

COUNCIL OF GOVERNORS

Thursday 9th November 2017

1.30 – 2.30pm
Governor Pre-Meeting

2.30 – 3.00pm
Networking Session

3.00 – 5.00pm
Council of Governors Meeting

Business Continuity Room, Rikenel

Our Core Values

Seeing from a service user perspective

Excelling and improving

Responsive

Valuing and respectful

Inclusive, open and honest

Can do

Efficient, effective, economic and equitable

Council of Governors Meeting

Thursday 9th November 2017
at 3.00 – 5.00pm
In the Business Continuity Room, Rikenel, Gloucester

AGENDA

Item	Time	Title and Purpose	Reference
1	3.00	Welcome and Apologies	Verbal
2		Declaration of Interests	Verbal
3		Minutes of the Previous Meeting held on 19 September 2017	Paper A
4		Minutes of the Previous Meeting held on 5 October 2017	Paper A2
5		Matters Arising and Action Points <ul style="list-style-type: none"> Engagement Guide for Governors 	Paper A3
6		Review of Meeting Evaluation Sheet	Paper B
Service Focussed Presentations and Information Sharing			
7	3.10	Chief Executive's Report	Paper C
8	3.25	Update on Joint Working with Gloucestershire Care Services	Verbal
Formal Business and Exception Reporting			
9	3.50	Reappointment of Non-Executive Director and Deputy Chair	Paper D
Holding to Account			
10	4.00	Monitoring Trust Performance and Targets (Maria Bond, Chair, Delivery Committee)	Presentation
Membership and Governor Involvement			
11	4.40	Membership Activity Report	Paper E
12	4.50	Governor Activity	Verbal
Any other Business			
13	4.55	Any other business	Verbal
14		Date of Next Meetings Please see overleaf	Verbal
15	5.00	CLOSE	

Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	Governor Pre-meeting	Council Meeting
2017		
Tuesday 21 November	N/A	2.00 – 3.00pm
2018		
Tuesday 16 January	9.00 – 10.00am	10.30 – 12.30pm
Thursday 8 March	1.30 – 2.30pm	3.00 – 5.00pm
Tuesday 8 May	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 12 July	9.00 – 10.00am	10.30 – 12.30pm
Tuesday 11 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 8 November	1.30 – 2.30pm	3.00 – 5.00pm

Public Board Meetings

2017		
Thursday 30 November	10.00 – 1.00pm	Kindle Centre, Hereford
2018		
Tuesday 30 January	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 March	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 31 May	10.00 – 1.00pm	Kindle Centre, Hereford
Thursday 26 July	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 27 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 November	10.00 – 1.00pm	Kindle Centre, Hereford

Governor Visits to Trust Sites

Venue	Location	Date	Time
2017			
Stonebow	Hereford	Tuesday 21 November	10.30 – 12.30pm

Nomination & Remuneration Committee (*Committee members only*)

2018		
Monday 8 January 2018	4.00 - 5.00pm	Rikenel
Wednesday 21 February	4.00 - 5.00pm	Rikenel
Wednesday 25 April	4.00 - 5.00pm	Rikenel
Wednesday 27 June	4.00 - 5.00pm	Rikenel
Wednesday 29 August	4.00 - 5.00pm	Rikenel
Wednesday 24 October	4.00 - 5.00pm	Rikenel

TEAM CHARTER

This Team Charter is collectively agreed by Governors, Non-Executive Directors and Executive Directors. Our aim is everything we do is aligned to the Trust's purpose of "Making Life Better". Our actions, attitudes and behaviours will support the Trust's vision "To be the Provider and Employer of choice delivering sustainable, high quality, cost effective, inclusive services" and will be in line with Trust values described below.

Trust Values	We will
Seeing from a service user's perspective	We will work collectively "making life better" through ensuring the views of our service users and carers are represented in improving our services.
Excelling and improving	We will all take responsibility for this organisation and for working together. We will celebrate success and maximise best practice. We will ensure that debates, conversations and decisions benefit from both an expert and non-expert perspective.
Responsive	We will accept actions and targets and deliver on them individually and collectively in a timely manner. We will learn from our experiences. We will be flexible and adaptable.
Valuing and respectful	We will value differences and show respect to all those with whom we work and have contact. We will say what we feel openly and directly, and use language that demonstrates respect for other peoples' views. We will resolve conflict with sensitivity. We will respect rules of confidentiality.
Inclusive, open and honest	We all have a responsibility to bring our views and experiences to debates, and we will demonstrate that each person's views have equal value. We will encourage others to speak, we will listen to understand and be informed. We will give praise openly and publicly. Our feedback will be honest and delivered with courtesy and sensitivity.
Can do	We will always try to problem solve. We will be proactive, positive and look for opportunities and innovations. We are open and willing to change position and compromise.
Efficient, effective, economic and equitable	We will appropriately plan and prepare for events and meetings to make best use of our time and the time of others. We will check and challenge our own and others understanding in a timely and appropriate manner to enable the work of the Council of Governors and the Trust to be effective.

The Role of Governors

NHS Foundation Trusts share all the same values, quality and safety standards as NHS Trusts, but they are 'owned' by their members who elect a Council of Governors to represent the views of members, patients, staff, partner organisations and the public.

This means that the Council of Governors is an important link between our local communities and staff, and the Trust Board, which has the responsibility of running the organisation and preparing the Trust's strategy. The Council of Governors works alongside the Trust's Board of Directors to help local communities and staff have a greater say in the strategic direction of the Trust, and how services are developed and delivered by the Trust.

The main roles of Council of Governors as set out by the Government are to:

- Represent the interests of the people within their constituency or partner organisation, report feedback on our services and, wherever possible, how they could be improved.
- Hold Non-Executive Directors to account for the Board's performance.

In ²gether, the Council of Governors fulfils these roles by:

- Meeting with service users, carers, members and the public in their local community or staff group, to listen to their experiences and ideas and to provide feedback to the Trust, especially if a particular issue is seen as a trend.
- Commenting for the membership on the Board's strategic direction and annual planning, before it is finalised.
- Participating in Trust initiatives to inform local communities, partner organisations and staff about the Trust's plans, and celebrate achievements.
- Questioning the Non-Executive Directors about the performance and effectiveness of the Board and its Committees.
- Conducting formal business such as:
 - Appointing and, if appropriate, removing the Trust Chair and the Non-Executive Directors.
 - Having a say in the appointment of the Chief Executive.
 - Approving the appraisal process for the Chair and Non-Executive Directors.
 - Appointing and, if appropriate, removing the Trust's External Auditors.
 - Receiving the Trust's annual report and accounts (once these have been laid before Parliament) in order to understand the Trust's performance.
 - Approving major transactions such as acquisitions, mergers or large tenders.

2GETHER NHS FOUNDATION TRUST

COUNCIL OF GOVERNORS MEETING

TUESDAY 19 SEPTEMBER 2017

BUSINESS CONTINUITY ROOM, RIKENEL, GLOUCESTER

PRESENT:

Ruth FitzJohn (<i>Chair</i>)	Rob Blagden	Jenny Bartlett
Vic Godding	Jo Smith	Katie Clark
Cherry Newton	Mervyn Dawe	Jennifer Thomson
Said Hansdot	Amjad Uppal	Ann Elias
Svetlin Vrabtchev	Vanessa Ball	Xin Zhao
Mike Scott	Euan McPherson	Kate Atkinson

IN ATTENDANCE: Shaun Clee, Chief Executive
Marcia Gallagher, Non-Executive Director
Anna Hilditch, Assistant Trust Secretary
John McIlveen, Trust Secretary
Jane Melton, Director of Engagement and Integration
Colin Merker, Director of Service Delivery
Kate Nelmes, Head of Communications
Nikki Richardson, Non-Executive Director
Neil Savage, Director of OD
Jonathan Vickers, Non-Executive Director

1. WELCOMES AND APOLOGIES

- 1.1 Apologies for the meeting had been received from Hazel Braund, Lawrence Fielder and Hilary Bowen.

2. DECLARATION OF INTERESTS

- 2.1 Jo Smith informed the Council that was now a member of the Gloucestershire Hospital's NHSFT Learning Disabilities Steering Group.
- 2.2 Cherry Newton was a member of the Royal College of Psychiatry's Steering Group focussing on depression and anxiety.

3. COUNCIL OF GOVERNOR MINUTES

- 3.1 The minutes of the Council meeting held on 13 July 2017 were agreed as a correct record.

4. MATTERS ARISING, ACTION POINTS AND EVALUATION FORM

- 4.1 The Council reviewed the actions arising from the previous meeting and noted that the majority of actions had been completed, or were progressing to plan. The inclusion of more detail against "completed" actions was helpful by way of tracking progress and adding additional assurance of completion.
- 4.2 At the July Council meeting, Governors had agreed to end the tenure of a staff Governor due to non-attendance. A query was raised as to what the Trust was

currently doing to recruit to the vacant Governor positions. The Assistant Trust Secretary informed the Council that the Trust had 4 vacant staff Governor positions and 2 public Governor vacancies. Work had already commenced with the Electoral Reform Service to set up an election process for these positions at the beginning of October. With regard to the staff Governor vacancies, the Assistant Trust Secretary had spoken to members of the Executive Team about the need to promote these throughout the Trust and to seek ways of getting interest from staff. Assurance was received that the staff Governor posts were Trust wide positions and therefore staff in both Gloucestershire and Herefordshire would have the opportunity to put themselves forward.

5. CHIEF EXECUTIVE'S REPORT

- 5.1 The Council noted the Chief Executive's report to the Council of Governors, which was intended to draw Governors' attention to key areas for awareness, information or for exploring further if of sufficient interest.
- 5.2 This briefing provided the Council of Governors with an update in relation to a number of issues since the Council meeting in July 2017, including:
- Fire Assurance Processes
 - South of England Mental Health Collaborative
 - Mental Health Acute Response Service (MHARS)
 - Gloucester Hub Update
 - Accountable Care Systems
 - Perinatal Mental Health Awards
- 5.3 In relation to Fire Assurance Processes, and Oak House in Hereford in particular, Shaun Clee advised that discussions and meetings with relevant partners had taken place and he set out some of the key areas for assurance for the Governors. Shaun noted that whilst the report outlined appropriate fire safety protection, Oak House did not currently offer the standard of accommodation that 2gether would wish to offer, both for service users and members of staff. Two potential alternative solutions were therefore being explored with commissioning colleagues and further updates would be provided to the Governors on progress with this.
- 5.4 Rob Blagden thanked Shaun Clee for producing his written report in advance of the meeting, noting that Governors found it very helpful to receive this in advance to be able to read it and think about any questions they may wish to ask.

6. ELECTION OF LEAD GOVERNOR

- 6.1 The Lead Governor is elected by the Council for a period of up to two years, and any Governor – Public, Staff or Appointed – may apply. This tenure period was agreed by the Council at its meeting in March 2017.
- 6.2 A nomination form and the Lead Governor role description were sent out to all Governors via email on 25 August, with a return date for interested Governors of close of play on Wednesday 13 September.

- 6.3 One nomination was received from the existing Lead Governor Rob Blagden (Staff Governor, Management and Administration). The Council was therefore asked to approve the re-appointment of Rob Blagden for a period of up to 2 years with effect from 1 October 2017.
- 6.4 The Council of Governors agreed that Rob had done an outstanding job as Lead Governor and were therefore fully supportive of him continuing in this role for a further term.

7. TENURE OF A GOVERNOR

Ann Elias left the meeting at this point

- 7.1 The Trust's constitution contains a provision regarding attendance at meetings of the Council of Governors which states that if a governor fails to attend three consecutive general meetings of the Council of Governors his/her tenure of office is to be terminated at the next meeting unless the other governors (by a simple majority) are satisfied that:-
- a) the absence was due to a reasonable cause; and
 - b) he/she will be able to start attending meetings of the Council of Governors again within such a period as they consider reasonable.
- 7.2 Ann Elias was elected as a Public Governor for Stroud in July 2016. Although Ann had been involved in other activities in her capacity as a Governor, such as Governor visits and attendance at engagement events, she had not attended the last 3 consecutive meetings of the Council of Governors, in March, May or July 2017.
- 7.3 The Assistant Trust Secretary discussed the matter with Ann Elias prior to compiling this report and received assurance that the absence was due to last minute, unforeseen personal circumstances. It was reported that Ann was keen to continue in her role as a Governor, and had every intention of attending future Council of Governors meetings. Ann said that she was also very keen to get more involved with membership and would like to work closely with the Trust's Communications Team to arrange events in local colleges and schools in the Stroud area.
- 7.4 A number of Governors noted that they had attended the Gloucestershire Police Open Day the previous Saturday and Ann Elias had been there participating. Those Governors had spoken to Ann and received good assurance from her about her commitment to the role and her regret at having been unable to attend the last 3 Council meetings.
- 7.5 Given the assurances received regarding future attendance, the Council of Governors agreed that Ann Elias's tenure as a Public Governor should not be terminated at this time.

Ann Elias returned to the meeting at this point

8. NOMINATIONS AND REMUNERATION COMMITTEE MEMBERSHIP

- 8.1 The Nominations and Remuneration Committee is a formal Committee of the Council of Governors and its purpose is to advise the Council on the appointment, dismissal, remuneration and terms of service of the Chair and Non-Executive Directors of the Board. The Committee has delegated authority to manage and oversee the appointment and appraisal processes for the Chair and Non-Executive Directors on behalf of the Council. The Committee also acts as a task and finish group of the Council of Governors in order to consider corporate governance matters affecting the Council.
- 8.2 With the exception of the Lead Governor, Governor members of the Committee will be elected by the Council of Governors for a period of 1 year. At the end of their initial term, members of the Committee may stand for re-election. Committee membership will be conditional upon continued membership of the Council of Governors.
- 8.3 An email was sent out to all Governors on 25th August 2017 asking people to nominate themselves to sit on the Nominations and Remuneration Committee. Following receipt of these expressions of interest, it is suggested that the membership of the Committee be confirmed, as follows:
- Trust Chair (Ruth FitzJohn)
 - Trust Deputy Chair (Nikki Richardson)
 - Lead Governor (Rob Blagden)
 - Named Governors (Vic Godding, Mervyn Dawe and Mike Scott)
- 8.4 The Council of Governors agreed the proposed membership of the Nominations and Remuneration Committee, and agreed that a refresh of Committee membership would take place in a year's time, in line with the Committee's Terms of Reference.

9. BOARD COMMITTEE OBSERVATION – GOVERNOR PARTICIPATION

- 9.1 A programme of Governor observation of key Board Committees has been developed to support Governors in their statutory duty to hold the Non-Executive Directors to account for the performance of the Board. The programme covers five Committees – Audit, Delivery, Development, Governance and Mental Health Legislation Scrutiny. By observing Committee proceedings, Governors are able to take assurance that the Non-Executive Directors are effectively leading and controlling the Trust, and report that assurance back to the Council as part of the holding to account process.
- 9.2 An email was sent out to all Governors on 25th August 2017 asking people to express an interest in participating in the observation programme. Two Governors are nominated to attend each Board Committee; however, people may choose to attend alternate meetings.
- 9.3 Following receipt of these expressions of interest, it was agreed that the observation of the Board Committees be confirmed, as follows:

Committee		
Audit	Ann Elias	Mike Scott
Delivery	Xin Zhao	Kate Atkinson
Development	Said Hansdot	Euan McPherson
Governance	Vic Godding	Jo Smith
Mental Health Legislation Scrutiny	Cherry Newton	Jennifer Thomson

- 9.4 The Council of Governors agreed the proposed Governor involvement with the Board Committee observation process, and agreed that a refresh of Governor involvement take place in a year's time, to enable all Governors to have the opportunity to take part if they wish.

10. KEY ISSUES FOR DISCUSSION FROM THE GOVERNOR PRE-MEETING

- 10.1 Rob Blagden advised that all issues discussed at the Governor pre-meeting had already been covered by items on the agenda.

11. GOVERNOR ACTIVITY

- 11.1 The Trust had participated in the Gloucestershire Police Open Day and a number of Governors had attended and helped to host an information stand at the event. All those who took part said that it had been a fantastic day.
- 11.2 Jennifer Thomson informed the Council that the Forest of Dean Membership Engagement event planned for 10th October had been postponed. Jennifer was working with the Trust's Communications Team to seek an alternative date for this event.
- 11.3 Vic Godding had participated in the Governor visit to Charlton Lane in Cheltenham and said that this was a superb unit. He encouraged those new Governors to take up the opportunity to visit the Trust's units as part of the rolling programme. Vic advised that he had also been invited by the Matron Manager at Charlton Lane to attend a presentation on digital reminiscing equipment which he said was excellent.
- 11.4 Mike Scott had also attended the visit to Charlton Lane. Mike said that it was his first time visiting an older people's mental health inpatient facility and he had some pre-conceived ideas of what to expect. However, he was blown away by what he had seen in terms of the quality of the team, the atmosphere, environment and the attitudes of the staff. He said that it had been an amazing experience and reiterated Vic Godding's encouragement to fellow Governors to take part in the visiting programme.

12. ANY OTHER BUSINESS

- 12.1 Vic Godding informed the Council that he was a member of the Gloucester Dementia Alliance and asked whether one of the Gloucester Governors, or members might be interested in attending meetings. Kate Nelmes agreed to advertise this opportunity.

13. DATE OF NEXT MEETINGS

Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	Governor Pre-meeting	Council Meeting
2017		
Thursday 9 November	1.30 – 2.30pm	3.00 – 5.00pm
2018		
Tuesday 16 January	9.00 – 10.00am	10.30 – 12.30pm
Thursday 8 March	1.30 – 2.30pm	3.00 – 5.00pm
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Public Board Meetings

2017		
Thursday 30 November	10.00 – 1.00pm	Hereford
2018		
Tuesday 30 January	10.00 – 1.00pm	Business Continuity Room, Rikenel
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Thursday 27 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 November	10.00 – 1.00pm	Hereford

**THE FOLLOWING SECTION OF THE MEETING WAS TAKEN IN CLOSED SESSION
DUE TO THE COMMERCIAL TIMING OF THE ITEMS. INFORMATION DISCUSSED
HAS SINCE BEEN RELEASED IN THE PUBLIC DOMAIN**

**COUNCIL OF GOVERNORS MEETING
TUESDAY 19 SEPTEMBER 2017**

14. PROGRESSING OUR ORGANISATIONAL STRATEGY

- 14.1 The purpose of this paper was to update the Council of Governors on progress in implementing our organisational strategy and to seek the Council of Governors support in implementing an "FT Community based Mental and Physical Health Care Services Chain " during 2017/18, with the intention of consulting on developing an integrated physical and mental health offer for Gloucestershire during 2018/19. This report was accompanied by a comprehensive presentation given by Shaun Clee.
- 14.2 In May 2017 the Council of Governors engaged with the Board in a "Strategic Stocktake" during which it was agreed to test the feasibility of preferred options for delivering our strategic intention (to be a provider of high quality mental health and community physical health care) and in particular to pursue discussions with partners and progress evaluation of, and deliverability of, a preferred option.
- 14.3 Over the last 4 months the Board has held Board level discussions with provision and commissioning partners and has jointly concluded with Gloucestershire Care Services NHS Trust that there is significant alignment of both organisations' strategic priorities, to the extent that a "blended offer" through a single organisation, would best support both of our individual and collective organisational ambitions and accelerate local Strategic Transformation Partnership plans.
- 14.4 Shaun Clee provided assurance to the Council of Governors that:
- 1) Appropriate engagement with, and advice from, professional advisors and regulators has been sought, received and considered in order to assist the Board in its evaluation of strategic options.
 - 2) Appropriate risks have been identified and risk mitigation put in place, including an exit strategy in the event that the Strategic Outline Case (SoC) insufficiently supported acquisition.
 - 3) A set of documentation comprising of a Heads of Terms, a Memorandum of Understanding and a "Strategic Intent" have been co-developed with Gloucestershire Care Services NHS Trust, with NHSI and with our lawyers and that these documents have been endorsed and signed by both Boards
 - 4) A communication plan has been produced in conjunction with NHSI to ensure positive stakeholder relationships are maintained.
 - 5) Stage one (establishing an FT Community based Mental and Physical Health Care Services Chain) is not a Material or Significant Transaction and that should the SoC be approved by NHSI, that formal approval by the Governors would be required to support the Acquisition at Full Business Case stage.

- 14.5 Shaun Clee offered the Council further assurance that arrangements were in place to ensure continuity of performance alongside establishing the FT Chain and progressing the Strategic Outline Case and Full business Case. The Trust would not be “taking its eye off the ball” and the Council of Governors would continue to receive full updates.
- 14.6 Rob Blagden advised that the Governors had discussed this report and its implications in depth at the Governor pre-meeting. He said that there was an overall positive feeling about the proposals; however, some areas were raised that Governors wanted to know more about, including the impact on staff and assurances that MH services would continue to be front and centre. Shaun Clee advised that all Board and executive appointments, other than the Chair and Chief Executive, would continue as normal, until the full business case had been approved by NHS Improvement. Discussions had taken place with Staffside colleagues and a clear message would go out to staff as part of the detailed “Frequently Asked Questions” being developed as part of the communications plan.
- 14.7 Mervyn Dawe said that he was supportive of the proposals, but asked that reference to Learning Disability services was made more prominent as these were important services that 2gether provided. This was agreed as a helpful suggestion.
- 14.8 In terms of what impact this acquisition would have on the Council of Governors, Shaun Clee advised that the Council would still exist in its current form, but work would take place to expand membership to cover Physical Health services as well. Shaun Clee also offered assurance that the Governors would have no accountability in relation to the governance of Gloucestershire Care Services whilst it was part of the Chain, only 2gether.
- 14.9 With regard to Herefordshire services, the Council was advised that focus was not being lost and it was hoped that the changes taking place in Gloucestershire would be looked at with interest in Herefordshire. Non-Executive Directors present at the meeting offered their assurance that the challenge around Herefordshire services had already been made and they had been assured by the response received.
- 14.10 The Council of Governors unanimously supported and endorsed the Board to proceed with pace and purpose the opportunity to bring 2g NHS Foundation Trust (2g) and Gloucestershire Care Services NHS Trust (GCS) together, initially within an FT Community Chain.

15. APPOINTMENT OF A JOINT CHAIR

- 15.1 The purpose of this paper was to present a proposal to the Council of Governors for the appointment of a Joint Chair to deliver the implementation of our organisational strategy particularly in terms of implementing a "Foundation Trust Community based Mental and Physical Health Care Services Chain" during 2017. This appointment was also against the context of the previously notified planned retirement of the existing Chair, Ruth FitzJohn, at the end of this calendar year.

- 15.2 The appointment of the Chair is the responsibility of the Council of Governors in line with the roles and responsibilities of Governors as set out in the Health and Social Care Act 2012. To this end, in light of the agreements reached between both Trusts and NHS Improvement in terms of future strategy and the chain, the Council of Governors considered and supported the following appointment process:-
- a. The Council of Governors accepted one ring-fenced candidate – the Chair of the chain partner trust, Gloucestershire Care Services - into the process, interviewing on 3 October 2017
 - b. It was agreed that the interview panel be made up of Rob Blagden, Vic Godding, and Mervyn Dawe, who are the current members of the Nominations and Remuneration Committee and have been appropriately trained in recruitment processes. The Non-Executive team would also provide a member for the interview panel to support the Governors. Both the Chief Executive and a representative of NHS Improvement would be available to advise the panel.
 - c. The Nominations and Remuneration Committee will bring back an appointment recommendation in relation to the appointment to a full Council of Governors meeting for final decision, at a proposed exceptional meeting to be planned for October 2017 (Thursday 5 October).
- 15.3 The Council of Governors noted that the Nominations and Remuneration Committee would be meeting prior to the interviews to formally agree the Chair Job description and person specification, taking into account any changes required to this in light of the joint appointment.

16. CHANGES TO THE TRUST CONSTITUTION

- 16.1 The Board and the Council of Governors approved changes to the Trust constitution in July 2017. Those changes enacted guidance from NHS England designed to strengthen the Trust's procedures for managing conflicts of interests.
- 16.2 This report set out two further proposed changes to the Trust constitution which were intended to refine and strengthen further the previously agreed change while facilitating the delivery of the Trust's corporate strategy and closer working with partner organisations.
- 16.3 Accordingly, the proposed change amends clause 32.1.14 which previously excluded from being a director of the Trust anyone who is a director of an NHS trust or another foundation trust. The proposed amendment adds a rider to this clause, namely that 'This exclusion shall not apply in the context of the establishment of formal relationships with other healthcare organisations, as agreed by the Board.'
- 16.4 To complement this change, a further amendment was proposed to clause 35.9 which currently states "The duty to avoid a conflict of interest is not infringed if the matter has been authorised in accordance with the constitution". Currently however, the constitution does not specify how such conflicts would be resolved.

Accordingly an amendment was proposed so that this clause would read “authorised in advance by the Trust Board”. This clarifies the original clause and enables the Trust to place a Director with another organisation in order to further the Trust’s strategy.

- 16.5 The Council of Governors agreed the proposed changes to the constitution. It was noted that these changes had also been agreed by the Board at its meeting on 31 August and would therefore take immediate effect.

17. ANY OTHER BUSINESS

- 17.1 There was no other business.

**Council of Governors
 Action Points**

Item	Action	Lead	Progress
13 July 2017			
12.1	Kate Nelmes was asked to consider whether some form of briefing note could be developed to assist Governors in carrying out the key role of meeting with and engaging with constituents.	Kate Nelmes	Complete A briefing note is attached as Paper A3 for Governor information.

2GETHER NHS FOUNDATION TRUST

EXTRAORDINARY COUNCIL OF GOVERNORS MEETING

THURSDAY 5 OCTOBER 2017

BOARD ROOM, RIKENEL, GLOUCESTER

PRESENT: Ruth FitzJohn (*Chair*) Rob Blagden Kate Atkinson
Vic Godding Jo Smith Mervyn Dawe
Jennifer Thomson Said Hansdot Ann Elias
Svetlin Vrabtchev Xin Zhao Mike Scott

VIA PHONE: Euan McPherson Katie Clark Cherry Newton

IN ATTENDANCE: Shaun Clee, Chief Executive
Anna Hilditch, Assistant Trust Secretary
Nikki Richardson, Non-Executive Director
Neil Savage, Director of OD

1. WELCOMES AND APOLOGIES

- 1.1 Apologies for the meeting had been received from Hazel Braund, Lawrence Fielder, Jenny Bartlett, Hilary Bowen and Vanessa Ball.

2. DECLARATION OF INTERESTS

- 2.1 There were no changes to Governor's declarations of interest and no conflicts arising from the business to be conducted.

3. APPOINTMENT OF A JOINT CHAIR

- 3.1 At its meeting on 19 September 2017, the Council of Governors supported and endorsed the Board to proceed with pace and purpose the opportunity to bring 2gether NHS Foundation Trust and Gloucestershire Care Services NHS Trust together, initially within an FT Chain. As part of this opportunity, the Governors endorsed the proposal to establish a joint Chair across both Trusts, with the appointment of the new Chair of 2gether NHS Foundation Trust initially being ring-fenced to the current Chair of GCS and subject to an appropriate selection process. The appointment of the Chair is the responsibility of the Council of Governors in line with the roles and responsibilities of Governors as set out in the Health and Social Care Act 2012.
- 3.2 The Nominations and Remuneration Committee met on 27 September to review the job description and person specification for the Joint Chair to ensure that this reflected the necessary role, responsibilities, skills, experience and values.
- 3.3 A selection process was conducted which mirrored the process conducted for previous Chair and Non-Executive Director appointments. Discussion groups (Governors, Experts By Experience, local stakeholders and Board members) met with this one candidate on the morning of Tuesday 3rd October, and a formal interview took place that day. Governors formed the majority on the interview panel, alongside the Deputy Trust Chair and an Expert by Experience.

The Chief Executive of 2gether and a representative from NHS Improvement participated in the interview in an advisory capacity.

- 3.4 Following the formal interview, which lasted 90 minutes, the panel deliberated and the recommendation regarding the appointment was presented to a meeting of the Nominations and Remuneration Committee.
- 3.5 The Nominations and Remuneration Committee received the following assurances:
- The panel unanimously supported the appointment of the candidate, Ingrid Barker
 - Involvement in both the discussion groups and the interview panel had been extensive
 - The candidate had the required skills and competencies to carry out the role
 - Any areas for development were noted and would be addressed as part of the agreed appraisal process of setting objectives and development plans e.g. experience of working in a Foundation Trust
 - The interview panel gave particular attention to the importance of Herefordshire and was suitably assured by the responses received
 - The candidate has a suitable background in mental health, community services and the wider NHS
 - References received for the candidate were excellent
- 3.6 Having taken into account the feedback from the discussion groups and undertaken a rigorous interview, the recommendation to the Council of Governors was the appointment of Ingrid Barker as Joint Trust Chair for a three year term commencing on 1 January 2018.
- 3.7 Rob Blagden, who had chaired the interview panel, informed the Council that the feedback received from the discussion groups had been very helpful and this had been used to re-form some of the questioning in the formal interview. The questions were robust and covered areas such as culture, joint working and partnerships.
- 3.8 One of the areas identified for development related to Ingrid's lack of experience working in a Foundation Trust. Shaun Clee advised that the Foundation Trust environment was very different in relation to regulators and accountability. However, the interview panel were in agreement that Ingrid had the necessary skills and capabilities to take this new challenge in her stride.
- 3.9 Nikki Richardson had sat on the interview panel and she informed the Council that she felt very comfortable with Ingrid's values, her approach and her excitement at working with the Governors. Nikki noted that Ingrid would be a good fit on the Board; however, it needed to be recognised that she was a different person and time would be needed to build up the necessary relationships.
- 3.10 Cherry Newton asked about Ingrid's commitment to Herefordshire services. Rob Blagden said that the interview panel had been well assured by her responses to this line of questioning. Mervyn Dawe added that Ingrid had raised Herefordshire in advance of any questions by the panel which demonstrated her pro-active approach.

- 3.11 Shaun Clee advised that Ingrid was fully up to speed with the STP work being carried out in the county and she was passionate about partnership working. Ingrid also showed real commitment to making the merger of mental and physical health work.
- 3.12 Euan McPherson expressed his thanks to those Governors who had contributed to what looked to have been a very robust recruitment process. He said that the Trust was fortunate to have a person of such quality and experience as Ingrid who was ready to step into the post.
- 3.13 Ruth FitzJohn informed the Council that she had purposefully not involved herself in the recruitment process so as not to create any potential conflicts of interest or bias to the process. She said that she had known Ingrid personally for over 10 years, first as a Non-Executive at NHS Gloucestershire and then as Chair of GSC. Ruth said that Ingrid was a very hard worker and in her personal opinion, if appointed, would be an excellent Joint Chair.
- 3.14 Mike Scott asked about the time commitment for the Joint Chair, querying whether the 3 days a week would be sustainable whilst covering both 2gether and GCS. Ruth FitzJohn said that it would take time to get this right, and added that a Chair shouldn't be in the office 5 days a week as it would mean that they were doing the wrong thing. However, this pressure had already been recognised and there would be a greater reliance on other NEDs, in particular the Senior Independent Director and Deputy Chair. Ruth added that the Nominations and Remuneration Committee had recently approved the recruitment process for a 7th NED on this basis. Nikki Richardson assured the Council that all NEDs were aware of this and had been consulted in advance of making this proposal to the N&R Committee.
- 3.15 Rob Blagden asked the Council of Governors to note that the appointment would be made for an initial term of three years. When the Council had endorsed the proposal for a Joint Chair at the September meeting, it had been proposed that the appointment be for an initial term of 2 years. He advised that discussions had taken place since then and it was suggested that reverting to the standard 3 year term would offer more stability and continuity. This had been agreed by the N&R Committee. The Council of Governors approved this.
- 3.16 Having taken into account all of the feedback from the interview panel and the Nominations and Remuneration Committee, and the added assurances received at the meeting, the Council of Governors unanimously approved the appointment of Ingrid Barker as Joint Trust Chair for a three year term commencing on 1 January 2018.
- 3.17 In terms of process, Shaun Clee advised that the communication of this appointment would be embargoed until Monday 9th October, at which time briefings for staff and the press would be issued. Governors were therefore asked to ensure that the outcome of this meeting remained confidential until such time as they were advised that it could be made publically available.

4. ANY OTHER BUSINESS

- 4.1 Ruth FitzJohn informed the Council that the recruitment process for a Joint Chief Executive would be commencing in October. As with the Chair post, there would be ring-fenced candidates, with the existing Chief Executives of 2gether and GCS being part of the process. This process would also involve Governors; however, it would be a Board appointment. Governors would be required to approve the appointment. Timescales for this recruitment had been moved forward and it was now envisaged that the interviews would take place before the end of October, which would therefore mean that a further extraordinary Council meeting would be required. The date and arrangements for this would be confirmed ASAP.

5. DATE OF NEXT MEETINGS

Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	Governor Pre-meeting	Council Meeting
2017		
Thursday 9 November	1.30 – 2.30pm	3.00 – 5.00pm
2018		
Tuesday 16 January	9.00 – 10.00am	10.30 – 12.30pm
Thursday 8 March	1.30 – 2.30pm	3.00 – 5.00pm
Tuesday 8 May	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 12 July	9.00 – 10.00am	10.30 – 12.30pm
Tuesday 11 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 8 November	1.30 – 2.30pm	3.00 – 5.00pm

Public Board Meetings

2017		
Thursday 30 November	10.00 – 1.00pm	Hereford
2018		
Tuesday 30 January	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 March	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 31 May	10.00 – 1.00pm	Hereford
Thursday 26 July	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 27 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 November	10.00 – 1.00pm	Hereford

Engaging with constituents: Guidance for 2gether NHS Foundation Trust Governors

“Governors have an important part to play by listening to the views of the trust’s members, the public and other stakeholders, and representing their interests in the trust. This means, for example, gathering information about people’s experiences to help inform the way the trust designs, reviews or improves services effectively.

“Governors also have a role in communicating information from the trust to members and to the public, such as information about the trust’s plans and performance. Successful engagement calls for an ongoing working relationship between a foundation trust and its members and the public, with patients and service users at the heart of this. Governors are supported in their work by other groups of people at the trust, including in particular the trust secretary and membership manager* if there is one.”

(Representing the interests of members and the public, GovernWell/Monitor, January 2015).

Our Engagement and Communications strategy was co-produced with Governors and launched in 2016. It includes the vision that we will **influence** people to become **champions of our services**. Governor involvement is really important and very welcome to achieve this. There are lots of ways that Governors can help to inform, involve and ultimately influence people. There are many benefits to positive engagement with Trust members. Governors who understand the views of members and the public are better able to perform their statutory duties (for example, when holding the non-executive directors to account for the performance of the board). Effective engagement also helps to empower members to have a say in the way the Trust is run.

Our tried and tested methods of communicating with and engaging with members include:

- Up2Date, our quarterly members’ newsletter
- E-flyers
- Events – either bespoke membership events, general Trust events or participating in events organised by partner organisations

However, we are always looking at new ways of engaging, so if you have any ideas of your own, please speak to the Trust Secretary (John) or Assistant Trust Secretary (Anna).

****We don’t have a membership manager. All liaison with members is coordinated by the Trust Secretary, Assistant Trust Secretary and Communications Team.***

Here are some tips to help with your engagement responsibilities:

- Attend events being run by partner organisations. Our Social Inclusion and Communications Teams attend many events all year round, and you would be welcome to join them on a stand when you can.
- Work with the Communications Team to plan a specific membership event in your constituency area. These don't necessarily need to be large scale events. You could organise a stand in a supermarket, library or community centre – perhaps linking in with a national awareness raising event, such as World Mental Health Day.
- Carry a Trust information pack with you when you're out and about in your constituency. Ensure you've got a supply of membership leaflets/forms and leaflets about our services. If you sign up new members, ensure you return the forms to the Communications Team as soon as possible, because the information on them is personal data.
- Organise a focus group. If you are aware of issues concerning a certain community or constituency, set up a group to explore the issue in partnership with Trust colleagues.
- Host a drop in session. This could be in a Trust building, or somewhere public like a library, community centre or council office. Work with communications to publicise it in advance.
- Make a particular effort to engage with seldom heard communities. This may mean getting to know community leaders or special interest organisations and finding a way of getting more involved.
- Work with the Trust Secretariat and Communications Team to produce a regular 'e bulletin' for your constituents. This can be distributed through our membership database, targeted at the constituents in your area.

Comments, Concerns, Complaints and Compliments

You may speak to service users or carers who want to share their views on or ask questions about the service they have received. If you do, please pass these on to the Service Experience Team via 01452 894073 or 2gnft.pals@nhs.net. You can also signpost to the Trust website – www.2gether.nhs.uk.

Monitoring our effectiveness and impact

Our Head of Communications produces a regular report on membership for Council of Governors.

Governor engagement is reflected in that report, so that the Council is aware of all activity and its impact.



Contacts:

John McIlveen
Trust Secretary
01452 894166

Anna Hilditch
Assistant Trust Secretary
01452 894165

Kate Nelmes
Head of Communications
01452 894022

2gether NHS Foundation Trust
EVALUATION OF COUNCIL OF GOVERNORS MEETINGS

Name...6 Governors.....

Date of Meeting19 September 2017...

Please tick as appropriate:		Yes	No	Partial	N/A
Seeing from a service user's perspective					
1.	Did we consider relevant topics from a service user perspective? <i>If no, describe what we missed:</i>	6			
Excelling and improving					
2.	Did we hear both expert and non-expert perspectives in our meeting? <i>If no, please describe what we could have done to ensure other perspectives were heard:</i>	6			
Responsive					
3.	Did we deliver on any targets or actions that were due?	5		1	
Valuing and Respectful					
4.	Did the language we use demonstrate respect for others?	6			
Inclusive, open and honest					
5.	Were the conversations at the pre-meeting open, inclusive and non-judgmental about the topics on the Council's agenda? <i>If no, what needs to be different:</i>	4			2
6.	Did you feel able to contribute to debate and decision making at the Council of Governors meeting? <i>If not please explain what prevented you from doing so:</i>	6			
Can do					
7.	Did we identify opportunities and innovations? <i>If we should have done but didn't, say what stopped us:</i>	6			
Efficient, effective, economic and equitable					
8.	Did the agenda and papers arrive in plenty of time? (at least 4 working days before the meeting) <ul style="list-style-type: none"> • Delay in sending out papers was properly explained and understood 	4	1	1	

	Please tick as appropriate:	Yes	No	Partial	N/A
9.	Were the agenda and papers i) Concise? ii) Informative? iii) Easy to follow? iv) At an appropriate level of detail? v) Clearly state the recommendations?	6			
10.	Were reports / papers presented concisely and succinctly?	6			
11.	Please list any reports which did not meet the above aims:				6
12.	Please list any reports you found particularly helpful and say why: <ul style="list-style-type: none"> • Very good Chief Executive's Report – learning about positive service user developments – Glos Hub updates and MHARS • All information was concise and understandable 				2
13.	Were the items submitted to Council appropriate for the discussion / decision making?	6			
14.	Was the right amount of time spent debating the right issues? <i>If no, and too much time was spent debating a particular issue, which one?</i>	6			
15.	Were you clear about the facts, evidence, or points of view that were used to enable the Council of Governors to make decisions? <i>If no, how could we make this clearer:</i>	6			
16.	Did the Council receive clear, well-thought through advice from Trust staff or Board members? <i>If not please indicate any areas where you would have liked more support/ advice/clarification:</i>	6			

Please amplify your answers or provide any other comments/concerns/future agenda items or training/development needs or ideas to improve the Council (please continue on back if necessary).

Best Aspect of Meeting:	Worst Aspect of Meeting:
<ul style="list-style-type: none"> • Good Presentation • Well presented information and enthusiasm of brilliant plans moving forward 	<ul style="list-style-type: none"> • Felt slightly rushed • None – although a 5 minute break would be helpful

Agenda Item 7

Enclosure

Paper C

Report to: Council of Governors – 9 November 2017
Author: Colin Merker, Deputy Chief Executive
Presented by: Colin Merker, Deputy Chief Executive

SUBJECT: CHIEF EXECUTIVE’S REPORT

Can this report be discussed at a public Council meeting?	Yes
If not, explain why	

This Report is provided for:			
Decision	Endorsement	Assurance	Information

1. Joint Working with Gloucestershire Care Services

Work is continuing between ourselves and Gloucestershire Care Services NHS Trust on the proposal to bring the two organisations together. The processes associated with us coming together under the leadership of a single Joint Chair and a single Joint Chief Executive from January 2018 as well underway.

As you will be aware, our new Joint Chair Designate is Ingrid Barker. Ingrid will take over the reins in January 2018, when Ruth FitzJohn DL, our current Chair, retires at the end of December 2017.

The appointment process for the Joint Chief Executive will progress during November, with the interviews scheduled for Friday 17th November 2017.

In the meantime, both Trusts continue with business as usual and are also preparing for possible comprehensive CQC inspections in the early months of 2018. For both Trusts, our priority remains maintaining a focus on our operational delivery of high quality services and meeting the various commissioner and regulator obligations and requirements.

A further verbal update on progress will be provided at the Council meeting.

2. Finance Update

At the end of September (month 6) we had a surplus of £346k. The month 6 forecast outturn is an £884k surplus in line with the Trust’s control total.

Agency spend at the end of September was £2.267m. On a straight line basis the forecast for the year would be £4.535m. This would be a reduction of £0.957m on last year’s expenditure level, but above the agency control total by £1.131m. We estimated however, that with a number of initiatives currently being

implemented we will be able to reduce agency usage further in year and our year end forecast is for a spend of £3.98m.

3. 2g Achieves 'Disability Confident Leader' Status

2gether has been recognised for its commitment to ensuring people with a disability have the chance to fulfil their employment potential. The Trust has now achieved 'Disability Confident Leader' status by showing how we are making the most of the talents people with disabilities can bring to the workplace.

Nick Grubb, Assistant HR Director at 2g said: "We are proud to be one of only a few NHS trusts which have been awarded the status of Disability Confident Leader. We are extremely pleased that our recruitment and retention processes have been given this recognition but we are not complacent and know that there is always more we can do".

To achieve Disability Confident Leader status, the Trust had to complete a 'Disability Confident' self-assessment which was subject to an external challenge and validation process. This involved a validator looking at each of the criteria and being assured that we do what we say we are doing.

Having demonstrated that we have achieved Leader Status means we can now act as a champion for the Disability Confident scheme within our local and business communities. In doing so, we can encourage other employers to make the journey to become Disability Confident.

The Disability Confident scheme was launched in November 2016 replacing the Two Ticks scheme and is run by the Department for Work and Pensions. It provides employers with the skills, examples and confidence they need to recruit, retain and develop disabled employees and those with long term health conditions.

4. Mulberry Ward celebrates gold in Cheltenham in Bloom competition

Charlton Lane Hospital's Mulberry Ward is celebrating after its garden scooped gold in this year's Cheltenham in Bloom competition.

The garden was judged the winner in the 'Community Project' category, while Mulberry Ward received an additional 'Outstanding Achievement' award, in recognition of "the staff's incredible efforts in creating a wonderful space for its patients".

Mulberry Ward entered the competition earlier in the year after recognising the positive impact of gardening on the recovery of its patients. Gardening enhances people's mood, helps them with physical activity and gives focus and distraction whilst for patients experiencing distress with their mental health.

The garden in Mulberry Ward started as a blank canvas and through hard work, dedication and commitment, has become a haven of colour, activity and relaxation. Gardening groups, comprising staff, patients and their relatives, are held regularly to maintain and add to the garden, which includes a sensory herb garden, butterfly corner, a 'Step Back in Time' corner, Magic Fairy Door and Flowerpot Men.

Upon presenting the gold award, the Cheltenham in Bloom judges said: “The dedication of the staff towards ensuring the patients were involved in the garden supporting their recovery was amazing, and they all worked really hard to achieve this.”

5. Hard Work of Volunteers and Experts by Experience Celebrated at Tea Party

The volunteers and experts by experience who give up their own free time to help the service users and carers of 2gether, have been recognised and thanked for everything that they do. A fifth annual tea party was held in their honour at Bowden Hall Hotel, in Gloucester. The event included the presentation of certificates to many volunteers, as well as the Trust’s experts by experience – people who use their own personal experience of mental illness or learning disability to act as advisors.

Trust Chair Ruth FitzJohn said: “This is, without doubt, my favourite event of the year. Our volunteers and experts by experience make an enormous contribution not only to our Trust, our service users and our carers, but also the entire communities of Gloucestershire of Herefordshire. They give their time, their care and their energy to help us make life better and we are very grateful for everything they do.”

More than 30 volunteers are registered with 2gether, and they work to enhance and improve the services the Trust provides.

Their work includes:

- Visiting inpatient units with Pat (Pets as Therapy) dogs
- Mental Health Events Champions
- Driving service users to and from appointments
- Helping at meal times
- Activity Support Volunteer

There are more than 80 experts by experience registered with the Trust. They also help in a variety of ways, including sitting on interview panels when staff are being recruited, advising on trust policies, helping to provide staff training, and participating in focus groups to provide feedback on important issues the Trust is working on, including its long term strategies.

To express an interest in volunteering with the Trust or to find out more about becoming an expert by experience, please contact the Social Inclusion Team on 01452 894200.

6. Service User Community Mental Health Survey Outcomes 2017

We have received notification that the outcomes from the 2017 Community Mental Health service User survey will be published on Wednesday 15th November 2017.

The outcomes are embargoed until then but we are anticipating that our performance will have improved between years and that our performance through comparison with other Trusts will also have improved. We expect our performance to maintain us as one of the best performing Trusts from a service

user perspective and we expect that there will be a number of media articles about the survey outcomes on the day.

I would like to suggest that we bring the outcomes back to a future Council meeting and provide a full presentation to support wider discussion.

I would also like to ask Governors if you would like us to agree arrangements for a small working group to support us in developing the presentation. This would enable a number of colleagues to be briefed in detail so that they could act as expert points of reference to support Council in the presentation and wider discussion. We have done this previously and it appeared to be well received and proved beneficial.

7. Time for Change Champions Fund

We have recently submitted a bid in conjunction with Public Health and Health and Wellbeing Board Colleagues in Gloucestershire, to the Time for Change Champions Fund.

The proposal would enable us to build on and strengthen our tackling stigma work in Gloucestershire, through the development of a number of community wide initiatives delivered by our social Inclusion Team in partnership with others.

The real benefit of course will be the profile and direct work with Time to Change to influence systems development.

The focus for this work would be:

- Working with PPGs / Primary Care to consider how practices are tackling stigma and creating the environment for people to talk more openly about their mental health (eg 15 Steps challenge into GP surgeries)
- Working with other health and care system partners to offer workshops to their workforce to build an understanding of stigma and how we can tackle stigma with their help
- Working with communities generally, (as we do now), to offer further opportunities to work together in building a wider understanding of stigma and how we can tackle stigma with their help
- Enabling more people with lived Experience to support our work

If we get through shortlisting we will be interviewed in March 2018. There will be 4 successful bids in each of the 4 regions so we expect strong competition.

Agenda item 9

Paper D

Report to: 2gether Council of Governors, 9 November 2017
Author: Anna Hilditch, Assistant Trust Secretary

SUBJECT: **Non-Executive Director and Deputy Chair Reappointment**

This Report is provided for:

Decision	Endorsement	Assurance	To Note
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EXECUTIVE SUMMARY

- Nikki Richardson's first term of office comes to an end on 31 January 2018
- Nikki is a valued and experienced Non-Executive Director who has the confidence of fellow Directors on the Board and who brings a clinical focus to the Board and its Committees
- Nikki was appointed as Deputy Trust Chair and Senior Independent Director on 1 December 2016.
- Nikki chairs the Governance Committee and is Vice Chair of the MH Legislation Scrutiny Committee
- Nikki has a good attendance record and received a very positive appraisal last year. Nikki continues to meet the Fit and Proper Person criteria to serve as a Director of the Trust
- As part of her role as a NED, Nikki takes part in Serious Incident Reviews, Complaints Audits, and Board visits to Trust teams and services
- As set out in the Council of Governors' Standing Orders (section 6.6), Nikki is eligible to be re-appointed for a further term of office
- Nikki has confirmed that she does wish to be considered for reappointment as a Non-Executive Director of the Trust

RECOMMENDATIONS

The Council is asked to:

- Reappoint Nikki Richardson as a Non-Executive Director for a further period of 3 years, from 1 February 2018.
- Reappoint Nikki as Deputy Trust Chair, to continue until the end of her second term as a Non-Executive Director.

Corporate Considerations	
<i>Quality implications:</i>	Non-Executive Directors provide independent challenge and scrutiny of the Board and hold the Executive to account for the delivery of strategy
<i>Resource implications:</i>	Nikki receives remuneration of £17,159. This includes a £2k allowance for chairing one of the Trust's Committees, a £2k allowance for her Deputy Chair role and £500 for the SID role.
<i>Equalities implications:</i>	Nikki's original appointment was through an open and transparent process approved by the Nomination and Remuneration Committee
<i>Risk implications:</i>	Reappointment will ensure continuity and expertise on the Board

WHICH TRUST STRATEGIC OBJECTIVE(S) DOES THIS PAPER PROGRESS OR CHALLENGE?	
Continuously Improving Quality	P
Increasing Engagement	P
Ensuring Sustainability	P

WHICH TRUST VALUE(S) DOES THIS PAPER PROGRESS OR CHALLENGE?			
Seeing from a service user perspective			P
Excelling and improving	P	Inclusive open and honest	P
Responsive	P	Can do	P
Valuing and respectful	P	Efficient	P

Reviewed by:			
Neil Savage, Director of OD	Date	November 2017	

Where in the Trust has this been discussed before?		
N/a	Date	

What consultation has there been?		
N/a	Date	

Explanation of acronyms used:	N/a
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1. CONTEXT

- 1.1 One of the statutory roles of the Council of Governors is to oversee the recruitment and selection processes for the Trust Chair and Non-Executive Directors, including their reappointment in appropriate cases.
- 1.2 As part of its consideration of Nikki's reappointment, the Council of Governors may wish to consider her experience, past performance and attendance to assist in making their decision.

2. EXPERIENCE AND RESPONSIBILITY

- 2.1 Nikki Richardson was appointed as a Non-Executive Director from 1 February 2015. She had recently retired from an Executive role within the NHS, working for a Mental Health and Community NHS Foundation Trust. Initially qualified as a Speech and Language Therapist, her career has involved working across a wide range of clinical services including older people's mental health, learning disabilities, community nursing, paediatric services and across therapy services. During this time she also held a national role within Speech and Language Therapy as the Vice Chair of the managers association and as a consultant with the National Development Team, developing person centred services for people with Learning Disability. Her last role included Board level responsibility for Human Resources, Organisational Development, Training and Workforce Planning, Patient and Public Engagement, Information Technology and Communications.
- 2.2 Nikki has retained her original professional links and has been a Trustee for the Royal College of Speech and Language Therapists for the past four years, a role that will continue for a further two years. She now has her own consultancy company and has been providing project management support following the acquisition of NHS services.
- 2.3 Nikki is the Chair of the Trust's Governance Committee and Vice Chair of the Mental Health Legislation Scrutiny Committee. Nikki took on the roles of Deputy Trust Chair and Senior Independent Director from 1 December 2016 and is the NED with lead responsibility for "Learning from Deaths". Nikki lives in Cheltenham.

3. PERFORMANCE

- 3.1 In May 2017, the Nominations and Remuneration Committee received the feedback on the Non-Executive Director's appraisals, which had been carried out in line with the process previously agreed by the Committee. Nikki Richardson received a positive appraisal, with the Trust Chair highlighting Nikki's clinical and operational leadership skills which continued to bring experience and a fresh perspective to the Board. Nikki Richardson is highly respected and hardworking and is a very valuable member of the Non-Executive Director team.

4. ATTENDANCE

- 4.1 Between 1 November 2016 – 31 October 2017, Nikki's attendance was as follows:

Board Meetings	11/12
Council of Governors	6/7
Audit	4/5
Governance	7/7
MH Legislation Scrutiny	5/5

5. DEPUTY TRUST CHAIR

- 5.1 It is for the Council of Governors to appoint the Deputy Trust Chair. Following discussions, the Trust Chair recommends the appointment of Nikki Richardson to the role of Deputy Trust Chair. Nikki was appointed as Deputy Trust Chair in December 2016, until the end of her first term of office as a NED.
- 5.2 The Council of Governors is asked to re-appoint Nikki Richardson as Deputy Trust Chair with effect from 1 February 2018, until the end of her second term of office as a NED.

6. CONCLUSION

- 6.1 Nikki has over the past three years added value to the Trust through her membership of the Board, as Deputy Chair and SID and as Chair of the Governance Committee. Her clinical and health service expertise has been invaluable in helping the Trust to shape its strategy, and in providing appropriate challenge to the Board during turbulent times for the local and national health economy.
- 6.2 The health environment is likely to remain challenging for the foreseeable future, and Nikki's experience will be invaluable in helping the Trust achieve its strategic objectives in these circumstances.

7. RECOMMENDATION

- 7.1 The Council of Governors is asked to reappoint Nikki Richardson as a Non-Executive Director for a period of 3 years, commencing on 1 February 2018.
- 7.2 The Council of Governors is also asked to reappoint Nikki as Deputy Trust Chair, to continue until the end of her second term as a Non-Executive Director.

Agenda item 11

Enclosure No

Paper E

Report to: Council of Governors, 9 November 2017
Author: Kate Nelmes, Head of Communications
Presented by: Jane Melton, Director of Engagement and Integration

SUBJECT: Membership Report including Data Update

This Report is provided for:

Decision	Endorsement	Assurance	Information
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EXECUTIVE SUMMARY

This report provides a brief membership report to inform the Council of Governors about:

- * Information for members
- * Governor Engagement Events
- * Information about membership (year to date)

RECOMMENDATIONS

That the Council of Governors notes the content of this report.

Corporate Considerations

<i>Quality Implications:</i>	An active and representative group of members will assist the organisation to understand the experience of its service and contribute to the goal of inclusion and engagement.
<i>Resource implications:</i>	Membership activity requires continued resource to realise the benefits of a strong membership engagement and contribution.
<i>Equalities implications:</i>	Understanding the diversity of membership will assist to enable recruitment and retention of members to best effect.
<i>Risk implications:</i>	There are risks of marginalising certain groups within the local community if attention is not paid to membership demographics.

WHICH TRUST STRATEGIC OBJECTIVE(S) DOES THIS PAPER PROGRESS OR CHALLENGE?

Continuously Improving Quality	C
Increasing Engagement	C
Ensuring Sustainability	C

WHICH TRUST VALUES DOES THIS PAPER PROGRESS OR CHALLENGE?			
Seeing from a service user perspective			P
Excelling and improving	P	Inclusive open and honest	P
Responsive	P	Can do	P
Valuing and respectful	P	Efficient	P

Reviewed by:		
Jane Melton	Date	26 October 2017

Where in the Trust has this been discussed before?		
	Date	

What consultation has there been?		
	Date	

Explanation of acronyms used:	N/A
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1. Membership Activity and Development Plan

- 1.1 Our newly formed Membership Advisory Group has met twice – once during July and once during September. We extended an invitation to all Trust members to join the group, and currently the group is comprised of three Governors, two members of Trust staff and two public members.

The first meeting enabled us to set out our plans and suggestions for taking the group forward, while the second enabled us to focus on business such as reviewing the membership form and extending our membership, particularly among under-represented groups. The Membership Advisory Group will meet again within the next month or two, and we will hope to attract representation from Herefordshire, as this has not yet been achieved.

- 1.2 A number of opportunities have been taken to promote Trust membership at public events. The Communications team, Governors and Social Inclusion Team have attended the Gloucestershire Police Open Day, Polish Healthfest, NHS Herefordshire CCG's AGM, Homme House Horse Trials and a number of Freshers' Fairs among other events. We continue to promote membership via social media and recruit members through the Trust website.

2. Information for Members




- 2.1 Our most recent membership newsletter was published in August. The next edition is due out in December.
- 2.2 E flyers were issued to members on September 20 when we announced proposals to develop a business case for formally joining ²gether with Gloucestershire Care Services, and on October 9 when we announced the appointment of our Joint Chair, Ingrid Barker.

3. Governor Engagement Events

3.1 Plans to hold a Governor engagement event in the Forest of Dean on 10 October – World Mental Health Day – were put on hold temporarily. We are hoping to hold an event in the Forest of Dean, and one in Herefordshire, in the near future and discussions between the Comms Team and Governors continue.

4. Information about Membership

Information about the membership of Together NHS Foundation Trust is provided in Tables 1, 2 and 3 below. The key to the colour coding in the tables is as follows:

-  More than 5% increase in members recruited
-  Public membership numbers remain approximately the same (within 5%)
-  More than 5% reduction in membership numbers

4.1 The headline message is that, as of 30 September 2017, we have 196 more public members than we had at the end of 2016/17.

Table 1: Public, Staff and total Membership Data as at 30 Sept 2017




Membership Type	End of 2016/17	30 Sept 2017	Direction compared to final 2016/17 figures	Change in membership numbers
Public Membership	5355	5551		+ 196 (3.7%)
Staff Membership	2088	2138		+ 50 (2.4%)
Total Membership	7443	7689		+ 246 (3.3%)

Table 2: Characteristics of Public Members by disability and gender at end Sept 2017




Membership characteristic	End of 2016/17	30 Sept 2017	Direction compared to final 2016/17 figures	Change in membership numbers
Disability (public membership only)	706	723		+ 17 (2.4%)
Men (public membership only)	1867	1881		+ 14 (0.7%)
Women (public membership only)	3488	3670		+ 182 (5.2%)

Table 3: Public Membership within each constituency

Constituency	End of 2016/17	30 Sept 2017	Direction compared to final 2016/17 figures	Change in membership numbers
Cheltenham	884	892	↑	+8 (0.9%)
Cotswolds	376	377	↑	+1 (0.3%)
Forest of Dean	557	577	↑	+20 (3.6%)
Gloucester	1406	1464	↑	+58 (4.1%)
Stroud	816	859	↑	+43 (5.3%)
Tewkesbury	596	613	↑	+17 (2.8%)
Herefordshire	355	383	↑	+28 (7.9%)
Greater England	365	386	↑	+21 (5.8%)
TOTAL public membership to date this year			↑	+ 196 (3.7%)