

Minutes of the Council of Governors Meeting held at 4.00pm on Wednesday, 13 July 2016 at the Hotel Rembrandt, 12-18 Dorchester Road, Weymouth, Dorset, DT4 7JU.

Present:	Ann Abraham Chris Balfe Scottie Gregory Sue Howshall Stefan Morawiec Jan Owens Sue Evans-Thomas Patricia Scott Anna Webb Judith Adda Bill Batty-Smith Becky Aldridge Karen Parker Angela Bartlett Steve Clark Pat Cooper Peter Kelsall	Chair Lead Governor, Public Governor (DRoEW) Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Public Governor (Poole) Public Governor (Poole) Public Governor (Poole) Public Governor, (Bournemouth) Local Government District Councils Partner Governor, Service User Group Partner Governor, Bournemouth University Staff Governor Staff Governor Staff Governor Staff Governor
In Attendance:	Ron Shields Peter Rawlinson Nick Yeo Jackie Chai Nicola Plumb Keith Eales Jacqueline Stratford	Chief Executive Non-Executive Director Non-Executive Director Director of Finance Director of Organisation Development, Participation and Corporate Affairs Trust Secretary PA to Chair and Chief Executive
Apologies:	Jan Turnbull Justine McGuinness Angela Reed John Bruce Pat Hedges Vishal Gupta David Brook Lynne Hunt John Hughes John McBride Sarah Murray Linda Boland Colin Hague Fiona Haughey Nick Kosky Sally O'Donnell Eugene Yafele	Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Public Governor, (Bournemouth) Public Governor, (Bournemouth) Local Government, Poole Borough Council Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive Director Locality Director – Poole and East Dorset Director of Human Resources Director of Nursing & Quality Medical Director Locality Director - Dorset Locality Director – Bournemouth and Christchurch

227/16 Welcome and Apologies

The Chair welcomed Governors, including those recently elected and appointed, and Board Directors and reported the apologies received.

228/16 Minutes of the Meeting held 11 May 2016

The minutes of the meeting held on 11 May 2016 were approved as a correct record.

229/16 Matters Arising

The Trust Secretary submitted the matters arising report.

The position in respect of identifying a suitable organisation to nominate a third sector representative Partner Governor was noted.

The report was noted.

230/16 Lead Governor's Report

The Lead Governor reported on his recent work on behalf of the Council.

The Lead Governor welcomed the Governors who had joined the Council and thanked those who were leaving for their contribution.

The Lead Governor drew particular attention to

- The continued development of meetings between the Lead Governors of the four Foundation Trusts in Dorset. The Lead Governor of Yeovil District Hospital NHS Foundation Trust would be joining the meetings. The Chair of Dorset Clinical Commissioning Group (CCG) would be speaking at the next meeting.
- The Dorset CCG Clinical Services Review roadshow that he had attended at Cerne Abbas, at which he had reiterated the wish of the Council to be fully engaged in the forthcoming public consultation.
- His attendance at an NHS England stakeholder group for integrated services, held in Leeds. The Lead Governor commented that the absence of the patient voice in discussions was noteworthy.

The Council noted the report from the Lead Governor.

231/16 Chief Executive's Report

The Chief Executive submitted a report on his recent work and priorities.

The Chief Executive updated the Council on the Clinical Services Review (CSR) and the integrated community services proposals to be considered by the Dorset CCG Governing Body the following week.

The Chief Executive explained the background to the modelling, by the CCG, of services on the basis of population size and the development of the concept of hubs based on community hospital sites. The Chief Executive explained that there would be a distinction between hubs with and without beds. The Chief Executive gave an overview of the proposals for each of the community hospital sites.

The Chief Executive explained that a programme of events and briefing sessions would be held within the Trust over the next three to four months to support the development of responses to the CSR proposals.

The Chief Executive explained that the timescales for the public consultation on the Mental Health Acute Care Pathway Review were not yet clear. It was possible, however, that it would take place after the CSR consultation period.

In considering the proposals, Governors made a number of observations, including:-

- It was imperative that the consultation periods for the CSR and the Mental Health Acute Care Pathway Review were aligned.
- There was considerable ambiguity in the proposals put forward by the CCG for services to be provided at each of the hubs. There was a potential for the Council, as well as the Trust in general, to address this through the response to the CSR.
- Communication with Trust staff would be key, with a focus on providing information on the proposals, the views of the Trust and reassurance in respect of their future employment with the Trust. It would be important for the Staff Governors to be kept fully informed of developments.

The Chief Executive advised that arrangements were already underway to ensure that staff were briefed on the proposals. Although it was likely that there would be changes for staff, redundancies were not anticipated given the scale of vacancies within the Trust.

The report from the Chief Executive was noted.

232/16 Annual Report and Accounts 2015/16

The Chair advised that the Council usually received the Trust Annual Report and Accounts at the July meeting, prior to their presentation at the AMM. However, the Annual Report and Accounts for 2015/16 had not yet been laid before Parliament. The document could not, therefore, be made available to Governors.

The Director of Finance gave an overview of the key elements of the Trust Annual Report and Accounts for 2015/16.

The Director of Finance drew particular attention to:-

- The financial statements, which reflected a year-end position of a £1.9m deficit compared to a planned £2.2m deficit. The cost improvement programme had delivered savings of £5.1m, compared to a plan of £6.1m. Capital expenditure had amounted to £9.8m. The external auditors had issued a clean opinion on the financial statements.
- The external auditors had tested three indicators within the Quality Report- two mandated indicators in respect of patient waiting times and the mental health care programme approach, and a locally selected indicator in respect of pressure ulcers. The external auditors had issued a clean opinion on the Quality Report.

- The external auditors were also required to give an opinion on the economic, efficient and effective use of resources. The assessment was based on advice issued by the National Audit Office.

No matters had been raised with regard to the economic and efficient use of resources. However, a qualified opinion had been given with regard to the effective use of resources. This reflected the fact that the external auditors were required to consider any reports issued by regulators. The Care Quality Commission (CQC) inspection in June 2015 had taken place during the year and had resulted in an overall assessment of 'requires improvement'. Given the National Audit Office advice, the external auditors were required to issue a qualified opinion. They had, however, emphasised that this did not reflect a failure on the part of the Trust to continue to make progress.

Clarification was sought with regard to the action that had been taken to reduce agency costs. The Director of Finance advised that there had been a significant reduction in the second half of the year, reflecting the focus being given to this by the Executive and the action taken by the group set up, under the leadership of the Chief Executive, to address this.

The Council noted the report from the Director of Finance.

233/16 Membership Recruitment and Engagement Plan

The Director of Organisation Development, Participation and Corporate Affairs submitted a report setting out progress with the implementation of the membership recruitment and engagement plan and indicating priorities for the coming months.

The Director of Organisation Development, Participation and Corporate Affairs drew attention to the progress being made in respect of defining the role and benefit of being a member, raising the profile of Staff Governors, recruiting volunteers and former staff as members and the development of an E-newsletter. It was noted that a range of options for engaging with members would be presented for agreement at the awayday on 20 July 2016.

Governors requested a presentation template that could be used for engaging with and speaking at meetings of local groups. The Director of Organisation Development, Participation and Corporate Affairs undertook to provide this.

It was noted that a revised membership leaflet was nearing completion. Clarification was sought with regard to the timescale for its availability. The Director of Organisation Development, Participation and Corporate Affairs advised that, following the Council's agreement, the leaflet would be printed.

The Council noted the report.

234/16 Chair and Committee Chair Reports

Report of the Chair

The Chair advised that the Decision Summary from the meeting of the Board held on 29 June had been distributed to all Governors. The Chair referred to the key topics discussed at the meeting.

The Chair advised that a number of Governors had or would be leaving the Council shortly:-

- Michael Bevan, until recently the Partner Governor for Dorset County Council, had stood down as a County Councillor at the May 2016 elections. The County Council would be appointing a new Partner Governor.
- Steve Clark, Staff Governor, and Sue Evans-Thomas, Public Governor for Poole, would have served for nine years by the time of the Annual Members' Meeting (AMM) in September. Both would be standing down as required by the Trust Constitution. This was the last formal opportunity for the Council to record its thanks before their departure.

The Chair reported that she had recently attended the Yeatman Hospital as part of the 150th anniversary celebrations.

The Chair advised that the programme for the AMM day had recently been distributed. The day would begin with a lunch with Trust volunteers at 1pm and would conclude at 8pm following the Heroes Awards. The Chair commented that Governors were not expected to attend for all the events and activities on the day.

The Council recorded its thanks and appreciation to Michael Bevan, Steve Clark and Sue Evans-Thomas for their commitment and contribution to its development during their time as Governors of the Trust.

Report from the Chair of the Quality Governance Committee: 19 May 2016

The Council received a report from the Chair of the Quality Governance Committee on the matters discussed at the meeting on 19 May 2016.

The report set out the discussions held in respect of the Quality Report 2015/16, the quality priorities for 2016/17, the development of a Trust methodology for quality improvement and a report issued by the Care Quality Commission following a visit to Seaview Ward.

Report from the Chair of the Audit Committee: 23 May 2016

The Council received a report from the Chair of the Committee highlighting matters discussed at the meeting held on 23 May 2016.

The report highlighted the 'reasonable assurance' report issued by Internal Audit on the adequacy of the Trust's internal controls, an interim report on budgetary control and progress with the external audit of the final accounts.

Report from the Chair of the Charitable Funds Committee: 8 June 2016

The Council received a report from the Chair of the Committee on matters discussed at the meeting held on 8 June 2016.

The report highlighted the discussion with the Fund Manager in respect of the investment report, action being taken within the Trust to produce spending plans, the development of plans to support those areas and services with no access to Charitable Funds and the refurbishment of two beach huts near St Ann's Hospital.

It was noted that two Governors had been present at the meeting.

Report from the Chair of the Appointments and Remuneration Committee: 27 June 2016

The Chair of the Committee introduced a report on the matter discussed at the meeting held on 29 June 2016. The Chair of the Committee explained that the

meeting had been held to review progress with the search, and appointment arrangements for, the Director of Finance and Strategic Development.

The Chair advised that the meeting of the Mental Health Legislation Assurance Committee scheduled for 12 July had been postponed.

The Council noted the reports.

235/16 Meeting Programme 2017

The Trust Secretary submitted a report setting out the proposed meeting programme for the Council in 2017.

The Trust Secretary explained that the key changes from the 2016 programme were removing the meeting immediately prior to the AMM in September, replacing the April Council meeting with an October date to achieve a more even balance of dates across the year and introducing an awayday in June.

The Council agreed the 2017 meeting programme as follows:-

Thursday, 9 February	Council of Governors
Wednesday, 10 May	Council of Governors
Thursday, 22 June	Council awayday
Wednesday, 12 July	Council of Governors
Wednesday, 13 September	Annual Members Meeting (AMM)
Tuesday, 17 October	Council of Governors
Thursday, 16 November	Council awayday
Thursday, 14 December	Council of Governors

236/16 Process and Timetable for the Election of a Lead Governor

The Trust Secretary submitted a report setting out the proposed process for the election of a Lead Governor by the Council.

The Trust Secretary explained that the Council had agreed to elect the Lead Governor annually. A similar timetable was proposed for 2016 as had been adopted in the previous year. The outcome would be reported at the AMM in September.

The Council agreed to adopt the following timetable for the election of a lead Governor in 2016:-

8 August	Nominations to the Trust Secretary by 12 noon
8 August	Distribution of ballot papers to all Governors
22 August	Deadline for the receipt of ballot papers (by 12 noon)
22 August	Confirmation of the result to candidates and all Governors

237/16 Constituency Time

The Council discussed topics of mutual interest and concern.

Following discussion, Board Directors returned to the meeting.

The Lead Governor advised that the focus of constituency time had been on integrated community services and the Clinical Services Review. The key themes and points raised by Governors had included:-

- The importance of there being a single cohesive message to staff on the CSR and the position of the Trust;

- It would be important to pre-brief Staff Governors on key announcements so that they were in a position to respond to staff when approached;
- The importance of ensuring that Governors were fully briefed to support engagement with local organisations, the public and staff;
- Consideration would need to be given to the challenging task of engaging with the public and identifying community views.

The Chief Executive commented that the public consultation on the CSR was likely to extend into January. Whilst the importance of written communication to staff was recognised, face-to-face contact would be important. Directors would be visiting Trust sites to talk to staff and to respond to concerns. A programme of events and briefing sessions was being arranged to enable as many staff as possible to be briefed and give them an opportunity to respond.

238/16 Date of Next Meeting

The Council agreed that a meeting would not be held immediately prior to the Annual Members' Meeting on 14 September 2016.

The meeting programme for the remainder of 2016 was noted; -

20 July	Council awayday
14 September	AMM
10 November	Council awayday
14 December	Council of Governors

Signed.....

Date

Ann Abraham, Chair