

Full Council of Governors Wednesday 4 May 2016 at 11 am to 1 pm

The Hall, Honeywell Centre,
Hadfield Street, Oldham, OL8 3BP

Present:

John Schofield	Chairman
Ann Yates	Public Governor, Bury
Norma Bewley	Public Governor, Oldham
John Starkey	Public Governor, Oldham
Beryl Whiteley	Public Governor, Oldham
Margaret Stoneman	Public Governor, HMR
Mary Foden	Public Governor, Stockport
Paul Carter	Public Governor, Stockport
Steve Moss	Public Governor, Tameside & Glossop
Judy Williams	Public Governor, Trafford
Dr My	Staff Governor, Medical & Dental
Jan Trainor	Staff Governor, Nursing
Kate Clarkson	Staff Governor, Nursing
Cllr June Somekh	Appointed Governor, Stockport MBC
Cllr. Michael Young	Appointed Governor, Trafford Council
Cllr Jackie Lane	Appointed Governor, Tameside MBC

In Attendance:

Robert Ainsworth (Non-Executive Director/Senior Independent Director), Joan Beresford (Non-Executive Director), Louise Bishop (Trust Secretary), Lisa Howarth (Secretary to the Council of Governors), Sandra Jowett (Non-Executive Director), Alison Kendall (Business Development Manager)

Apologies:

Judith Appleby (Public Governor, Bury), Ed Barber (Public Governor, Tameside & Glossop), Pauline Barnett (Public Governor, Rest of England), Brian Beedham (Public Governor, Oldham), Clive Brown (Public Governor, Bury), Lorraine Chipeta (Public Governor, Trafford), Ryan Cowan (Public Governor, HMR), Graham Davies (Public Governor, Stockport), Lisa Featherstone (Appointed Governor, Bury CCG), Karen Hurley (Appointed Governor, HMR CCG) Cllr. Peter Joinson (Appointed Governor, Rochdale MBC), James Kelly (Public Governor, Tameside & Glossop), Pat Knight (Public Governor, HMR), Liz McCoy (Staff Governor, Social Care), Linda McGrath (Public Governor, Stockport), Irving Normie (Public Governor, Trafford), John Reddy (Public Governor, Tameside & Glossop) Derek Rowley (Public Governor, Bury), Mohammed Sarwar (Public Governor, HMR), Lynzi Shepherd (Staff Governor, Corporate & Support), Cllr. Jean Stretton (Appointed Governor, Oldham Council) Cllr Tamoor Tariq (Appointed Governor, Bury 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 & 7.3. Robert Ainsworth, Joan Beresford and Sandra Jowett (Non-Executive Directors) 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 2 February 2016

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.

3.2 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 Governors activity report

Mr Schofield presented the Governors' activity report for the period January to March 2016 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 January to March 2016.

John Starkey, Public / Lead Governor: Oldham enquired about the investigation meetings that Mr Livingstone and Professor Jowett had attended. Mr Schofield advised that the Non-Executive Directors were leading an independent review into a complex case, and due to confidentiality was unable to divulge any information. Mr Livingstone and Professor Jowett had reviewed and provided comments, on the action plan from the investigation, including lessons learnt.

Mr Starkey further enquired about Grace's Place. Mr Schofield gave an overview of the current position.

Mr Starkey drew attention to the interview for a Consultant Community Paediatrician and commented that Governors had not been invited to participate, despite an agreement and training being given to allow them to get involved. Louise Bishop, Trust Secretary offered to contact HR to confirm that the consultant recruitment process had been updated to include Governor representation.

Action: HR to confirm that the consultant recruitment process had been updated to include Governor representation on interview panels

The Council of Governors noted the report.

6. Chief Executive Report

6.1 Chief Executive update

In the absence of Michael McCourt, Chief Executive, Mr Schofield presented a verbal update.

Mr Schofield advised that on 1 April 2016 the Trust entered into a new Section 75 Partnership agreement with Trafford Council, establishing a further degree of integration, and building upon the long standing joint working between the Trust and the Council.

Mr Schofield confirmed that the Trust was recruiting a new Director of Workforce and Organisational Development, who would commence in post in August 2016.

Mr Schofield drew attention to the CQC inspection, which would commence on 31 May 2016 for a period of five weeks. The final report would be issued September/October 2016.

Mr Schofield advised that the Trust had three substantial key workstreams this year: development of the five year Integrated Business Plan; the CQC inspection; and the Manchester Mental Health and Social Care NHS Trust procurement. Business plans were being developed with alignment to the six towns, including Greater Manchester Devolution, the Mental Health Strategy, and the commissioning intentions of Clinical Commissioning Groups.

Mr Schofield advised that all IPDRs for the Executive Directors and Chief Executive had been completed.

The Council of Governors noted the report.

6.2 Monitor Quarterly Feedback Report: Q3 2015/16

Mr Schofield presented the Monitor quarterly feedback report for Q3 2015/16 and advised that the Trust's current ratings were:

Financial sustainability risk rating: 4

Governance rating: Green

The Council of Governors noted the report.

6.3 Governor questions

Mr Starkey asked for an update on the impact of the Junior Doctors strike action on the Trust's services. The Chairman offered to seek assurance from the Medical Director and provide a statement to the Governors outside the meeting.

Action: Statement from Medical Director
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Mr Starkey further enquired to an update on the CQC inspection. Mr Schofield advised that the CQC had informed the Trust that the inspection would commence on Tuesday 31 May 2016. They had taken this decision due to the large number of services provided by the Trust and the need to allow sufficient time to carry out their inspections. Staff continued to develop their 'showcase' boards, demonstrating evidence they met the CQC's five key domains (safe, effective, caring, responsive and well-led). Development sessions were held on 25 and 28 April 2016 to develop the Governors' 'showcase' board, and feedback from the two sessions would be circulated in due course.

External consultants, Julie King and Helen Sherlock had joined the Trust for additional support. Karen Byrne, Head of Corporate Governance has also joined the CQC Project Team; and Ms Byrne's focus would be on supporting the logistics of the inspection.

To date, the CQC had not advised that they would like to meet with the Council of Governors, however this could change as the inspection date grew closer.

Kate Clarkson enquired to which services would be visited. Ms Bishop advised a timetable of inspection visits and staff focus groups would be circulated nearer to the inspection date.

The Council of Governors noted the update.

7. Appointment and Remuneration Committee

7.1 Appointment and Remuneration Committee on 14 April 2016

Mr Schofield presented the minutes of the Appointment and Remuneration Committee, which met on 14 April 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

Mr Ainsworth advised at the Appointment and Remuneration Committee held on 14 April 2016 Governors agreed to recommend the approval of the Chairman's appraisal, and was therefore submitted to the Council of Governors for formal approval.

Mr Ainsworth presented the Chairman's appraisal 2016: summary of responses from the Governors, put together by Ms Bishop, and advised that the return rate had been better than last year, up from 47% to 66%. The questionnaire was sent to 35 Governors; there were currently seven vacant Governor positions and four Governors that did not receive a questionnaire due to sickness absence or personal reasons.

Mr Ainsworth advised the responses from the Governors were overwhelmingly positive.

Mr Ainsworth further presented the responses from the Board of Directors questionnaire, which had been completed by the EDs and NEDs. The return rate was 100% and the responses received were again overwhelmingly positive.

During the appraisal process Mr Ainsworth had met separately with the Chief Executive and the Non-Executive Directors. The final stage of the appraisal was to meet with the Chairman to go through last year's objectives. Mr Ainsworth gave an overview of the objectives for the coming year and advised that some were standard objectives and some were additional based on the feedback received.

Mr Ainsworth stated that at the end of the appraisal he felt the Chairman's performance was fully satisfactory and that he demonstrated the range of skills and qualities required as Chairman of the Trust. Mr Ainsworth provided answers to a range of questions and asked the Governors to approve the appraisals.

The Council of Governors approved the Chairman's appraisal 2016

7.3 NED Remuneration

At this point Mr Schofield, Mr Ainsworth, Dr Jowett and Ms Beresford left the room. Ms Bishop took over as Chair.

Ms Bishop provided some background context; in 2014 the Governors undertook a detailed review of NED remuneration, considering national and local benchmarking information and a report from the Chief Executive on developments within the organisation that had seen significant change over recent years.

Following much discussion and debate, Governors approved the following proposals for the year 1 April 2014 to 31 March 2015:

Post	2013/14 Remuneration	2014/15 Remuneration
Chairman	£46,132	£46,500
*Vice Chair (SID/Audit Committee Chair)	£16,402	£18,000
*Non-Executive Director	£12,301	£15,000

*For these posts, the Governors asked for the uplift to be paid in equal instalments over three years.

At the Council of Governors Appointment and Remuneration Committee on 9 April 2015, the Committee agreed to recommend that a 1% uplift was applied to the NEDs' remuneration. The Council of Governors' approved this proposal at its meeting on 6 May 2015, as follows:

Post	2014/15	2 nd instalment of 2014/15 agreement	1% uplift for 2014/15	2015/16 from 1 April 2015
Chairman	£46,500	N/A	£465	£46,965
*Vice Chair (SID/Audit Committee Chair)	£16,935	£17,467	£175	£17,642
*Non-Executive Director	£13,201	£14,101	£141	£14,242

At the Council of Governors Appointment and Remuneration Committee on 14 April 2016, the Governors considered an independent benchmarking report prepared by Capita, on the basis of this report, they felt the NEDs pay was at an appropriate level and agreed to recommend a pay freeze be applied. However the third and final instalment of the 2014/15 agreement was due to be paid to the Vice Chair (SID/Audit Committee Chair) and NEDs, as follows:

Post	2015/16	3 rd instalment of 2014/15 agreement	At April 2016
Chairman	£46,965	NA	£46,965
*Vice Chair (SID/Audit Committee Chair)	£17,642	£538	£18,180
*Non-Executive Director	£14,242	£908	£15,150

Capita highlighted that the benchmarking information for Foundation Trust's only became available towards the final quarter of each financial year and therefore the Appointment and Remuneration Committee agreed to amend the cycle for reviewing the NEDs pay each year and bring it in line with that for Executive Directors, whereby any agreement reached would apply to the start of that financial year, i.e. backdated to the preceding April.

The Committee on 14 April 2016 agreed that there would be no change to current remuneration. The Committee further agreed that, in order to align ED and NED remuneration, an independent benchmarking exercise would be held in January/February 2017 to review pay for the previous financial year 2016/17, and any uplift would be back dated to 1 April 2016.

The Council of Governors approved the Appointment and Remuneration's recommendation not to apply a pay increase at the current time and to amend the cycle for renewing NED remuneration.

8. Performance and Assurance Committee

8.1 Briefing note from Performance and Assurance Committee held on 15 March 2016

Mr Starkey presented the briefing note from the Performance and Assurance Committee held on 15 March 2016.

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.

Four of the six boroughs were represented by the five Public Governors plus three 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 and the new integrated highlight report, monthly integrated quality governance report, and new business/tender tracker.

At this meeting, the committee agreed that the integrated highlight report would be circulated to Governors prior to the next meeting in June 2016, to allow identification of any issues that Governors would like to discuss, Governors were further invited to observe each of the Divisional Business Unit (DBU) quarterly Performance and Quality Assurance Review panel meetings, to gain assurance on the new reporting arrangements.

Beryl Whiteley had attended the Oldham DBU panel meeting and advised of the DBU booklet presented at the meeting. Ms Bishop explained that each DBU generated a data booklet for discussion at their respective panel meetings, which are shared with governors in attendance. If other local constituency governors wished to access this information, it could be made available upon request.

Margaret Stoneman, Public Governor: HMR enquired as to the provision of Integrated Neighbourhood Teams (INT) within HMR. Mr Schofield advised the tender applied to a number of services, such as, district nursing; neuro rehab; epilepsy and community matrons. The Trust received formal confirmation from HMR CCG that Pennine Acute Hospitals NHS Trust had been awarded the contract. Staff working within the affected areas would be subject to TUPE transfer to the new provider on 16 May 2016.

Governors asked for an up to date service directory for HMR.

Action: HMR Service Directory

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 Oldham

Nothing further to discuss

9.1.2 Stockport

Donna Wrigley, Membership and Engagement Officer advised that a Membership Engagement event 'Stockport BIG conversation on Mental Health' would be held on 2 June 2016, further information would be included in the weekly bulletin.

9.1.3 Bury

Ann Yates, Public Governor: Bury advised that the Bury Governors had been working with Ms Wrigley to set up a Bury Focus Group in order to engage with members. Three members have confirmed attendance at the Local Constituency Meeting in May 2016 and Stuart Richardson; Service Director would provide a service update.

9.1.4 Tameside & Glossop

Steve Moss, Public Governor: Tameside and Glossop advised that John Reddy, Mr Moss and Cllr Jackie Lane had met with Pat McKelvey, Mental Health and Learning Disabilities Commissioning Manager, Tameside and Glossop CCG regarding Autism and Asperger's in relation to services, funding and training.

9.1.5 Trafford

Nothing further to discuss

9.1.6 HMR

Nothing further to discuss

The Council of Governors noted the feedback.

9.2 Governance Reporting

Mr Schofield presented the Q4 2015/16 Governance quarterly report which was submitted to Monitor in April 2016.

Mr Starkey drew attention to the regulation 28 letter from the North Manchester H.M Coroner, which related to discharge processes, record keeping, nursing communication, access to psychological therapies, and also two nurses that had been referred to the NMC in relation to evidence heard. Mr Starkey went on to enquire as to the impact on patients/services.

Ms Bishop advised a response had been received in advance from Karen Byrne. The investigations into the two nurses was still on going, however the regulation 28 letter had resulted in an action plan that would improve the care for service users. The action plan would be monitored in the Mental Health DBU.

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 the lack of attendance from some of the Appointed Governors, and 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 Council of Governors Terms of Reference

Ms Bishop presented the Council of Governors Terms of Reference (ToR) for information, explaining that the ToR formalised the information within the Standing Orders. Ms Bishop further advised that there was no requirement for this document to exist, however it was noted it would be best practice and would help support new Governors in understanding their role.

The Council of Governors noted the report.

10.2 2016 Governor Election update

Ms Bishop presented an update on the 2016 Governor Elections. The notice of election was published on 22 April 2016 for 11 public and 4 staff vacancies and closed on 11 May 2016. Postal ballot packs for contested constituencies/classes would be issued on 26 May 2016 and close on 21 June 2016. The new cohort of Governors would commence in post on 1 July 2016.

The Chairman and Ms Bishop wished good luck to those governors re-standing.

Ms Bishop further noted that Mr Roy Ordman had resigned from post as Public Governor, Trafford with immediate effect. The vacant post would be filled in the 2016 round of elections for the remainder of Mr Ordman's term of office.

The Council of Governors noted the update.

11. Any Other Business

Manchester Mental Health and Social Care Trust procurement

Alison Kendall, Business Development Manager on behalf of Gary Graham, Project Director presented an update on the Manchester Mental Health and Social Care Trust procurement. Mrs Kendall advised that the draft acquisition was submitted on 21 April 2016 – the deadline for final submission was 1 June 2016.

Mrs Kendall advised that the 'red hat' session to 'test the model' took place on 3 May, the project team summarised the Trust's bid and the principles behind it. The first

dialogue meeting with the Trust Development Authority (TDA) and various other organisations was held on 4 May 2016. The 'black hat' session on the financial context would be held on 19 May 2016.

Mr Moss advised that he, Mr Starkey and Clive Brown posed a number of questions to the project team. Mrs Kendall presented responses to the questions raised. One question was outstanding and had been formally asked as a clarification question to MMHSCT.

Action: A full copy of the questions and answers would be circulated to all governors outside the meeting.
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Mr Moss enquired as to the due diligence phase, Mrs Kendall advised that the acquisition submission and the award for the preferred provider was phase one. Post award, the due diligence phase would commence and most of the work with the Council of Governors would take place during this phase. The Council of Governors would have a key role in approving the transaction.

Mr Starkey proposed setting up a series of information sessions in order to equip Governors with information to debate issues and seek assurance. Mrs Kendall offered to meet with Ms Bishop to discuss timescales and facilitated sessions.

Cllr Michael Young, Appointed Governor: Trafford Council enquired if a risk register was in place. Mrs Kendall confirmed that a risk register had been developed and some risks had been addressed, with a number waiting for clarification from the TDA.

The project team continued to work with subject matter experts to refine the responses to the acquisition document in preparation for the final submission on 1 June 2016, and would continue to issue the weekly updates from the project steering group to the Council of Governors and the Board of Directors.

The Council of Governors noted the update.

12. Date and time of next meeting

The next meeting was scheduled to take place on Thursday 4 August 2016 from 2 pm at the Honeywell Centre, Hadfield Street, Oldham, OL8 3BP