

**Minutes of the Council of Governors Meeting held in Public
Held on Thursday 22 June 2017
At The Lodge, Lodge Approach, Wickford SS11 7XX**

Attendees:

| | |
|-----------------------|---|
| Janet Wood (JW) | Acting Chair (chair of the meeting) |
| Brian Arney (BA) | Public Governor West Essex & Herts |
| David Bamber (DBa) | Public Governor West Essex & Herts |
| Ted Beckwith (TB) | Public Governor North East Essex & Suffolk |
| Nadiene Birch (NB) | Public Governor West Essex & Herts |
| Roy Birch (RB) | Public Governor Essex Mid & South |
| Toby Blunsten (TB) | Public Governor Essex Mid & South |
| Peter Cheng (PC) | Public Governor North East Essex & Suffolk |
| James Clarke (JC) | Public Governor Essex Mid & South |
| Pippa Eccleston (PE) | Public Governor West Essex & Herts |
| Gail Gibbs (GG) | Staff Governor Clinical |
| Jackie Gleeson (JG) | Public Governor Bedfordshire, Luton & Milton Keynes |
| Paula Grayson (PG) | Public Governor Bedfordshire, Luton & Milton Keynes |
| Andrew Hensman (AH) | Public Governor Essex Mid & South |
| John Jones (JJ) | Public Governor Bedfordshire, Luton & Milton Keynes |
| Pam Madison (PM) | Staff Governor Non-Clinical |
| Poppy Miller (PMi) | Public Governor Essex Mid & South |
| Patrick Sheehan (PS) | Public Governor Essex Mid & South (part) |
| Gill Toby (GT) | Staff Governor Non-Clinical |
| Cathy Trevaldwyn (CT) | Public Governor Essex Mid & South |
| Graham Underwood (GU) | Appointed Governor Anglia Ruskin & Essex Universities |
| Judith Woolley (JW) | Public Governor Essex Mid & South |

In Attendance:

| | |
|------------------------|--|
| Sally Morris (SM) | Chief Executive |
| Alison Davis (AD) | Non-Executive Director Natalie Hammond (NH) Executive Nurse |
| Jan Hutchinson (JH) | Non-Executive Director |
| Dr Milind Karale (MK) | Executive Medical Director |
| Jan Leonard (JL) | Director ITT |
| Nigel Leonard (NL) | Executive Director Corporate Governance |
| Cathy Lilley (CL) | Trust Secretary (minute taker) |
| Mark Madden (MM) | Executive Chief Finance Director |
| Mary-Ann Munford (MAM) | Non-Executive Director |
| Amanda Sherlock (AS) | Non-Executive Director |

001/17 APOLOGIES FOR ABSENCE

Apologies for absence were received from:

| | |
|---------------------|---|
| David Bowater (DBo) | Appointed Governor Bedford Borough Council & Central Bedfordshire Council |
| Karen Brown | Public Governor Essex Mid & South |
| Tony Fish | Appointed Governor Thurrock Council |
| Mikey Henderson | Public Governor North East Essex & Suffolk |
| Hasan Kayani | Public Governor Bedfordshire, Luton & Milton Keynes |
| James Mcguiggan | Public Governor North East Essex & Suffolk |
| Ben Morris | Staff Governor Clinical |
| Tracy Reed | Staff Governor Clinical |
| Clive Travis | Public Governor Bedfordshire, Luton & Milton Keynes |

Signed Date

| | |
|----------------|--|
| Michael Waller | Public Governor West Essex & Herts |
| Clive White | Public Governor North East Essex & Suffolk |
| Tony Wright | Public Governor Essex Mid & South |

002/17 DECLARATIONS OF INTEREST

There were no declarations of interest.

003/17 REPORT FROM THE CHAIR

JW congratulated Governors on their appointment to the Council and extended a welcome to the first Council of Governors meeting at Essex Partnership University NHS FT (EPUT).

JW provided assurance that in the absence of a Council of Governors since the creation of EPUT, the business of accountability and governance could be demonstrated as many of the former Governors from the predecessor Trusts continued to attend EPUT's Board of Directors meetings held in public and along with other members of the public, questioned the Board on a variety of issues.

An overview of the work of the Board committees to date was provided. JW advised that the Audit Committee had met on three occasions and was pleased to confirm that the annual reports and accounts of the predecessor Trusts were completed on time and received unqualified opinions from the external auditors. She also commented that the process for selecting the external auditors was under way and Governors would be requested to participate in this process, reminding the Council that it is a statutory responsibility for the Council of Governors to appoint the external auditor.

The Quality Committee had also met on three occasions and confirmed that the quality accounts for the predecessor Trusts were completed and would be presented to the Council at its August meeting. JW was delighted to report good progress with the development of the Quality Strategy.

JW advised that Board Directors had been undertaking many visits to services. She had personally visited the Robin Pinto Unit in Luton, the Derwent Centre and Bryan Roycroft Units in Harlow, Bedfordshire Community Services and the Whipps Cross Urgent Care Centre.

JW provided an update on the Trust's first performance review meeting with NHS Improvement at the end of May and was pleased to advise that NHSI appeared to be satisfied with the progress made by the Trust.

The Council of Governors received and noted the verbal report.

004/17 REPORT FROM THE CEO

SM also welcomed Governors and explained that future general meetings of the Council would include a report on the performance of the Trust covering finance and quality that would also highlight any risks and/or hotspots. The reports would link to the reports provided at Board to ensure that the most current information was shared. She confirmed that the overall performance of the Trust was good although there were a few areas under pressure such as inpatient beds, and the Trust's financial position was slightly ahead of target.

SM also briefed the Council on the provision of community services in Bedfordshire and advised that with effect from 1 April 2018 the services would be transferred to another

Signed Date

provider(s) who had not yet been confirmed. She advised that the Board was extremely disappointed with this decision especially as the Trust had delivered all the commissioning requirements and had met the key performance indicators (KPIs). Formal feedback had been requested. The Council noted the impact of this loss particularly as it had provided a financial contribution. SM provided assurance that the Executive Operational Sub-Committee (EOOSC) and the Board would be reviewing the actions to be taken to mitigate the contract loss.

The Council also received assurance that the post-merger integration processes were progressing well and to timescale. SM provided an overview of the consultations, particularly in corporate services, and confirmed that some staff were under notice of redundancy. She confirmed that the redundancy costs were taken into account in the financial projections.

SM reported on the effect of the recent cyber attack that had occurred on a Friday and confirmed that there had been minimal impact with clinical systems restored on the following Monday. She assured the Council that patients and services had not been affected and that no clinics had been cancelled; she commended the excellent response from the Trust's IT staff who had worked exceptionally long hours to rectify the issues caused by the attack.

SM also briefed the Council on the media interest in the Trust particularly around legacy deaths that had occurred at the Linden Centre. She confirmed that the Trust was cooperating fully with the police investigation and was providing support to staff in these services. In addition, SM provided assurance that there was no risk to any of the Trust's buildings in relation to cladding and confirmed that buildings are regularly inspected for fire safety; this was regularly monitored by the Trust's Health Safety & Security Committee who was also taking forward the actions identified following the Grenfell Tower incident.

Governors noted and welcomed the informal briefing sessions with the CEO that would take place prior to each general meeting of the Council.

In response to a question by GU regarding vacancy rates, SM advised that this was at 13% but acknowledged that this was a national issue. She provided assurance that actions were being taken to address the staff shortages and vacancies, and confirmed that all services had met the minimal staffing level requirements.

DB queried the proposed future use of Stapleford House. MM confirmed that the office will close in December 2017 as the contract included a break clause and notice has been served. The aim is to minimise overhead costs but he acknowledged that although staff will be offered other job opportunities as part of the consultation process, there will be some displaced staff.

The Council of Governors received and noted the verbal report.

005/17 QUALITY VISITS

The Council received a report from NL on the proposed Quality Visits programme which had been developed within the former South Essex Partnership University NHS FT (SEPT) to facilitate the opportunity for Governors to visit Trust clinical services to gain understanding and assurance of the quality of clinical care provided. He encouraged Governors to put themselves forward to attend one of the visits as listed in the calendar circulated with the meeting papers and advised that the booking process would be managed through the Trust Secretary Office.

PE queried if these visits replaced the Patient-led Assessments of the Care Environment (PLACE) visits. NL confirmed that the Quality Visits were in addition.

Signed Date

The Council of Governors received and noted the report.

Action:

- 1 **Governors to put themselves forward to attend a Quality Visit (Governors).**

| | |
|---------------|--|
| 006/17 | COUNCIL OF GOVERNORS GOVERNANCE FRAMEWORK |
|---------------|--|

(i) Corporate Governance Documents: Constitution and Standing Orders

NL presented key corporate governance documents for the Trust for adopting by the Council of Governors. He advised that the constitution and standing orders for both the Council and Board of Directors had previously been through the agreed review and approval processes; in addition, they had been reviewed by Hempsons, the Trust’s legal advisers, had confirmed that in their opinion they were compliant with current legislation and relevant regulatory guidance.

NL reported that a Register of Interests for Governors was currently being coordinated by the Trust Secretary Office following the elections and appointments to the Council. He advised that the Register will be reviewed annually but pointed out that it is the responsibility of each Governor to provide an update to their entry if their interests change.

NL also provided an overview of the Fit & Proper Persons requirement in relation to Governors. Completion of the Fit & Proper Persons statements was also being coordinated by the Trust Secretary Office and an update would be provided at a future Council meeting.

The Council of Governors:

- 1 **Received and noted the report**
- 2 **Noted for adoption of the constitution, standing orders for the Board of Directors and standing orders for the Council of Governors.**

Action:

- 1 **Register of Interests and Fit & Proper Persons statement to be presented at a future Council of Governors meeting (CL).**

(ii) Standing Committees Framework

CL presented the governance arrangements for the Council of Governors, specifically relating to its standing committees. She advised that the proposal from the Merger Governance Workstream, comprising of representatives from both predecessor Trusts, is for the Trust to adopt SEPT’s committee governance structure, terms of reference and arrangements for both the Board of Directors and Council of Governors. During the last two years there has been a strong focus on ensuring the committee structures were effective with appropriate information flow and reporting lines to enable the appropriate level of assurance and/or decision making to be undertaken.

CL provided an overview of the Council’s standing committee structure that would comprise of the following committees: Governance, Membership, Nominations, Remuneration and Training & Development. She advised that the terms of reference for all committees have been drafted and will be reviewed in the first instance by the committee to recommend for approval to the Council.

CT queried whether a Patient & Carer Experience (PACE) Group would be established as this provided a framework for Governors to analyse experiences from carers and patients that had been shared with Governors and supported Governors’ statutory responsibility to represent the interests of members and the public. It was agreed that consideration would be given as to how this could be taken forward within the Council’s governance framework.

Signed Date

The Council of Governors:

- 1 Received and noted the report**
- 2 Noted for adoption of the Council of Governor committee governance structure.**

Action:

- 1 Consideration to be given to how the remit of the former North Essex Partnership University NHS FT's PACE Group could be covered in the Council's governance framework (CL/Membership Committee).**

(iii) Code of Conduct for Governors

CL presented the Code of Conduct for the Council of Governors report and pointed out that the Code outlines the standards of conduct, personal behaviour and requirements of office required from a Governor. The Code also detailed the process to be followed in the event of non-compliance with any aspect of the Code. She highlighted that the Code is intended to support and complement the Trust's constitution, and is considered to be an essential guide for all Governors. As part of their terms of office, Governors are required to sign the Code.

The Council of Governors:

- 1 Received and noted the report**
- 2 Noted for adoption of the Code of Conduct for the Council of Governors.**

Action:

- 1 Code of Conduct to be signed by all Governors (ALL).**

| | |
|---------------|--|
| 007/17 | MEMBERSHIP OF STANDING COMMITTEES |
|---------------|--|

The Council received a report from CL on the procedure for the appointment of Governors to the Council's standing committees as well as the appointment of the chair of these committees. The purpose of the procedure is to ensure there is a common understanding and consistent approach to appointing Governors as members and/or chair of a committee; an equal opportunity is provided to all Governors; there is a fair and balanced representation of Governors across all committees; and the committees retain a balance of experienced and new Governors. Appointments are made by the Trust Chair in consultation with the Trust Secretary; all appointments would be ratified by the Council.

CL confirmed that she would circulate the membership application form and an overview of the committees to Governors.

The Council of Governors:

- 1 Received and noted the report**
- 2 Noted the Council of Governors Membership and Committee Chair Appointment Guideline.**

Action:

- 1 Committee membership application form and overview of Committees to be circulated to Governors (CL)**
- 2 Governors to consider putting themselves forward as a member of a committee (and/or Chair) (ALL).**

Signed Date

008/17 POLICIES AND PROCEDURES

Governor Out of Pocket Expenses Policy & Procedure

CL presented the Governor Out of Pocket Expenses Policy & Procedure which sets out the circumstances under which Governors, as volunteers, may be reimbursed for legitimate and necessary expenses incurred in the course of their duties.

In response to a question by PE, CL confirmed that the mileage rate was 45p per mile.

The Council of Governors:

- 1 Received and discussed the report**
- 2 Noted for adoption the Governor Out of Pocket Expenses Policy & Procedure.**

Action:

- 1 Expenses claims form to be emailed to Governors (CL).**

009/17 COUNCIL OF GOVERNORS ELECTIONS AND MEMBERSHIP

The Council received an update report from JW on the establishment of a new Council of Governors for the Trust.

JW advised that nine Prospective Governor Workshops were held across the Trust’s constituencies during April with over 100 people attending. Elections commenced on 20 April 2017 with over 60 candidates for 34 vacancies and voting closed on 16 June 2017, with the results being declared on 19 June 2017. Elections were held in four constituencies and there were two constituencies which were uncontested. There are 36 Governors either elected or appointed with five vacancies remaining on the Council; it is however expected that over the next few weeks the vacancies for appointed Governors will be filled.

Governors discussed the low turnout ratings for the Public Governor elections and requested copies of the turnout reports. CL agreed to circulate these. She also pointed out that the low turnout rates may have been the result of potential ‘voting’ apathy following the recent General Election; in addition there were a significant number of candidates for two public constituencies that may have provided more of a challenge when deciding who to vote for.

The Council of Governors received and discussed the report.

010/17 COUNCIL OF GOVERNORS DATES OF MEETINGS

Governors noted that a list of dates of meetings relating to the Council had been tabled.

011/17 ANY OTHER BUSINESS

Discussions took place on the papers provided for the meeting and in particular the timing of the circulation to ensure that Governors had sufficient opportunity to read and prepare for the meeting. It was also requested that page numbers would be added to the pack and included on the agenda to help with navigation of the papers. CL agreed to review this request.

Action:

- 1 Consideration to be given to the inclusion of page numbers on the Council’s meeting papers pack (CL).**

Signed Date

012/17 QUESTIONS & ANSWERS SESSION FROM MEMBERS OF THE PUBLIC

There were no members of the public in attendance.

13/17 DATE AND TIME OF NEXT MEETING

The next meeting will be held on Wednesday 16 August 2017 at 17:30 – 19:30 in TR1, The Lodge, Lodge Approach, Wickford SS11 7XX. The meeting will be preceded by a private briefing session for Governors with the CEO at 16:30.

014/17 RESOLUTION

In accordance with paragraph 34.1 of the constitution and paragraph 18E of Schedule 7 of the NHS Act 2006, the Council of Governors resolves to exclude members of the public from Part 2 of this meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed.

The Council noted and agreed the resolution.

Meeting closed at 14:30.

Signed Date

In the Chair