

**Full Council of Governors Meeting
Tuesday 2 February 2016
The Hall, Honeywell Centre, Oldham**

Present

John Schofield	Chairman
Clive Brown	Public Governor, Bury
Ann Yates	Public Governor, Bury
Derek Rowley	Public Governor, Bury
Norma Bewley	Public Governor, Oldham
Brian Beedham	Public Governor, Oldham
John Starkey	Public Governor, Oldham
Beryl Whiteley	Public Governor, Oldham
Mohammed Sarwar	Public Governor, HMR
Ryan Cowan	Public Governor, HMR
Mary Foden	Public Governor, Stockport
Linda McGrath	Public Governor, Stockport
Paul Carter	Public Governor, Stockport
Steve Moss	Public Governor, Tameside & Glossop
John Reddy	Public Governor, Tameside & Glossop
Pauline Barnett	Public Governor, Rest of England
Irving Normie	Public Governor, Trafford
Kirsty Ogden	Staff Governor, Corporate and Support
Lynzi Shepherd	Staff Governor, Corporate and Support
Jan Trainor	Staff Governor, Nursing
Kate Clarkson	Staff Governor, Nursing
Liz McCoy	Staff Governor, Social Care
Dr My	Staff Governor, Medical & Dental
Lisa Featherstone	Appointed Governor, Bury CCG
Karen Hurley	Appointed Governor, HMR CCG
Cllr. Jackie Lane	Appointed Governor, Tameside MBC

In Attendance:

Robert Ainsworth (Non-Executive Director), Louise Bishop (Trust Secretary),
Lisa Howarth (Secretary to the Council of Governors), Matt Walsh (Patient Safety
Lead)

Apologies:

Judith Appleby (Public Governor, Bury), Ed Barber (Public Governor, Tameside &
Glossop), Lorraine Chipeta (Public Governor, Trafford), Gill Dascombe (Staff
Governor, AHP), Graham Davies (Public Governor, Stockport), Graham Foulkes
(Appointed Governor, Oldham CCG), Cllr Peter Joinson (Appointed Governor -
Rochdale MBC), Pat Knight (Public Governor, HMR), Cllr June Somekh (Appointed

Governor, Stockport MBC), Margaret Stoneman (Public Governor, HMR), Cllr Jean Stretton (Appointed Governor, Oldham Council), Judy Williams (Public Governor, Trafford), Cllr Michael Young (Appointed Governor, Trafford Council)

1. Apologies for absence

John Schofield (Chairman) notified the group of apologies received for the meeting.

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.

Mr Schofield declared an interest against agenda item 7.2 and Robert Ainsworth (NED/SID) declared an interest against agenda item 7.3.

3. Minutes of the previous meeting of the Council of Governors

3.1 Minutes of meeting held on 4 November 2015

Mr Schofield presented the minutes of the previous meeting for approval.

The Council of Governors approved the minutes of the last meeting as a true record.

3.1 Matters Arising/Action Plan

Mr Schofield presented the action plan which listed matters arising from the last meeting. Mr Schofield reported that all actions had been completed as agreed.

The Council of Governors noted the action plan.

4. Council of Governor Activity Report

Mr Schofield presented the Governors' activity report for the period October to December 2015 for information and requested that Governors forward any anomalies to Miss Howarth (Secretary to the Council of Governors) outside of the full meeting. The list was extensive and Mr Schofield praised the Governors for their involvement.

The Council of Governors noted the report.

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

Mr Schofield presented the Non-Executive Director activity report for the period 14 August to 31 December 2015.

The Council of Governors noted the report.

6. Chief Executive Report

6.1 Chief Executive Update

In the absence of Michael McCourt (CEO), Mr Schofield presented a verbal update.

Mr Schofield advised that the Executive Team were committed to attending two activities during the afternoon of 2 February 2016 and therefore unable to attend the Council's meeting. Mr McCourt had assured John Starkey (Lead Governor) and Mary Foden (Deputy Lead Governor) of the importance of the Council of Governors and in particular keeping the Governors engaged and involved in the CQC inspection.

Mr Schofield drew attention to Manchester Mental Health and Social Care Trust (MMHSCT). It had been widely reported that MMHSCT was facing unprecedented financial pressures, which had led to the commissioners and regulators to determine that it was no longer viable as an independent organisation. The Trust had confirmed its intention to bid to become the preferred provider of these services. The timescale for when the procurement exercise would run was yet to be confirmed, but it will be an extensive process spanning several months.

Mr Gary Graham had been appointed as Projector Director and would be communicating regularly with the Council of Governors throughout the process.

Mr Schofield advised that the Executive Team had arranged to host an evening information meeting to present an update on MMHSCT and facilitate a Q&A session, the meeting would be held on Thursday 10 March 2016 at 5.15pm, at Trust Headquarters.

Mr Schofield advised that a series of development sessions regarding the Trust's operational plan 2016/17 had been arranged, the first session would be held on Tuesday 16 February 2016 and a follow up briefing, prior to final submission to Monitor would be held at the Council of Governors Strategy Group on 23 March 2016.

The Trust was further looking to refresh its Integrated Business Plan (IBP) and a development session would be arranged in the near future.

Mr Schofield in the absence of the Executive Team had invited Matt Walsh, Patient Safety Lead to provide an overview of the CQC inspection and the Trust's review and report on Mazars (the independent review into serious incidents in Southern Health NHS FT).

Mazars (the independent review into serious incidents in Southern Health NHS FT)

Mr Walsh presented the executive summary of an analysis and overview of Pennine Care's reporting of patient deaths in response to the Mazars review of Southern Health NHS FT. A full detailed report had also been produced.

Mr Walsh advised that the Mazars review was an independent review of deaths of people with mental health illness and learning disabilities at Southern Health NHS FT. The executive summary set out a high level overview of the work undertaken by Pennine Care in response to the report.

The Trust used the same time period as the Mazars report – April 2011 to March 2015 – to undertake a comparison exercise with Southern Health data. Of the unexpected deaths reported in this time frame, Southern Health investigated 37.5% and Pennine Care investigated 65%.

Mr Walsh highlighted that 247 unexpected deaths had been identified across the Trust's mental health and learning disability services during the reporting period that had not received an incident review. 39 of these were identified as needing further review as the decision making process was not recorded in sufficient detail. From the 39 cases, 10 unexpected deaths were highlighted as needing additional scrutiny.

With regards to learning disability deaths, Southern Health reported 157 deaths in the reporting period and Pennine Care recorded 19. The percentage of deaths subject to an investigation report in Southern Health was 1.2% and in Pennine Care it was 10.5%. From the 19 deaths recorded by the Trust eight were coded as unexpected. All eight cases had been reviewed by an expert panel, with two identified as requiring closer scrutiny. An examination of these two cases had now concluded and did not produce a change to the original decision not to commission an incident review.

The report outlined the steps taken following the review, which included a revised investigation report template; amended death cause codes in line with those recommended within the Mazars report; an additional level of scrutiny by subject matter experts at the Patient Safety Review Group; and the establishment of a Mortality Review Group, which would meet for the first time on 1 April 2016 and be chaired by Dr Ticehurst (Medical Director). The final section of the report set out the step-by-step process for dealing with serious incidents and the key decision making points.

Ryan Cowan (Public Governor, HMR) enquired if emerging themes from the analysis would be reported to the Council of Governors. Ms Bishop advised that themes identified would be presented to the Council of Governors at the Performance and Assurance Committee via the Integrated Governance dashboard report.

Mr Walsh responded to a number of questions about suicides and what requirements warranted an investigation of an unexpected death.

The Council of Governors noted the report.

Care Quality Commission

Mr Walsh advised that the CQC had confirmed that the Trust would be inspected week beginning Monday 13 June 2016. The CQC would be inspecting all inpatient services and a cross-section of community, mental health and corporate services, but the Trust would not be told exactly which services would be visited. Therefore all services in the Trust needed to be fully prepared.

Since Mr Walsh's appointed in October 2015 he had been supporting the Community Mental Health Teams to be inspection ready. This involved interviewing team managers, reviewing clinical case records, supervision records and team meetings. Action plans had been developed and improvements put in place. Mr Walsh assured the Council of Governors that, in the main, services were very good and no one service was reporting as an outlier.

John Reddy (Public Governor, Tameside & Glossop) enquired as to the focus on physical health checks within patients care plans. Mr Walsh advised that a 'sample' number of clinical case records had been reviewed, which confirmed that the number of physical health checks had improved.

The CQC inspectors would look at whether the services provided were: safe, effective, caring, responsive and well-led. Based on their findings from each service, the CQC would rate the Trust as 'outstanding', 'good', 'requires improvement', or 'inadequate'.

Mr Walsh advised that a huge amount of work was being undertaken to ensure the Trust was prepared. The CQC Project Team had spoken with colleagues from other inspected trusts, and it had reviewed their inspection reports. A number of external experts had been brought on board to help the Trust objectively review processes, evidence and services.

Mr Schofield confirmed that a series of development sessions would to be arranged and facilitated by Zoe Molyneux (Associated Director of Quality Governance) and Julie King (CQC Consultant), the first session would commence in March 2016 to ensure Governors were fully aware of the process.

Action:	Development Session to be arranged with ZM & JK
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Mr Walsh responded to a number of questions raised by the Governors.

The Council of Governors noted the update.

6.2 Monitor Quarterly Feedback Report: Q2 2015/16

Mr Schofield presented the Monitor quarterly feedback report for Q2 2015/16 and advised the Trust's current ratings were:

Continuity of services rating: 4
Governance rating: Green

The Council of Governors noted the report.

6.3 Governors Questions

Mr Cowan enquired as to waiting times for children and young people diagnosed with autism. It was further noted that The National Autistic Society reported that there was no consistent collection and monitoring of diagnosis waiting times in England. This in turn raised further discussion about autism in adults and to what services the Trust provided. Mr Schofield proposed developing a position statement to share with the Council of Governors.

Action: Position statement to be developed and shared with the Council of Governors.

Mr Cowan enquired as to who to contact within the Trust about joint working and supporting voluntary sector organisations. Mr Schofield advised the Service Director would be the first point of call.

7. Appointment and Remuneration Committee

7.1 Appointment and Remuneration Committee on 20 January 2016

Mr Schofield presented the minutes of the Appointment and Remuneration Committee which met on 20 January 2016 and advised that actions from this meeting were included on the agenda.

The Council of Governors noted the minutes of the meeting.

7.2 Chairman Appraisal Process 2016

Louise Bishop (Trust Secretary) advised that the Chairman's appraisal process was approved at the Appointment and Remuneration Committee on 20 January 2016 and was now submitted to the Council for formal ratification.

The appraisal process would be led by Mr Ainsworth, within his role of Senior Independent Director, and questionnaires would be sent to both the Council of Governors and Board of Directors. The outcome report and recommendations would be submitted to the Appointment and Remuneration Committee in April 2016 for approval prior to submission to the full Council of Governors in May 2016.

Questionnaires would be sent via the post to all Governors with an option of completing electronically.

The Council of Governors approved the Appraisal process.

7.3 Non-Executive Director Terms and Conditions

Ms Bishop advised that the NED Terms and Conditions was approved at the Appointment and Remuneration Committee on 20 January 2016 and was now submitted to the Council for formal ratification.

The Terms and Conditions document was originally written in conjunction with the Council of Governors and reviewed in 2011. The document had since been updated to reflect the fit and proper person's requirements and a declaration form had been included in Appendix 2 for NEDs to confirm they met the requirements.

Ms Bishop reminded the Council of Governors of its statutory responsibility in setting the terms and conditions of the NEDs.

The Council of Governors approved the NED Terms and Conditions.

8. Performance and Assurance Committee

8.1 Briefing note from Performance and Assurance Committee held on 2 December 2015

Mr Starkey presented the briefing note from the Performance and Assurance Committee held on 2 December 2015.

The function of the Committee was to seek assurance that the Trust was meeting appropriate standards of healthcare. Governors received papers for the meeting beforehand.

All six of the boroughs were represented by the seven public Governors plus two Staff Governors present and the meeting was chaired by the Chairman.

Various Trust officers were present and a number of key items were discussed: update on the Board Governance Review; feedback regarding Stockport Healthy Minds service and feedback regarding the reporting process of seven day follow-up appointments.

An excellent presentation was delivered by Zoe Molyneux in response to Governor queries raised at the previous meeting in September 2015 and the high level of incident reports within Mental Health Services. This looked at internal and national data and Governors were provided with assurance that no one borough was identified as being an outlier.

The Council of Governors noted the feedback from the Performance and Assurance Committee.

9. Council of Governors

9.1 Feedback from Local Constituency Meetings

Mr Schofield advised that feedback from Local Constituency Meetings was provided within the papers for information. Governors were invited to present additional feedback to the committee.

9.1.1 Stockport

Nothing further to discuss

9.1.2 Trafford

Nothing further to discuss

9.1.3 HMR

Mr Cowan and Karen Hurley (Appointed Governor, HMR CCG) advised that due to unforeseen circumstances no Governors were present at the local constituency meeting in January 2016. Discussion had been held about changing the date and time of future meetings and would discuss further with Donna Wrigley (Membership and Engagement Officer) outside of the meeting.

9.1.4 Bury

Nothing further to discuss

9.1.5 Tameside and Glossop

Steve Moss (Public Governor, Tameside and Glossop) praised Mr Reddy for his involvement in raising awareness of Autism within the Trust footprint.

The Council of Governors noted the feedback

9.2 Governance Reporting

Mr Schofield presented the Q3 2015/16 Governance quarterly report which was submitted to Monitor in January 2016.

The Council of Governors noted the report

9.3 Attendance Dashboard Report

Mr Schofield presented the latest attendance report, reminding the group that this formed a standing agenda item and was therefore submitted to each meeting.

Mr Schofield noted that the Constitution and Code of Conduct provided for any Governor who failed to attend three consecutive meetings of the Council of Governors without reasonable explanation to be potentially excluded. Mr Schofield further noted that lack of attendance from some of the Appointed Governors. Mr Schofield acknowledged the input from those Appointed Governors who did regularly attend meetings but stressed the need to review the contributions from the Appointed Governors more broadly.

The Council of Governors noted the report

10. Other Reports

10.1 Governor and Lead Governor Role Descriptions

Ms Bishop advised that draft Governor and Lead/Deputy Lead Governor role descriptions had been developed for inclusion in the candidate pack for distribution at the pre-election roadshows.

Role descriptions had been circulated to all Governors to comment and would be submitted to the Board of Directors in February 2016 for approval.

The Council of Governors noted the update

10.2 Constitutional Review

Ms Bishop advised that a task and finish group meeting would be held on 22 February 2016 to review the constitution, a number of modifications to the document were required with regards to charitable funds, model rules for elections, Governor composition and exclusion criteria for Directors based on the fit and proper persons requirements. The task and finish group would further oversee any changes following the tender bid for MMHSCT.

The Council of Governors noted the update

10.2.1 Process for the Termination of a Governor Position

Ms Bishop advised the draft process for termination of a Governor position was submitted to the CoG Strategy Group on 17 December 2015 for discussion and was therefore submitted to the Council for approval.

The process had been developed following the termination of a Governor post in November 2015, and although this was outlined within the Code of Conduct and the Constitution, it was agreed that a detailed process would be developed and submitted as an appendix to the Code of Conduct. The process had been circulated

to the Council of Governors for comments from which two Governors responded; the comments had since been included in the process and the final version was now submitted to the Council for approval.

The Council of Governors approved the process for the termination of a Governor position.

10.3 Election Roadshow timetable

Ms Bishop presented an update on the forthcoming elections for 2016. 12 seats would naturally come to the end of their term of office on 30 June 2016. During January 2016 all Governors received a letter informing them of their term of office with an option for Governors to relinquish the role.

To date, four Governors have confirmed they would not be re-standing, two would be re-standing for election and four had yet to confirm.

Ms Bishop advised that a schedule of pre-election roadshows had been arranged and would commence on 23 February 2016 and run through to the end of March 2016. As in previous years, Governors were invited to participate in the roadshows to give their perspective on the role.

The notice of election would be published on 22 April, the deadline for nominations would close on 11 May 2016, and results of the election would be announced on 22 June 2016.

The Council of Governors noted the update

11. Any other Business

Mrs Hurley referred to the MMHSCT tender bid and enquired if the Council of Governors would be involved in the recruitment process in addition to the appointment of the Project Director. Mr Schofield responded; it was unlikely any further appointments other than a Project Officer to support Mr Graham would be appointed; this post had since been advertised and shortlisting was due to take place week beginning 8 February 2016.

Mr Schofield gave assurance that the Council of Governors would receive regular communication throughout the process.

12. Date and time of next meeting

The next meeting was scheduled to take place on Wednesday 4 May 2016 from 11 am at the Honeywell Centre, Hadfield Street, Oldham, OL8 3BP