

DRAFT

Full Council of Governors meeting Wednesday 4 February 2015 at 11.00 am, Dukinfield Town Hall

Present

John Schofield Chairman

Derek Rowley Public Governor, Bury Public Governor, Bury Clive Brown Beryl Whitely Public Governor, Oldham John Starkey Public Governor, Oldham Norma Bewley Public Governor, Oldham Brian Beedham Public Governor, Oldham Ryan Cowan Public Governor, HMR William Uttley Public Governor, HMR Margaret Stoneman Public Governor, HMR Pat Knight Public Governor, HMR Mary Foden Public Governor, Stockport Geoff Lucas Public Governor, Stockport Linda McGrath Public Governor, Stockport

John Reddy
Ron Lewis
Stephen Moss
Ed Barber
Public Governor, Tameside and Glossop

Michael Armstrong
Ann Mullins
Public Governor, Trafford
Staff Governor, AHP

Lynzi Shepherd Staff Governor, Corporate and Support Kirsty Ogden Staff Governor, Corporate and Support

Jan Trainor Staff Governor, Nursing
Liz McCoy Staff Governor, Social Care
Mrs Karen Hurley Appointed Governor, HMR CCG
Cllr. June Somech Appointed Governor, Stockport MBC

Cllr. Jackie Lane Appointed Governor.

Clair Parker Representing Tameside and Glossop CCG

In Attendance:

Robert Ainsworth (Non-Executive Director), Joan Beresford (Non-Executive Director), Louise Bishop (Trust Secretary), Sandra Jowett (Non-Executive Director), Michael McCourt (Chief Executive), Donna Wrigley (Secretary to the Council of Governors)

Apologies:

Pauline Barnett (Public Governor, Rest of England), Paul Carter (Public Governor, Stockport), Dr S Lal (Public Governor, Bury), Gill Dascombe (Staff Governor, AHP), Dawn Hobson (Staff Governor, Nursing), Irving Normie (Public Governor, Trafford), Dr My (Staff Governor, Medical and Dental), Cllr. Susan Dearden (Appointed Governor, Oldham Council), Graham Foulkes (Appointed Governor, Oldham CCG), Cllr. Peter Joinson (Appointed Governor, Rochdale MBC), Dr Chris Tower (Appointed Governor, Trafford CCG), Cllr. Dave Wilcox (Appointed Governor, Derbyshire County Council), Dawn Edge (Non-Executive

Director), Tony Berry (Non-Executive Director), Paula Ormandy (Non-Executive Director), Gill Bailey (Assistant Trust Secretary)

1. Apologies for absence

Mr Schofield (Chairman) welcomed the committee and notified the group of apologies received at the meeting.

Mr Schofield introduced Professor Sandra Jowett as a newly appointed Non-Executive Director of the Trust. Professor Jowett provided the committee with a brief background on her career and experience working in different areas within Health and Social Care sectors and the national project work undertaken with the Department of Health (DoH).

2. Declarations of Interest

Mr Schofield advised that this was a standing item on the agenda and required that where a member of the Council of Governors had an interest in any agenda item scheduled for discussion they would declare it at the beginning of the meeting and withdraw from the discussion on that item.

3. Minutes of the previous meeting

Mr Schofield presented the minutes of the meeting for approval.

The minutes were approved as an accurate record.

3.1 Matters Arising/Action Plan

Mr Schofield presented the Action Plan and Ms Bishop (Trust Secretary) provided an update on items 2 and 3 relating to the Terms of Reference for the Performance Assurance Committee and Strategy Development Committee which mirrored the Board committee structure. The Trust was currently undertaking a corporate governance review with KPMG, which included reviewing the Board committee structure, and it was agreed with the Governors at the CoG Strategy Group to defer the review of the terms of reference until the work had been completed and schedule to bring it back through the relevant meetings from September onwards.

Referring to action 4, relating to the Staff Governor role, Mr Schofield advised that Governors had discussed this at the Membership Strategy Group and it was agreed that a Staff Governor Task and Finish Group would be set up with the Organisational Learning and Development Department (OL&D). Ms Wrigley (Secretary to the Council of Governors) advised that meetings were currently being set up with OL&D and a schedule of dates would be sent out to the Staff Governors in due course.

Referring to action 4, relating to the Stockport Governors' query as to the commitment of the Appointed Governor from Stockport CCG. Ms Wrigley advised that the Trust had sent out correspondence to the CCG and was awaiting a response.

Referring to action 4, relating to the Governor-only meeting, Mr Starkey (Public Governor, Oldham) advised that Governors had discussed this in the pre-meeting and in order for Governors to be transparent it was agreed that the minutes of these meetings would be shared with the Trust. A meeting took place in January and the next meeting was scheduled for 23 April.

Referring to action 5, relating to the PwC Annual Audit Letter and the update required on the internal control recommendations. Ms Bishop advised that there were 3 points raised by audit which related to finance. Ms Bishop summarised the points and gave a response to each below:

- Overly complex reconciliations
 - The financial accounts team have reviewed the reconciliations involved, and have made some changes, particularly for the month end bank reconciliations that make the process clearer and more straightforward. Reviews of other more minor balance sheet control accounts are ongoing, and it is believed that simplifying these may give some savings on staff time within financial accounts
- 1 bank reconciliation for Barclays not performed
 The reconciliation is now part of the standard monthly routine
- Fixed asset register £0.1m difference
 Work was undertaken for the month 9 accounts submission to realign the fixed asset register and the general ledger which has enabled the previously un-reconciled balance to be properly identified and dealt with

Ms Bishop advised that finance confirmed that PwC would agree that all three points have been responded to adequately when they review progress at the year end.

In relation to the four internal control recommendations, regarding the HR and Payroll issue, Ms Bishop advised that she was awaiting confirmation that this had been picked up as in the meantime we were currently changing payroll provider and that this would be picked up in the bulletin at a later date.

Action: Ms Bishop to forward via Governors e-bulletin

Referring to action 6, in relation to the external audit review, Mr Schofield advised that meetings were currently taking place.

Referring to action 7, in relation to the Governors Away Day, Ms Bishop advised that Governors had been split by constituency area and aligned to the service managers for each respective area. It was agreed that actions from the away day would then be taken to Local Constituency Meetings to look at moving these forward with the Service Director and teams.

3.2 Code of Conduct

Ms Bishop presented the Code of Conduct to the Council for approval and apologised to the committee in regards to the document having to come back to the Council due an administration error in the document submitted to the meeting in November 2014. It was agreed at the November 2014 meeting that the new version would be circulated with the Governors e-bulletin for comments and included in the Governors Strategy Group; these actions had been undertaken and the Code of Conduct was now at the Council today for final approval.

Mr Starkey referred to page 21 section 4.10.3 'Failure to attend three consecutive meetings of the full Council of Governors Meeting and formal sub-committees' and noted that Governors felt the point was a bit harsh and needed to be 'softened'. Mr Lucas noted that in some constituency areas, the governors might agree to develop a rota for attending sub-committee meetings but would not want to be penalised for not attending each. Ms Bishop highlighted that the provision applied to absences "without reasonable explanation" and

noted that in an example such as that given, that would constitute a "reasonable explanation" however, for clarity, Ms Bishop agreed to include examples in the final version. The Governors raised the issue around the lack of parking at Trust HQ where majority of the sub-committees took place. Mr Schofield advised that parking would dramatically change and get easier as the new multi storey car park was due to be opened.

Mr Starkey advised that the Governors' had agreed unanimously to the approval of the code of conduct providing the paragraph mentioned was amended and a summary version was produced for inclusion in the Governors Handbook as previously agreed.

Action: Ms Bishop to amend and produce summary version for inclusion in the next issue of the Governors' Handbook.

The Council of Governors approved the Code of Conduct.

4. Governor Activity Report

Mr Schofield presented the Governors activity report for information and suggested any errors or omissions from the report should be directed to Ms Wrigley outside the meeting.

Mr Schofield praised the Governors on the huge amount of activity undertaken.

5. Chairman's and Non-Executive Director Activity Report

Mr Schofield presented the Non-Executive Director activity report for the period 17 October 2014 to 11 December 2014 and advised that the newly appointed NEDs were in the process of induction and commencing a round of meetings with the Executive Directors.

The Council of Governors noted the report.

6. Chief Executive Report

6.1 Chief Executive Update

Michael McCourt presented an update on the Chief Executive's activities to the Council of Governors for assurance.

During December 2014 and January 2015 the Executive Team had been leading work with Service Directors and partners developing plans for 2015/16. The Trust continued to work within local partnership arrangements to develop local plans as part of an overall picture of increasing integration. This way of working was increasingly delivering results that supported commissioning intentions, the better care fund and the drive to strengthen services within local communities. The small number of schemes Pennine Care had led for winter pressures had delivered nearly 700 avoided admissions and nearly 140 avoided A&E attendances. As with RAID and Trafford there was increasing data strengthening the link between community investment and avoided hospital care. In Trafford, the figures currently suggested that people were 50% less likely to be admitted to hospital if their urgent care was managed through the community service offer.

The Executive Directors were planning for a period of significantly wider and deeper engagement with staff, the Council of Governors, our membership, partners and the wider public. This aimed to underpin the Trust's planning and delivery with a strong emphasis on co-production and engagement.

The team was currently involved in discussions to respond to commissioning intentions and agree contracts for 2015/16.

In terms of internal activity, over the last seven months meetings had been held with the Chairman, Trust Secretary and Leadership Academy to plan the recruitment process and panel(s) for the appointment of the substantive Executive Director of Nursing and Health Care Professionals post. Meetings had been held with both candidates in the run up to the interviews. Following the same process as the Director of Operations recruitment, interviews were held on the 15th January 2015. A Stakeholder Panel and the Appointment Panel unanimously selected Ian Trodden as the successful candidate. The Appointment and Remuneration approved the recommended appointment and Ian commenced in post from Monday 26 January.

In keeping with planning for 2015/16 and beyond, the Executive Team had held a number of Strategic Development and Organisational Development (OD) meetings.

To continue delivering against the Trust Vision and Strategy, emerging key priorities were being scoped. These included robust performance systems, implementation of Paris, an OD focus on whole person care, system development, technology and also a review and refocus on supporting our workforce and making the Trust 'A Great Place to Work'.

Work on improving performance, supported by Colin McKinless (External Consultant) was making positive progress with Keith Walker (Director of Operations) providing the executive lead on improving performance systems within the Divisional Business Units.

Linked to developing performance metrics and partnership models, Katy Calvin Thomas (Director of Performance & Information) and Mr McCourt met with Frontier Economics, a consultancy that worked with Monitor, the Department of Health (DoH) and the Treasury amongst others, supporting the modelling of health care planning and investment models. They also supported the development and management of partnerships within the current legislation. The Trust was exploring working how to utilise their support and skills on Service Development Strategy (SDS) / Long Term Financial Model (LTFM) and planning, strengthening transition mechanics (service modelling and return on investment plans), along with support on partnership/system management.

In relation to external arrangements, Mr McCourt had met and engaged with Bev Humphreys, Chief Executive at Greater Manchester West to discuss respective strategies, specialist commissioning and the NW Chief Executives' Group. Mr McCourt also attended Devolution Manchester leadership planning groups and was invited to join a DoH/Treasury/Monitor meeting to discuss engagement on the devolution agreement with GM Health and Social Care.

A meeting with Denis Gizzi (Chief Operating Officer at Oldham CCG) regarding developing the Oldham Partnership Model and links to the 5YFV (Five Year Forward View) had taken place. A 'Team to Team' meeting was planned in February.

Mr McCourt reported that Pennine Care's Executive Team held a very positive meeting with Karen James, CEO at Tameside FT and her Executive Team. Both trusts presented on their respective strategies and challenges; and explored ways of working positively together in the Tameside and Glossop borough.

The Trust continued to work with the Rugby Football Leagues charity, Rugby League Cares (RLC). Sky TV were investing in the game to promote Sky Try, a seven-year program designed to reach 700,000 people across the country using four distinct programmes of

engagement. The Trust was discussing running an event jointly with Sky/RLC and other health partners to promote physical activity and wellbeing in Greater Manchester.

Mr McCourt advised he had various meetings and telephone calls with CCG leads and an introductory call with the new Rochdale Council CEO, Steve Rumbelow.

Following increased interest in the Trust's Out of Hospital strategy and provision, BBC North West Tonight spent a day filming the Trust's community services in four different towns. The journalist was interested in patient and clinical service stories which showed people could be cared for outside of hospital. This led to a positive news story on the BBC's regional evening news program.

On behalf of the Governors, Mr Starkey congratulated Mr McCourt for involving the Governors in the Executive Directors interviews. Governors felt that the interview programme was excellent and went down really well. Mr McCourt thanked the Governors for their involvement in the interviews and advised that he would inform the Service Directors of their involvement.

The Council of Governors noted the update.

6.2 Monitor Quarterly Feedback Report Q2

Mr McCourt presented the Monitor quarterly feedback report for the period Q2 to the Council of Governors and reported the Trust's current ratings:

- Continuity of services risk rating: 4
- Governance risk rating: Green

Mr McCourt noted that the Trust was in the top performing organisations nationally and thanked the hard working staff for working under significant pressures.

The Council of Governors noted the report.

6.3 Governors' Questions

Mr Cowan (Public Governor, HMR) requested an update as to how the RAID service at North Manchester General A&E Department was working out. Mr McCourt advised that the service was not working out as well as planned due to the hours of operation of the service. The service was not 24 hours and Manchester Mental Health and Social Care NHS Trust provided liaison psychiatry at other times.

Mrs Foden (Public Governor, Stockport) referred to the co-production of services with other stakeholders in Stockport and mentioned that she was being informed that there would be a streamlining of services and funding to prevent duplication of provision. Mrs Foden queried whether details could be made available as to who was doing what, where and when, as not knowing the details was causing anxiety and worry for service users, carers and staff. Mrs Foden added that Governors were put in a difficult position as they were unable to answer queries when this information was not available. Mr McCourt advised that the Trust had requested that Pennine Care be involved in the discussions with commissioners and the local authority regarding the models being proposed. Details were not available as yet but contract meetings were being progressed by Martin Roe (Director of Finance & Deputy CEO), plus Keith Walker (Director of Operations) and Stan Boaler (Service Director MHS) would be following up discussions with commissioners.

Mrs Foden mentioned that she was aware that keeping people out of hospital as long as possible was a less restrictive option when patients were becoming ill, but added that it was already risky and any further cuts would increase the risk further. Mrs Foden queried whether this was being considered in discussions with commissioners. Mr McCourt advised that there was a need to ensure that Pennine Care was closely involved in the debate, but there were tensions about where involvement should be and Pennine Care was working to obtain the right balance.

Mr Starkey referred to the Friends and Family Test, which was launched in January 2015, and requested an update. The figures were not to hand, however Ms Kirsty Ogden (Staff Governor, Corporate Support and Patient Feedback Manager) advised that the elephant kiosks were now linked to Family and Friend Testing, plus in-patients and community patients were using cards and texting to provide feedback. The first submission was due be submitted and the Trust was on track to meet requirements.

7. Appointment and Remuneration Committee

7.1 Minutes from Appointment and Remuneration Committee held on 21 January

Mr Schofield presented the minutes of the Appointment and Remuneration Committee which met on 21 January 2015 for information.

Referring to the Chairman's appraisals, Ms Bishop advised that last year the forms went out electronically, however the response from Governors was quite low. This year Governors' would also receive the Chairman's appraisal feedback via post with a pre-paid addressed envelope for returning, so Governor could choose their preferred method of responding.

The Council of Governors noted the minutes of the meeting.

8. Strategy and Development Committee

Mr Starkey presented the briefing note from the Council of Governors Strategy and Development Committee held on 21 January 2015 and advised that the function of this committee was to receive updates and assurance on issues of service delivery and the strategic plans of Pennine Care.

Five of the boroughs were represented by the nine Public Governors present and the meeting was chaired by the Chairman, Mr Schofield.

Julie Taylor (Head of Business Planning) presented the Transformation Programme Dashboard for December 2014 which provided an update regarding the Transformation Schemes. Julie also presented the new business tender 'tracker' and provided an update in respect of new and existing business.

Katy Calvin-Thomas (Director of Planning, Performance and Information) presented a detailed update on SDS development and engagement work and also gave a detailed update on the roll out of Paris and Mobile Working, highlighting challenges faced and lessons learnt to date.

Laura Rooney (Communications Manager) presented the Communications Activity Report for Q2 and highlighted areas of interest.

Richard Walker (Director of Capital Investment and Estate Services) had sent apologies; therefore the Chairman presented the Capital Dashboard Report.

Ms Bishop presented the Terms of Reference and proposed to extend the review date of the Terms of Reference until September 2015 to align them to the Board review of subcommittees.

Comprehensive information had been provided and Governors were given the opportunity to ask questions at all stages of the meeting.

The Council of Governors noted the minutes of the meeting.

9. Performance and Assurance Committee

Mr Starkey presented the briefing note from the Performance and Assurance committee held on 16 December 2014 and advised that the function of the committee was to seek assurance that the Trust was meeting appropriate standards of healthcare. The Governors held a pre-meeting before the committee in order to review the papers which had been made available beforehand.

Six of the boroughs were represented by the eleven Public Governors and one Staff Governor and the meeting was chaired by the Chairman, Mr Schofield.

Mr Schofield provided the committee with an update on the quarterly submission report to Monitor.

Phil Cheetham (Integrated Business Planning Lead) presented the Quarterly Performance and Information Board Report and provided assurance on progress being made across a range of statutory and internal measures.

Zoe Molyneux (Lead for Integrated Governance, Mental Health) and Ben Woffenden (Complaints Manager) presented the newly developed quality governance report for Mental Health and Community Health Services for Q2. To provide assurance and exceptions, Zoe gave an in-depth presentation on; Patient Experience, Safety, Clinical Effectiveness and Corporate Governance within Mental Health Services and responded to questions around Community Health Service data. Finally, Zoe provided an overview of Quality Impact Assessments.

lan Trodden (Director of Nursing and Health Care Professionals) gave an update on a post-Francis initiative called Safer In-patient Staffing and gave assurance that Pennine Care was providing safe care.

David Kay (Assistant Director of Finance) presented the October 2014 dashboard report providing Governors with a financial overview.

Finally, Mr Schofield presented the Membership Analysis Report for October 2014 and presented a report on issues raised by Governors.

Mr Starkey reported that a lot of facts, figures and information were shared with Governors and Governors asked questions at all stages of the meeting.

The Council of Governors noted the minutes of the meeting.

10. Council of Governors

10.1 Feedback from Local Constituency Meetings

Mr Schofield advised that feedback from the Governors Local Constituency Meetings was a new agenda item which had arisen from a Council of Governors Sub Committee.

A nominated Governor provided a brief for each constituency.

10.1.1 Heywood, Middleton and Rochdale (HMR)

Mrs Stoneman (Public Governor, HMR) provided a brief for HMR and advised that regular monthly meetings were taking place in HMR with good attendance from community leads but noted that there did not seem to be much representation from Mental Health. Governors were still not being invited to some events taking place, however they were keen to get involved. Mr Schofield agreed that this was frustrating and he would follow this up.

Action: Mr Schofield to follow up with Service Directors

Mrs Stoneman highlighted that they were looking at linking in with the Asian communities in HMR, but had not received any information to move this forward as yet. Surgeries have been put on hold at the moment and Mr Cowan was looking at setting up a blog.

Mrs Stoneman reported that there had been lots of involvement with community services around the MSK tender bid and added that Karen Hurley (Appointed Governor, HMR CCG), Shirley Fisher (Integrated Adult Nursing Services Manager) and Jan Maslen (Development Lead Integrated Adult Nursing) had ben very supportive.

10.1.2 Bury

Mr Brown (Public Governor, Bury) reported that Bury Governors had a monthly meeting set up and had recently sent out a letter to those members who had shared their email addresses with the Trust to invite them to be involved with a Bury Focus Group which was being set up. 15 members had come forward with an interest and meetings were now being organised. Mr Brown explained that the invitations went out by email in the first instance and progress would be evaluated with a view to sending out to members by post if successful. Ms Wrigley (Secretary to the Council of Governors) advised that if governors wanted to reach out to members by post this could be added to the Pennine Post newsletter as this was sent out to all members quarterly. Mr Schofield asked if feedback from the meeting could be communicated, as this could potentially also work in other areas.

Both Appointed Governor posts in Bury were still vacant and Ms Bishop advised that letters had been sent out to CCG and LA, however no response had been received as of yet.

Action: Ms Wrigley to chase up responses

10.1.3 Oldham

Mr Starkey reported that Oldham Governors met in December 2014 and Mr Schofield, Ms Bishop, Siobhan Ebden (Strategic Lead Children's Services) and other members of the community health teams were present. The group shared a lot of information, with Mr Beedham (Public Governor, Oldham) providing feedback from his personal experience using community services, and Mrs Whitley (Public Governor, Oldham) talked about her experience working with the Red Cross service at the Royal Oldham Hospital.

Mr Starkey added that Siobhan Ebden provided information around clusters in Oldham and discussions took place around the engagement work with BME communities. Staff were working closely with Voluntary Action Oldham and had attended 'Dragons Den' events to bid for money to provide services.

Mrs Whitely provided feedback on the Transition Group she was involved in, which looked at transition from children's to adult services, how this could be managed, and the discussions that took place around that.

The group had also talked about the Governors Away Day and the Bury letter to members. Mr Starkey advised that it was a very informative and productive meeting.

10.1.4 Stockport

Mr Lucas advised that Stockport Governors met recently with Dawn Edge (Non-Executive Director), Neil Jones (Older Peoples Service Manager) and Kàren Maneely (Locality Manager), however noted that both Richard Spearing (Director of Service Development and Partnerships) and Stan Boaler (Service Director) had sent apologies. The group had looked at crucial issues, the need to engage in Stockport and discussed at length Older People's services and issues at the Meadows.

Karen Maneely talked about specific issues in community services and went through the proposed model in Stockport. Feedback from action groups and activities, which were taking place, was provided at the meeting.

10.1.5 Trafford

Mrs Williams (Public Governor, Trafford) advised that Trafford Local Constituency Meetings were still work in progress and meetings were yet to be set up. At the recent away day it had been agreed that Governors would be allocated to each of the four specific areas of Trafford and their respective heads of service. Meetings were currently being set up.

10.1.6 Tameside and Glossop

Mr Moss (Public Governor, Tameside and Glossop) advised that a meeting in December 2014 had been cancelled and rearranged. Governors were learning about what was going on in the area and discussions had taken place around the Drug and Alcohol Service tenders. The next meeting was scheduled to take place on 19 February 2015.

10.2 Governor Elections

Ms Bishop advised that the Trust was going through the next round of Elections. UK Engage would be leading on the process. An email would be sent out to all Governors to ask anyone considering standing down to try to do so in line with the planned election process, to save on costs. Pre-election roadshows were due to start on 5 March 2015 in Trafford and would take place across all constituency areas. Ms Bishop added that it worked well to have Governors involved in the roadshows to share experience and give advice on the role.

10.3 Task and Finish Groups Dashboard Report

Ms Bishop presented the Task and Finish/Sub Groups dashboard report and welcomed comments or queries from the Governors.

The Council of Governors noted the report.

10.4 Attendance Dashboard Report

Ms Bishop presented the latest attendance report reminding the group that this formed a standing agenda item and was therefore submitted to each meeting. Ms Bishop confirmed it was a requirement to include attendance at the Council of Governors meetings in the Annual Report, as detailed within the yellow column. The additional information in the blue columns was included at the request of the Governors to enable attendance at development sessions to be monitored.

Ms Bishop suggested that the process for recording attendance at development sessions was revisited. Rather than a rolling number of attendances it was suggested that the reports ran year by year.

Action: Ms Wrigley to update template for future meetings

The Council of Governors noted the report.

11 Other Reports

No other reports were discussed.

12 Any other Business

Mr Schofield advised the Governors of a news sheet that was being produced around legal highs and added that this would be made available to the Governors in the next weekly bulletin.

Action: Ms Wrigley to add to Governors weekly bulletin

13 Date and time of next meeting

Wednesday 6 May at 2.00 pm at The Broadoak Hotel, Broadoak Road, Ashton-under-Lyne, OL6 8QD