and advise of their attendance in order for catering to be managed efficiently.</p>
DHCFT/GOV/ 2017/64	<p><u>CLOSE OF MEETING</u></p> <p>With no further business the meeting closed at 3.20 pm.</p>
DHCFT/GOV/ 2017/65	<p><u>FOR INFORMATION</u></p> <p>Governors received the following items for information:</p> <ul style="list-style-type: none"> • Ratified minutes of Public Board Meetings held on 1 March 2017, 26 April 2017 and 24 May 2016. • Summary of the Confidential Council of Governors Meeting, held on 6 June 2016. • The latest Governor Meeting timetable. • Glossary of NHS terms.
DHCFT/GOV/ 2017/66	<p><u>NEXT MEETING</u></p> <p>Date: Tuesday 26 September 2017 Time: NED/CoG Lunch 12.00 – 1.00, Meeting 1.00 – 4.00 pm Venue: The Winding Wheel, 13 Holywell Street, Chesterfield, S41 7SA</p>