

**MINUTES OF THE COUNCIL OF GOVERNORS MEETING
HELD ON WEDNESDAY 24 JANUARY 2018
1.00 – 4.00 PM
POSTMILL CENTRE, MARKET CLOSE, SOUTH NORMANTON,
ALFRETON, DE55 2EJ**

PRESENT	Caroline Maley	Trust Chair & Chair of Council of Governors
GOVERNORS PRESENT	Shelley Commery	Public Governor, Erewash North
	Rosemary Farkas	Public Governor, Surrounding Areas
	Gillian Hough	Public Governor, Derby City East
	Moira Kerr	Public Governor, Derby City West
	Angela Kerry	Appointed Governor, Derbyshire Mental Health Forum
	Roger Kerry	Appointed Governor, Derbyshire Voluntary Action
	Lynda Langley	Public Governor, Chesterfield North
From 2018/005	John Morrissey	Public Governor, Amber Valley South
	Shirish Patel	Public Governor, Erewash South
	Jim Perkins	Appointed Governor, Derbyshire County Council
	Kevin Richards	Public Governor, South Derbyshire
	Martin Rose	Public Governor, Bolsover
	Kelly Sims	Staff Governor, Admin & Allied Support Staff
	Gemma Stacey	Appointed Governor, University of Nottingham
	Robin Turner	Appointed Governor, Derby City Council
IN ATTENDANCE	Denise Baxendale	Communications & Involvement Manager
	Donna Cameron	Assistant Trust Secretary
	Margaret Gildea	Non-Executive Director
	Sam Harrison	Director of Corporate Affairs & Trust Secretary
	Geoff Lewins	Non-Executive Director
	Ifti Majid	Chief Executive
	Denise Robson	Support Worker for Moira Kerr
	Anna Shaw	Deputy Director of Communications & Involvement
	Richard Wright	Non-Executive Director
APOLOGIES	Rick Cox	Public Governor, High Peak
	Ruth Greaves	Public Governor, Derbyshire Dales
	Jason Holdcroft	Staff Governor, Medical & Dental
	Paula Holt	Appointed Governor, University of Derby
	Carole Riley	Public Governor, Derby City East
	April Saunders	Staff Governor, Nursing & Allied Professions
	Julia Tabreham	Deputy Trust Chair & Non-Executive Director
	Anne Wright	Non-Executive Director

ITEM NUMBER	<u>ITEM</u>
DHCFT/GOV/ 2018/001	<u>WELCOME, INTRODUCTIONS, CHAIR'S OPENING REMARKS, APOLOGIES AND DECLARATION OF INTERESTS</u>
	Caroline Maley, Trust Chair and Chair of the Council of Council of Governors, welcomed all to the meeting.
	Two new appointed governors, Roger Kerry and Angela Kerry, were

	<p>welcomed to their first meeting. Geoff Lewins, Non-Executive Director was welcomed to his first Council of Governors meeting since taking up his post in December. Moira Kerr's new support worker, Denise Robson, was also welcomed.</p> <p>Apologies for absence were noted as above.</p> <p>No declarations of interests were received.</p> <p>Caroline Maley requested governors input into the current NED appraisal process relating to Anne Wright.</p>
DHCFT/GOV/ 2018/002	<p><u>SUBMITTED QUESTIONS FROM MEMBERS OF THE PUBLIC</u></p> <p>No questions had been received from members of the public.</p>
DHCFT/GOV/ 2018/003	<p><u>MINUTES OF THE PREVIOUS MEETING</u></p> <p>With the amendment of Jason Holdcroft's position, the minutes of the previous meeting, held on 22 November 2017 were accepted as a correct record.</p>
DHCFT/GOV/ 2018/004	<p><u>MATTERS ARISING AND ACTIONS MATRIX</u></p> <p>Matters Arising There were no matters arising from the minutes of 22 November 2017.</p> <p>Actions Matrix The Committee agreed to close all completed actions. Updates were provided and noted on the actions matrix. All completed 'green' actions were scrutinised to ensure that they were fully complete and actions that were not complete were challenged.</p> <p>Two verbal updates were given by Margaret Gildea, on behalf of Julia Tabreham:</p> <ul style="list-style-type: none"> • Waiting Times & Waiting Well Margaret Gildea reported on detail provided by Julia Tabreham in response to the query as raised by governors. Full details of Julia's report are appended to these minutes for information (see Appendix 1). • Lack of Privacy in A&E In addition to previous action taken to raise this issue with Royal Derby Hospital, the Trust is also looking further into this to see whether it is a feature of other complaints/issues raised by our patients and will take further action as required.
DHCFT/GOV/ 2018/005	<p><u>CHIEF EXECUTIVE'S REPORT</u></p> <p>Ifti Majid presented his report to provide the Council with feedback on changes within the national health and social care sector as well as providing an update on developments occurring within our local Derbyshire health and social care community. The report also updated</p>

	<p>the Council on feedback from external stakeholders such as commissioners and feedback from our staff. The report should be used to support the Council understanding key risks and opportunities facing the Trust and to aid holding the Board to account for the delivery of the Trust strategy. Ifti Majid highlighted the following points:</p> <ul style="list-style-type: none"> • The release of the annual NHS Workforce Race Equality Standard and how the Trust will respond to the results. • Winter pressures, the impact on the NHS nationally and locally and more specifically the impact of flu. • An accommodation centre for asylum seekers has opened in Derby which will be supported by the Trust. • Feedback from visits across the Trust, messages received from staff and steps the Trust is taking to respond. <p>There followed an update on the Sustainable & Transformation Partnership (STP), now known as Joined Up Care Derbyshire (JUCD). The presentation refreshed governors on the reasons for the joining together of services, explained how the JUCD is approaching moving the partnership forward and summarised the work being undertaken to deliver the priorities in the ten work streams. The mental health work streams is being led by Ifti Majid.</p> <p>Moira Kerr asked Non-Executive Directors how they receive assurance that the right skills, knowledge and experience is involved in running the STP. Non-Executives were assured by the leadership of Ifti Majid; NEDs had been assured he was the right leader for the organisation and therefore are assured in his leadership of the mental health work stream. Governors were also advised of a recent agreement to provide additional support and leadership for those involved in the JUCD.</p> <p>RESOLVED: The Council of Governors scrutinised the report, noting the risks and actions being taken.</p>
<p>DHCFT/GOV/ 2018/006</p>	<p><u>NED DEEP DIVE</u></p> <p>Caroline Maley presented a deep dive on the work that she had undertaken since her substantive appointment to the role of Trust Chair. On appointment to the role she committed to listen to staff and increase her visibility across the organisation. The Chair outlined activities in following areas:</p> <ul style="list-style-type: none"> • Our Trust/staff • System collaboration • Beyond Trust boundaries • Regulators and NHS Providers • Trust Board and Board Committee meetings • Council of Governors <p>Caroline Maley acknowledged the tremendous contribution of Trust staff and their continued support in making the Trust a very special place.</p> <p>Gillian Hough asked Caroline Maley to provide an example of how she had held an Executive to account. The Chair reminded the governors of</p>

	<p>the issues raised during the potential merger discussions and how they had been handled as way of holding the executive to account. Caroline Maley also advised of the regularity and frequency of meetings with Non-Executive Directors and the focus of the Non-Executives on strategic matters and holding the executives to account.</p> <p>RESOLVED: The Council of Governors confirmed they had received a ‘deep dive’ on the work of the Trust Chair since substantive appointment.</p>
<p>DHCFT/GOV/ 2018/007</p>	<p><u>PROPOSED CHANGES TO THE TRUST’S CONSITUTION</u></p> <p>Sam Harrison presented the report to ask the Council of Governors to consider and support amendments to the Trust’s Constitution, noting that the amendments will require the approval of both the Trust Board and the Council of Governors.</p> <p>The amendments had been reviewed and discussed by the Governance Committee over recent months. Most of the changes have been prompted by governors and others are updates relating to implementation of best practice.</p> <p>Gillian Hough reported that a robust discussion had taken place at Governance Committee in relation to the proposed changes to public constituencies which it is hoped will lead to improved community representation.</p> <p>Shirish Patel queried why Derbyshire Constabulary were no longer a Partnership Organisation. Caroline Maley responded that the Constabulary had advised the Trust they did not think it appropriate to be a member of the Council of Governors. We work with them through the Crisis Concordat which is more appropriate.</p> <p>Although the number of governors required for quorum was proposed to be increased, Moira Kerr noted her concerns that this still presented a risk in terms of a small number of governors being able to make key decisions.</p> <p>A vote was held, using a show of hands, on the proposed amendments. Twelve governors approved the proposed changes. One governor abstained.</p> <p>RESOLVED: The Council of Governors</p> <p>1. Approved the following changes to the Constitution:</p> <ul style="list-style-type: none"> • Public Constituency • Staff Constituency • Partnership Organisations • Composition of the Council of Governors • Quorum • Termination of Tenure • Membership of Governors Nominations & Remuneration Committee • Significant transactions

	<ul style="list-style-type: none"> • Equality best practice • Regulatory body changes. <ol style="list-style-type: none"> 2. Acknowledged that the changes that need to be approved by the Board and also Council of Governors. 3. Acknowledged that changing the termination of tenure voting will require a change to the Code of Conduct for the Council of Governors. 4. NHSI will be notified and an updated version of the constitution forwarded to them and placed on the Trust's website. <p>ACTION:</p> <ol style="list-style-type: none"> 1. Constitution with proposed amendments to be presented to the Trust Board in February for approval. 2. Membership of the Nominations & Remuneration Committee to be reviewed regarding balance of public governors and other governors. 3. The Governor Code of Conduct will be updated for discussion at the February Governance Committee.
<p>DHCFT/GOV/ 2018/008</p>	<p><u>ROLE OF THE GOVERNORS IN THE APPOINTMENT OF EXTERNAL AUDITORS</u></p> <p>Sam Harrison presented the report to raise the issue of the forthcoming requirement to appoint external auditors and to engage with the Council of Governors to determine the process to be followed. It is a statutory role of the Council of Governors to appoint the Trust's auditor.</p> <p>The appointment of the external auditor expires on 31 October 2018. The Audit & Risk Committee has considered how to take the process of appointment of a new external auditor forward and through this report presents the Council of Governors with a procurement proposal for consideration. Governors were asked to note that KPMG should also be on the list of approved suppliers for the provision of external audit services. If the proposal is accepted 2 – 4 governors will be required to participate in the task and finish group to progress the appointment. Training and support will be provided to those who take part.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. Received notification of the intention to appoint an external auditor and the requirement for governors to be involved in the process. 2. Agreed the procurement proposals. 3. Agreed to establish a task and finish group to work to progress the appointment. <p>ACTION: Governors will be contacted via Governor Connect and asked to express their interest in being a member of the task and finish group. The Lead and Deputy Lead Governor will be asked to finalise governor representation.</p>
<p>DHCFT/GOV/ 2018/009</p>	<p><u>INTEGRATED PERFORMANCE REPORT SUMMARY</u></p> <p>Caroline Maley invited the Non-Executive Director (NED) Committee</p>

	<p>Chairs to illustrate the use of information in the Integrated Performance Report (IPR) in relation to NED duties.</p> <p>Finance & Performance Committee Richard Wright, NED Chair of the Committee reported on how the IPR triangulates information. The Finance & Performance Committee use the IPR to reflect on contracting, cost and continuous improvement, as well as finances.</p> <p>People & Culture Committee Margaret Gildea, NED Chair of the People & Culture Committee referred to the challenges and results relating to recruitment and retention. Hot spots that have struggled to recruit are going to come under increasing focus. A new People Plan is expected to be brought to the next Trust Board meeting to look at how the Trust attracts, retains and trains its workforce. This will be shared with governors in due course.</p> <p>Quality Committee In the absence of Julia Tabreham, NED Chair of Quality Committee, Margaret Gildea (also a member of Quality Committee) delivered the update on Julia's behalf. The Trust is working very hard on the Neighbourhoods service review. Quality Committee continues to receive assurance through an improving dashboard. The Committee had received a new physical healthcare strategy. Gemma Stacey, Appointed Governor from the University of Nottingham, was pleased to feed back the increasingly positive experience of student nurses on placement at the Trust and would welcome the opportunity to help identify current students with leadership potential, ambition and qualities.</p> <p>Audit & Risk Committee Geoff Lewin, NED Chair of Audit & Risk Committee reported that assurance is gained through a number areas including reports from external auditors and the schedule of reports received. The Committee oversees risks for other Board Committees and particularly looks at the most extreme risks through deep dives. The Trust is generally achieving impact but asked governors to note the difficulties in minimising all risks due to the pressing external environment, including the recruitment and retention of staff. Gillian Hough challenged NEDs to seek further assurance on the organisation's approach to plans for recruitment. Margaret Gildea confirmed that the Trust, like many other organisations, is reaching out across the UK, Europe, India and Egypt to maximise the pool of potential candidates.</p> <p>RESOLVED: The Council of Governors received the update from the perspective of the NEDs on how they have held the Executive Directors to account through their role.</p>
<p>DHCFT/GOV/2018/010</p>	<p><u>REVIEW OF POLICY FOR ENGAGEMENT BETWEEN THE BOARD AND COUNCIL OF GOVERNORS</u></p> <p>Sam Harrison presented the results of evaluation of the policy, a proposed revision and future policy review.</p>

	<p>The policy had been discussed and reviewed at the Governance Committee in October 2017. The policy for engagement had also been reviewed by the Trust Board during a Board Development Session on 20 December 2017 where the recommendation from the Governance Committee to include a reference to the Deputy Lead Governor at point 3.3.4 was endorsed. A correction to point 3.8.2 was requested.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. Approved the updated policy, which had been endorsed by the Trust Board, subject to the amendments as outlined. 2. Agreed to review the policy in 2019.
<p>DHCFT/GOV/ 2018/011</p>	<p><u>ESCALATION ITEMS TO THE COUNCIL OF GOVERNORS</u></p> <p>One item had been re-escalated to the Council of Governors regarding Personal Health Budgets. As the governor who had escalated this item had submitted apologies, the response was agreed to be deferred to the March meeting.</p>
<p>DHCFT/GOV/ 2018/012</p>	<p><u>STAFF ENGAGEMENT UPDATE</u></p> <p>Margaret Gildea reported that the staff survey has closed but results are not yet available. A comprehensive update on the Staff Survey will be given at the March Council of Governors meeting.</p>
<p>DHCFT/GOV/ 2018/013</p>	<p><u>MEMBERSHIP STRATEGY</u></p> <p>Denise Baxendale presented the draft Membership Strategy for 2018 – 2021. The strategy had been reviewed by the Governance Committee at its December meeting.</p> <p>The strategy focuses on two main areas; membership recruitment and attracting a diverse membership to reflect the communities represented by the Trust and, secondly, engaging with members.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. Approved the Membership Strategy for 2018 – 2021. 2. Agreed a six monthly review of membership engagement activity to measure effective implementation of the strategy. <p>ACTION:</p> <ol style="list-style-type: none"> 1. Governance Committee to evaluate the Membership Strategy in June and report to the Council of Governors in July.
<p>DHCFT/GOV/ 2018/014</p>	<p><u>GOVERNANCE COMMITTEE REPORT</u></p> <p>Gillian Hough, Chair of the Governance Committee, presented the report on the meeting of the Governance Committee, held on 6 December 2017, for information.</p> <p>RESOLVED: The Council of Governors noted the meetings held at the December meeting.</p>

DHCFT/GOV/ 2018/015	<p><u>ANY OTHER BUSINESS</u></p> <p>No items were raised.</p>
DHCFT/GOV/ 2018/016	<p><u>REVIEW OF MEETING EFFECTIVENESS AND FOLLOWING THE PRINCIPLES OF THE CODE OF CONDUCT</u></p> <p>Caroline Maley reiterated the importance that governors should feel comfortable to raise any issues, and particularly if they had concerns about conduct of governors during the meeting. Contact about any concerns of this nature outside of meetings to either herself, John Morrissey, Denise Baxendale or Sam Harrison were welcomed.</p>
DHCFT/GOV/ 2018/017	<p><u>CLOSE OF MEETING</u></p> <p>With no further business the Trust Chair closed the meeting at 4.02 pm.</p>
DHCFT/GOV/ 2018/018	<p><u>FOR INFORMATION</u></p> <p>Governors received the following items for information:</p> <ul style="list-style-type: none"> • Ratified minutes of the Public Board Meeting held on 1 November 2017 • Governor Meeting Timetable – an updated version of which was tabled • Glossary of NHS Terms
DHCFT/GOV/ 2018/019	<p><u>DATE AND TIME OF NEXT MEETING</u></p> <p>Date: Wednesday 21 March 2018 Time: 1.00 pm – 4.00 pm Venue: Conference Rooms A/B, Research Centre, Kingsway, Derby, DE22 3LZ</p>

Julia Tabreham

Non-Executive Feedback for Council of Governors for the 24 January 2018 meeting

Please find below my NED response to previous questions raised by Governors. This very comprehensive assurance has been provided been obtained from our Executive:

“The quality committee has oversight of the operational performance through the TMT and the attendance of executive directors Mark Powell is the lead for operational performance and waiting times and a new development this year has been specific risk based deep dives on the CQC area of concerns surrounding Responsiveness. Responsiveness is the key line of enquiry that over sees the elements of this.

1. In our last inspection, in 2016 the CQC said that community mental health waiting times, were not substantially different from the national pressures.
2. In an informal visit to the Derby city neighbourhood team toward then end of 2017, again the CQC re-informed that the waiting times were no thought to be out of kilter with national pressures.
3. Specifically, the CQC were assured on our waiting time policy and practice and we operated.
4. A new divisional specific waiting time dashboard has been designed and will track month to month trend from April in addition to our very detailed Neighbourhood and Paediatrics mapping work, which the quality committee has had extensive review over 2017.
5. Our CAMHs waiting time is fluctuating but overall it is still has the national average and in addition a recent NHSI/ NHSE visit to CAMHS was undertaken for the new national team, to understand what good looks like in practice, before visiting other area. A formal letter and report will be logged with the Trust, with feedback, will be given, the inspectors were very positive about the achievements, we will continue to improve our internal waiting time to the best we can achieve.
6. Are we following best practice and our obligations to patients? We do endeavour to meet best practice, however, any waiting time is difficult, however the reality of our funding and national funding levels are that it would not be possible not to have a waiting list.
7. How do we know if the outcome is right? Each service area has feedback on the service and we monitor outcomes, which in Children and substance misuse is extensive and in adult mental health and learning disability is present but still emerging.
8. How is the board assuring itself that the services are safe and effective? The Board reviews with the quality committee, its triangulation of quality dashboard, patient experience reports, community survey and intelligence from watchdogs and reviews benchmarking. The national community benchmarking has been at Board and at board development sessions against all other community and mental health trusts in the country and our benchmarked performance is solid. Each month the Quality position statement, dashboard and information are used to monitor our progress as a unitary board and gain assurance on performance and mitigating actions. This coupled with the checks undertaken in our well led review; further audits are continually checking and improving our practices.

However, one Governor asked if it is possible to know the difference in acuity from joining a waiting list and receiving treatment and would like to see a presentation on that at some point.

This is not measurable, we have 40 to 60 new referrals per week in some neighbourhoods, we cannot track acuity at waiting list entry and then at assessment.

1. This is not how the clinical systems work
2. A person presents to their GP - the referral details the clinical risks based upon the GP and the persons view. If an urgent referral is required a 4 hour assessment is offered.
3. The GP maintains responsibility.
4. The person if referred to wither IAPT or secondary care health services, they are offered an apt for an assessment, there is waiting time for an assessment slot.
5. The team assesses and offers a service-the persona accepts or states no thank you.
6. The intervention can commence and depending on risk, if a person has immediate needs the Crisis team, a rapid response team can intervene or an immediate offer of in-patient care.
7. There could be waiting time for a specialist intervention (autism assessment, a clinical group, a named worker) - the GP still maintains responsibility, in partnership with the Trust.
8. A slot is offered.
9. Each Neighbourhood teams review the waiting list weekly and sometimes more often. This includes calling a person on the waiting list and their referrer for an update on concerns and needs".