

COUNCIL OF GOVERNORS

Tuesday 19th September 2017

4.00 – 5.00pm
Governor Pre-Meeting

5.00 – 5.30pm
Networking Session

5.30 – 7.30pm
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

**Tuesday 19th September 2017
at 5.30 – 7.30pm
In the Business Continuity Room, Rikenel, Gloucester**

AGENDA

Item	Time	Title and Purpose	Reference
1	5.30	Welcome and Apologies	Verbal
2		Declaration of Interests	Verbal
3		Minutes of the Previous Meeting held on 13 July 2017	Paper A
4		Matters Arising and Action Points	
5	5.35	Review of Meeting Evaluation Sheet	Paper A2
Service Focussed Presentations and Information Sharing			
6	5.40	Chief Executive's Report	Paper B
Formal Business and Exception Reporting			
7	5.50	Appointment of a Lead Governor	Paper C
8	5.55	Attendance Record of Trust Governor	Paper D
Membership and Governor Involvement			
9	6.00	Nominations and Remuneration Committee Membership	Paper E
10	6.05	Governor Observation at Board Committees	Paper F
11	6.10	Key Issues for Discussion from Governor Pre-meeting	Verbal
12	6.20	Governor Activity	Verbal
Any other Business			
13	6.25	Any other business	Verbal
14		Date of Next Meetings Please see overleaf	Verbal
CONFIDENTIAL SESSION			
15	6.30	Progressing our Organisational Strategy	Paper G (c)
16	7.30	CLOSE	

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 28 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
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
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Thursday 27 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 November	10.00 – 1.00pm	Hereford

Governor Visits to Trust Sites

Venue	Location	Date	Time
2017			
Wotton Lawn	Gloucester	Tuesday 3 October	10.00 – 12.00pm
Alexandra Wellbeing House	Gloucester	Thursday 12 October	9.30 – 11.00am
Stonebow	Hereford	Tuesday 21 November	10.00 – 12.00pm

Nomination & Remuneration Committee (Committee members only)

2017		
Wednesday 25 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.

In²gether, 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

THURSDAY 13 JULY 2017

BUSINESS CONTINUITY ROOM, RIKENEL, GLOUCESTER

PRESENT: Ruth FitzJohn (*Chair*) Paul Toleman Vic Godding
Jo Smith Katie Clark Cherry Newton
Mervyn Dawe Jennifer Thomson Hilary Bowen
Svetlin Vrabtchev Pat Ayres

IN ATTENDANCE: Shaun Clee, Chief Executive
Marcia Gallagher, Non-Executive Director
Anna Hilditch, Assistant Trust Secretary
John McIlveen, Trust Secretary
Kate Nelmes, Head of Communications
Nikki Richardson, Non-Executive Director
Jonathan Vickers, Non-Executive Director

1. WELCOMES AND APOLOGIES

1.1 Apologies for the meeting had been received from Rob Blagden, Paul Grimer, Jenny Bartlett, Hazel Braund, Said Hansdot and Amjad Uppal. Elaine Davies and Ann Elias did not attend the meeting.

2. DECLARATION OF INTERESTS

2.1 There were no changes to the declaration of interests.

2.2 Shaun Clee advised of a potential conflict of interest in relation to the item on the agenda for the meeting around Benchmarking. He informed the Council that he was currently an Ambassador for the National Benchmarking Network. This was noted.

3. COUNCIL OF GOVERNOR MINUTES

3.1 The minutes of the Council meeting held on 9 May 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 The Trust had recently launched a new website, and work had been ongoing to transfer the Governor portal to the new site. During this time the portal had been unavailable to Governors. However, work was now complete and a "relaunch" was planned for 1 August 2017. The Assistant Trust Secretary would be preparing guidance for all Governors advising how to access the site and this would be sent out and support offered for people wishing to access the portal. It

was agreed that this would remain on the actions list until the September meeting to ensure that this was completed.

- 4.3 An action from the last meeting was to arrange a visit for Governors to the new Alexandra Wellbeing House. The Assistant Trust Secretary advised that the official opening of the unit had taken place the previous week and once the unit had been fully operational for a period of time a visit would be arranged. The date for this visit would be sought and shared with Governors ASAP. It was agreed that this would remain on the actions list until the September meeting to ensure that this was completed.
- 4.4 The Governors noted the comments and feedback received via the Meeting Evaluation Forms from the last meeting. Ruth FitzJohn said that this had been a complex and challenging meeting; however, she was pleased to see the positive feedback from Governors and the sense that people were all trying to work together. Mervyn Dawe highlighted the positive comments made about the chairing of the meeting, reiterating that Ruth FitzJohn had chaired the meeting admirably.

5. TENURE OF A GOVERNOR

- 5.1 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.
- 5.2 Elaine Davies was elected as a Staff Governor in July 2013 and re-elected in July 2016 for a second term. Elaine has not attended the last 4 consecutive meetings of the Council of Governors. Since her initial election in 2013 Elaine has attended 5 out of 26 Council meetings. The Council received a similar report in November 2014 regarding Elaine's attendance, and determined at that time that she should remain a member of the Council of Governors.
- 5.3 The Council of Governors was asked to note this report and consider whether Elaine Davies's tenure as a Staff Governor be terminated in accordance with the constitution.
- 5.4 The Council noted that Elaine was the representative for Clinical, Social Care and Support Staff and this covered all staff working for the Trust in both Gloucestershire and Herefordshire.
- 5.5 Pat Ayres said that Governors were made aware of meeting dates a year in advance and if people did not think that they could commit to the time required then they needed to consider their position before becoming a Governor.
- 5.6 The Council noted that this post represented a large staff group which included Allied Health Professionals, Support workers and healthcare assistants. It was

therefore important that the necessary commitment could be given to carrying out the role.

- 5.7 The Council acknowledged the current work pressures within Elaine's service; however, it was agreed that Elaine Davies's tenure as a Staff Governor be terminated. The Council all agreed that a warm letter of thanks be sent to Elaine from Ruth FitzJohn setting out the Council's decision.

ACTION: Ruth FitzJohn to send a warm letter of thanks to Elaine Davies setting out the Council's decision in relation to the termination of tenure.

6. CHANGES TO THE TRUST CONSTITUTION

- 6.1 The Trust Secretary presented this report to the Council, setting out proposed changes to the Trust constitution. These changes deal largely with matters concerning conflicts of interest, and reflect policy guidance from NHS England, published in spring this year, requiring NHS trusts and foundation trusts to adopt strengthened policies to deal with actual and potential conflicts.
- 6.2 A number of changes have been proposed which affect both governors and directors. A number of existing provisions which hitherto applied only to governors have been expanded to include directors. In respect of governors, the proposal incorporates provisions which would prevent a governor taking up or continuing in office if she/he were concurrently a governor of another trust, given that this would clearly constitute a conflict of interest. This provision is already included in the constitutions of many other trusts, including University Hospitals Birmingham FT, Essex Partnership University FT, East London FT, and Cambridge and Peterborough FT, and the proposed change brings 2gether into line with what is now standard practice across many parts of the NHS.
- 6.3 Previous versions of the constitution incorporated Standing Orders for both the Council of Governors and the Board, meaning that Standing Orders formed part of the constitution. Each set of Standing Orders included provisions about conflicts of interest. In order to provide clarity, those conflicts of interest provisions in Standing Orders have been relocated into the main body of the constitution. As a result, Standing Orders now deal solely with procedural matters for meetings of the Council and the Board, and the proposal in this report would decouple Standing Orders from the constitution, and enable the Council and the Board to amend and approve their own Standing Orders.
- 6.4 Additionally, the proposed changes remove the position of a Learning Disability Partnership governor; the Trust has been unable to secure a nomination from the Learning Disability Partnership for this position, which has been vacant for over two years. This would reduce the size of the Council to 26 governors.
- 6.5 A small number of other changes had been made to update the constitution (for example, updating organisational names) and the changes were summarised, and new inclusions (i.e. those which were not previously part of the constitution of Standing Orders) were highlighted for Governors to review.

- 6.6 The Council of Governors were asked to note that whilst these changes would not affect any governor in office at the time of the July Council meeting, it could affect governors joining the council after this meeting.
- 6.7 At 29.4, a request was made that it be made clear that this referred to NEDs of “2gether”. The Trust Secretary informed the Council that this provision also meant that a NED of 2gether who had served 2 consecutive terms could not stand as the Trust Chair or as a Governor within 3 years due to matters of independence.
- 6.8 At 16.4, Hilary Bowen suggested the addition of a co-opted advisor for Learning Disability services, given the proposed removal of the LD Partnership Board post. This was agreed.
- 6.9 The Council agreed that the report was very clear about the changes being proposed to the Constitution and Standing Orders. The Council therefore gave their full support and agreement to the changes, subject to the incorporation of those suggested amendments, and subject to approval by the Trust Board at its meeting on 27 July.

7. NHS BENCHMARKING

- 7.1 Chris Woon, Head of Information Management Services was in attendance at the meeting to provide an annual update to the Council on NHS Benchmarking.
- 7.2 The Benchmarking Network is the in-house benchmarking service of the NHS. The Network works with over 340 members to understand the wide variation in demand, capacity and outcomes evident within the NHS and define what ‘good’ looks like. This supports providers in delivering optimal services within resource constraints, whilst also allowing commissioners to achieve the best balance from available commissioning resources. Examples of the data received from the Network include benchmarks around Bed Occupancy, Serious Incident rates, Lengths of Stay and Patient Experience scores.
- 7.3 The Council was informed that the NHS Benchmarking exercise is an annual activity and the full report was received at the Delivery Committee for scrutiny. The Committee reviews the results and identifies key areas of focus where further detailed reports would be prepared. The Council of Governors was offered good assurance that 2gether had the mechanisms in place to measure performance, with monthly scrutiny of its national and local target indicators via the Performance Dashboard. The dashboard was a public document and was also uploaded onto the Governor Portal.
- 7.4 The document received provided a summary for Gloucestershire; however, Chris Woon advised that the same report was produced for Herefordshire services as well and this could be made available for Governors to see.
- 7.5 The Council noted the benchmarking report. It was agreed that a more in depth look at the performance of the Trust, in particular via the Performance Dashboard would be helpful and the Governors therefore requested that the Chair of the Delivery Committee be invited to the next meeting in September for the Holding to Account session.

ACTION: The Chair of the Delivery Committee to be invited to the next Council meeting in September for the Holding to Account session, focussing on the Performance Dashboard

8. CHIEF EXECUTIVE'S REPORT

- 8.1 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.
- 8.2 This briefing provided the Council of Governors with an update in relation to a number of issues since the Council meeting in May 2017, including:
- Friends and Family Test
 - Appointment of a New Medical Director
 - Accountable Care Systems
 - Fire Assurance Processes
 - Formal opening of Alexandra Wellbeing House
- 8.3 The Chief Executive informed the Council that discussions were continuing locally around Accountable Care Systems and Accountable Care Organisations. NHS England Guidance was available which explained all about the proposed changes.
- 8.4 The Council congratulated Dr Amjad Uppal, current staff Governor who had been successfully appointed as the Trust's new Medical Director. Amjad's term as a Governor would come to an end in October, before taking up this new appointment.
- 8.5 The Governors agreed that it was excellent to see the fire safety response that had been provided by the Trust in light of the London tower block tragedy. In summary, assurance was received that:
- We have no estate which is high rise (classified as above 5 storey)
 - We have no bedded estate which has cladding of the type on Grenfell Tower
 - We have no bedded facilities which are unstaffed at night – with the exception of the Wellbeing House which is operated by Swindon Mind
 - We have established processes for regular fire surveys
 - We have established fire procedures informed by site specific risk assessments/surveys
 - We have acceptable levels of staff trained in fire procedures

The Chief Executive advised however, that in the course of the review, 2gether has one property, Oak House in Hereford, where some of our assurance can only be considered as partial at the current time and as a consequence urgent additional information is being sought to support further additional decision making. It was noted that the issues and key risks had been escalated with NHS Property Services, who owned the building, and Herefordshire commissioners. The suitability of the environment at Oak House generally was currently being reviewed. The Chief Executive assured the Council that the safety and quality of services provided to those people located at Oak House was paramount. It was agreed that Governors would be kept up to date with the outcome of the review of Oak House.

ACTION: Chief Executive to ensure that Governors were kept up to date with the outcome of the review of Oak House.

9. MEMBERSHIP REPORT

- 9.1 Kate Nelmes was in attendance to present this report which provided a brief membership update to inform the Council of Governors about information for members, Governor Engagement Events and information about membership (year to date).
- 9.2 The last Membership newsletter (published in May) contained a survey, asking members why they joined, what they feel they gain from membership and inviting suggestions for ways in which we could improve membership and make it more meaningful. Some useful comments and feedback was received and a full analysis of the survey is being undertaken and recommendations for action will be reported as soon as possible.
- 9.3 The survey also invited members to join the newly established 'Membership Advisory Group', and five members volunteered to join. The first meeting took place on June 4, however only one member was able to attend. The group will meet again in September.
- 9.4 Plans are underway to hold a Governor Engagement event in the Forest of Dean on 10 October – World Mental Health Day. This event will take place at the Royal Forest of Dean College and will focus on children and young people's mental health.
- 9.5 Hilary Bowen noted the Membership statistics, making particular reference to the analysis of Membership characteristics. She asked whether it would be appropriate to include provision on membership forms for people to declare if they were transgender, noting that the risk of developing a mental illness within that group was particularly high. Ruth FitzJohn suggested that this could be a helpful item for discussion at the next Membership Advisory Group. Kate Nelmes would provide Anna Hilditch with the date of the next meeting to enable Governors to be invited. In the meantime, Kate Nelmes also agreed to seek advice around best practice for recording such membership characteristics from Stonewall.

ACTION: Date of next Membership Advisory Group (MAG) meeting to be sent out to Governors inviting attendance

ACTION: Kate Nelmes to seek advice around best practice for recording certain membership characteristics from Stonewall, for further discussion at the next MAG meeting

- 9.6 The Governors agreed that it would be helpful to receive a membership "pack" to enable them to go to events and promote membership. This pack would contain items such as membership forms, wristbands and useful website links for Governors to hand out. Kate Nelmes advised that such packs had already been made available to all Governors but agreed to liaise with Anna Hilditch to ensure that Governors had sufficient supplies.

ACTION: Kate Nelmes to liaise with Anna Hilditch to ensure that Governors had sufficient membership pack supplies and information about who to contact if they required more

- 9.7 Kate Nelmes agreed to check the membership database to ensure that all Governors received the Membership Newsletter. Some staff Governors noted that they had not received a copy.

ACTION: Kate Nelmes to check the membership database to ensure that all Governors received the Membership Newsletter

10. HOLDING TO ACCOUNT

- 10.1 Ruth FitzJohn said that she wanted to add a Holding to Account discussion at this meeting for people to have the opportunity to think about how they wished to carry out the role of HTA and what information they may want to receive. Feedback from recently resigning Governors had been that the HTA function of the Council was still not working as effectively as it could be and Ruth was therefore keen to get this right.
- 10.2 The Council was updated on a recent review carried out at another NHS Foundation Trust around a failure in financial governance. Some examples of the recommendations for improvement from this review were discussed and the Council was pleased to note that 2gether already had mechanisms in place for the majority of the areas where improvement was suggested. However, the key issue to consider around HTA was how the Council of Governors could carry out their role effectively to prevent such failings happening in the first place.
- 10.3 A HTA session had taken place at the November Council meeting around Finance, with Marcia Gallagher as Chair of the Audit Committee in attendance along with the Director of Finance. This session had looked at Marcia's skill set, and had asked challenging questions around how Marcia could assure herself that the Trust was operating effectively and whether she had any concerns about the Trust's financial position. This session had been widely praised by those Governors in attendance as an excellent way of seeking assurance.
- 10.4 Svetlin Vrabtchev said that HTA was difficult; however, 2gether had definitely improved and it was now about building on existing processes. He added that the HTA process should be seen as a positive occurrence and an opportunity for Governors to speak to and constructively challenge the Non-Executive Directors. Mervyn Dawe said that it had been his experience that 2gether was very open and willing to share and discuss issues with Governors. Ruth FitzJohn added that HTA did not always need to come from a formal session, but from Governor observation at Board Committee meetings and informal contact with the NEDs at events and visits.
- 10.5 The Council agreed to continue holding a "Holding to Account" slot on each meeting agenda. As requested earlier in the meeting the Chair of the Delivery Committee would be invited to the next meeting in September for a

Holding to Account session looking at Trust performance via the Performance Dashboard report.

11. BOARD COMMITTEE OBSERVATION FEEDBACK

- 11.1 Those Governors who had attended the recent Board Committee meetings provided feedback to the Council. Jennifer Thomson had attended the MH Legislation Scrutiny Committee meeting on 12 July. She said that this had been very interesting and she had been impressed with the Chairing and NED presence at the Committee.

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

- 12.1 Cherry Newton noted that one of the Governors key duties was 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”*. Cherry said that she would welcome more guidance around how she could fulfil this role of meeting and engaging with members of the public. All Governors at the meeting agreed that some form of guidance would be helpful. Kate Nelmes was asked to consider this further and whether some form of briefing note could be developed to assist Governors in carrying out this key role.

ACTION: 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.

13. ANNUAL REPORT 2016/17

- 13.1 The Council of Governors formally received the Annual Report 2016/17. Hard copies of the report were made available at the meeting.

14. COUNCIL OF GOVERNOR ELECTION RESULTS

Ruth FitzJohn asked Vic Godding to leave the meeting at this point

- 14.1 The Trust has recently completed a round of elections to the Council of Governors. This report provided the Council with an update of the successful candidates, as well as providing information about those Governors who will be leaving the Trust and where vacant positions remain.
- 14.2 Discussions had taken place earlier in the meeting about changes to the Trust's Constitution, changes of which were approved by the Council. Approval of these changes now meant that one of the recently elected Governors was no longer eligible to become a Governor of 2gether. The Council of Governors noted this position and agreed that it was appropriate that this new Governor not be appointed due to a conflict of interest (already a sitting Governor on another local Foundation Trust Council). On this basis, the candidate who had come in second place at the recent election would take up the post. The Council of Governors was happy to endorse that Vic Godding be re-elected as a Public Governor for Cheltenham, to serve out his

second term, subject to the final sign off of the Constitutional changes by the Board on 27 July.

14.3 *Newly Elected Governors – Appointments to commence 1 August 2017*

- Kate Atkinson (Cotswolds) – elected unopposed
- Vanessa Ball (Cheltenham) – elected
- Xin Sheen Zhao (Gloucester) – elected
- Mike Scott (Greater England) – elected
- Euan McPherson (Herefordshire) – elected

14.3 *Re-elected Governors*

- Rob Blagden (Management and Administration/Lead Governor) – re-elected unopposed
- Vic Godding (Cheltenham) – re-elected

14.4 *Outgoing Governors*

End of Term – 30 June 2017

- Dawn Lewis (Herefordshire) – served 1 term, did not re-stand for election

End of Term – 31 July 2017

- Pat Ayres (Cotswolds) – served 2 full terms
- Paul Toleman (Gloucester) – served 1 term, did not re-stand for election

Vic Godding re-joined the meeting at this point

14.5 Ruth FitzJohn informed Vic Godding of the discussion that had just taken place. Vic advised that he would be honoured to continue as a Governor, subject to final confirmation by the Trust Chair.

14.6 Ruth FitzJohn expressed her sincerest thanks to Pat Ayres who had supported the Trust and represented the Cotswolds as a Public Governor for the past 6 years. Thanks were also given to Paul Toleman who had served one term as a Public Governor. Ruth said that bringing together such a diverse group of people into a functioning Council had been a challenging but rewarding experience and that the Council would benefit from both Pat and Paul's contributions going forward.

15. ANY OTHER BUSINESS

15.1 Mervyn Dawe recommended the Radio 4 programme "All in the Mind" to the Governors, which explored the themes of mental health and was very insightful.

16. DATE OF NEXT MEETINGS

Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
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Council of Governors Action Points

Item	Action	Lead	Progress
9 March 2017			
4.3	Regular monthly updates to the Governor Portal to be diarised by the Trust Secretariat and notification sent out to all Governors advising of those documents uploaded	Anna Hilditch	Complete. Re-launch of Governor Portal took place on 18 September 2017. Monthly updates to Governors programmed in to ATS calendar
9 May 2017			
5.4	Trust Secretariat to liaise with Director of Engagement and Integration to arrange a Governor visit to Alexandra Wellbeing House	Anna Hilditch	Complete. Visit to Alexandra Wellbeing House arranged for Thursday 12 October at 9.30 – 11am
13 July 2017			
5.7	Ruth FitzJohn to send a warm letter of thanks to Elaine Davies setting out the Council's decision in relation to the termination of tenure.	Ruth FitzJohn	Complete Letter sent on 20 July 2017
7.5	The Chair of the Delivery Committee to be invited to the next Council meeting in September for the Holding to Account session, focussing on the Performance Dashboard	Anna Hilditch	Complete Chair of Delivery unable to attend the September meeting however, she has confirmed attendance for the November 2017 meeting.
8.5	Chief Executive to ensure that Governors were kept up to date with the outcome of the review of Oak House.	Shaun Clee	To be included as part of the CEO Briefing for Governors at the September meeting
9.5	Date of next Membership Advisory Group (MAG) meeting to be sent out to Governors inviting attendance	Kate Nelmes / Anna Hilditch	Complete Next meeting to take place on 27 September. Date emailed to Governors on 24 August
9.5	Kate Nelmes to seek advice around best practice for recording certain membership characteristics from Stonewall, for further discussion at the next MAG meeting	Kate Nelmes	Complete Stonewall has published a number of papers on the importance of capturing LGBT monitoring information within the NHS. Capturing such information is seen as an important way of monitoring inclusivity, and improving engagement where required. This will be reported when the Membership Advisory Group meets on September 27, when the membership form is being reviewed.
9.6	Kate Nelmes to liaise with Anna Hilditch to ensure that Governors had sufficient membership pack supplies and information about who to contact if they required more	Kate Nelmes / Anna Hilditch	Complete All Governors have been issued with a membership pack/folder. If supplies are running low, please contact Anna Hilditch
9.7	Kate Nelmes to check the membership database and circulation to ensure that all Governors were on the mailing to receive the Membership Newsletter	Kate Nelmes	Complete Governors are on the mailing list so should receive newsletters in the future.

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	In progress A briefing note is being drafted and will be circulated as soon as possible.
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2gether NHS Foundation Trust
EVALUATION OF COUNCIL OF GOVERNORS MEETINGS

Name...7 Governors.....

Date of Meeting ...13 July 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> <ul style="list-style-type: none"> Suggest that we re-word this question to “were the topics which we considered relevant to a service user?” – or “did the topics seem relevant to a service user?” 	6		1	
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		1	
Responsive					
3.	Did we deliver on any targets or actions that were due?	6			
Valuing and Respectful					
4.	Did the language we use demonstrate respect for others?	6		1	
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> <ul style="list-style-type: none"> Sometimes inappropriate issues raised – things that are not the role of the Governor 	3	1	2	1
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> <ul style="list-style-type: none"> Yes, but not at the pre-meeting 	6		1	
Can do					
7.	Did we identify opportunities and innovations? <i>If we should have done but didn't, say what stopped us:</i>	6	1		
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"> There was a delay but this was communicated in advance 	3	4		
9.	Were the agenda and papers i) Concise? ii) Informative? iii) Easy to follow?	7			

	Please tick as appropriate:	Yes	No	Partial	N/A
	iv) At an appropriate level of detail? v) Clearly state the recommendations? <ul style="list-style-type: none"> Improved page numbering a great help 				
10.	Were reports / papers presented concisely and succinctly?	7			
11.	Please list any reports which did not meet the above aims: <ul style="list-style-type: none"> Problem with information overload/attention deficit especially with detailed verbal reports 				
12.	Please list any reports you found particularly helpful and say why: <ul style="list-style-type: none"> All of them Very clear constitutional paper 				
13.	Were the items submitted to Council appropriate for the discussion / decision making?	6		1	
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>	7			
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>	7			
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>	7			

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"> Friendly, cheerful and inclusive meeting Chairing Summing up Ruth's comments on the importance of informal, personal conversation. I doubted taking on the role of Governor because I prefer communication through a variety of conversations rather than contributing/representing others formally. 	<ul style="list-style-type: none"> Time

Agenda Item 6

Enclosure

Paper B

Report to: Council of Governors – 19 September 2017
Author: Shaun Clee, Chief Executive
Presented by: Shaun Clee, 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. South of England Mental Health Collaborative

We are delighted to share that the South of England Mental Health Collaborative has been shortlisted in three categories of the Training Journal Awards as finalists in the following categories:

- Best operational programme
- Best training partnership
- Best public sector programme

We have also learned that we have been shortlisted as finalists in the HSJ Awards, for the Patient Safety Category.

2gether NHS Foundation Trust CEO established the Mental Health Collaborative at the request of Sir Ian Carruthers and has Chaired the Collaborative since its inception in 2013. We have been instrumental in its wide contribution from colleagues and teams to the success of the Learning Sessions and innovations that are shared to improve quality and safety across the south of England.

To learn more about the Collaborative and what we do, visit the website at www.iqmentalhealth.co.uk

2. Mental Health Acute Response Service (MHARS)

The New Mental Health Acute Response Service is continuing to develop, with some important milestones being achieved. The Contact Centre has now transferred to Police Headquarters at Waterwells, alongside clinicians from the MHARS service.

In partnership with the Police, the Urgent Response Team clinicians have been redeployed into police cars alongside an officer to directly attend incidents likely to result in a S136 detention. This service is currently available three days a week between 2pm and midnight. Early indications suggest a significant reduction in the

number of detentions taking place. It is planned that the service will extend further in September 2017 by a further day. Both the police and the MHARS team feel this development is really beginning to have a positive impact on reducing the numbers of unnecessary S136 detentions.

3. Gloucester Hub Update

2gether bought Pullman Place, in Great Western Road, Gloucester, in the summer of 2016 in order to redevelop it as our new Gloucester Hub. The building will house teams currently based at Albion Chambers, Burleigh House, 44 London Road, 18 Denmark Road and Fieldview, in Coney Hill.

The hub will provide:

- high quality accommodation for service users, carers and staff;
- an accessible ground floor clinic space; and
- group work space.

Construction work is progressing well, and on time. A new entrance lobby is being built to enhance the approach to the building. An additional fire survey has been completed following the Grenfell Tower fire in London and some additional work has been identified as a result. This will be completed before the building is occupied.

At an event held in July, service users stressed the importance of the reception area to ensure that all visitors to the building feel welcomed and we are continuing to work on reception processes.

A survey of staff moving to Pullman Place has shown that generally the move is welcomed and colleagues recognise the benefits that it will bring.

The move into Pullman Place is due to take place during November 2017.

4. Fire Assurance Processes

Colleagues will recall from July's briefing that following the tragic fire in the tower block in London, a piece of work was commissioned from the Head of Estates in order to enable the Executive Committee to ensure that:

- a) we had an up to date view on which, if any of our buildings, had cladding which may need further specialist understanding/advice,
- b) if in the light of emerging information and lessons from the London incident, we could identify any potential risks we may need to address within our general estate.

In the course of our review, we had one property, Oak House, where some of our assurance could only be considered as partial and as a consequence urgent additional information was being sought to support further additional decision making.

In the intervening period of time, we have held several discussions and meetings with relevant partners. The following key points should be noted for assurance:

1. The mandatory requirement is to ensure life safety, which we achieve and both fire advisors believe that there is no immediate risk to life.
2. Many of the doors are worn or need adjustment and cannot reasonably be expected to withstand the effects of fire for the full thirty minutes duration; but can reasonably be expected to resist the effects of fire to ensure that the staircase remains available for a sufficient time to enable safe escape

3. The fire alarm system is fully capable of achieving this objective but being of an older design does not give the exact room where the fire can be found.
4. The programmed preventative maintenance is comprehensive and is carried out regularly and efficiently. Where defects with fire doors have been found they have not always been dealt with in a timely manner due to delays in the refurbishment programme; however, it should be noted that where there has been a catastrophic failure of a door this has been dealt with immediately.

A programme of works has been agreed with NHS property services to address work identified as necessary.

Whilst the above ensures appropriate fire safety protection, Oak House does not currently offer the standard of accommodation that we would wish to offer. Two potential alternative solutions are therefore being explored with commissioning colleagues. A further verbal update will be provided at the September Council meeting.

5. Accountable Care Systems

Work continues at both National and local level on developing understanding of Accountable Care Systems. Our partnership work over the last 12 months with Gloucester Care Services NHS Trust, Gloucester Royal NHSFT, Gloucestershire CCG, Gloucestershire County Council and Primary Care colleagues will position 2gether NHSFT to participate fully in these discussions.

6. How Did We Do?

The Service Experience Department are continuing to develop the Trusts service user feedback surveys for 2017/18. The next stage of development is for surveys to be sent to people by text message to their mobile phones. The text survey will be applicable to all trust services apart from IAPT and CYPS/CAMHS where separate review processes are in action.

The text survey forms part of the How did we do? paper survey launched earlier this year. Text message surveys will be going live within the next few weeks.

7. Herefordshire Volunteer Open Day

People are invited to attend a volunteer open day at the Stonebow Unit, in Hereford. This invitation is open to all members of the public who are interested in volunteering.

The event, on Wednesday 20 September from 1 to 4.30pm, will have some new, exciting volunteer roles to apply for. Herefordshire Voluntary Organisations Support Service (HVOSS) will have an information stand there for other volunteering opportunities outside the Trust.

8. Perinatal Mental Health Awards

The Maternal Mental Health Alliance (MMHA) and Mums and Babies in Mind (MABIM) have announced the winners of the first perinatal mental health awards and 2gether, along with our partners, have been highly commended.

The awards, which were announced on 13th September at the first Annual UK Maternal Mental Health Alliance Conference at Imperial College, London, recognise

best practice and achievement in the categories of perinatal mental health education and training, perinatal mental health awareness raising, peer support and transgenerational service.

The winners were presented with their awards by acclaimed author, journalist and psychotherapist Susie Orbach. 2gether was highly commended alongside other partners from the Gloucestershire Tackling Stigma group. It follows a countywide campaign involving postcards, posters, stands, blogs and media stories on the impact of perinatal mental ill health and the support available.

Agenda Item 7

Enclosure

Paper C

Report to: Council of Governors – 19 September 2017
Author: Anna Hilditch, Assistant Trust Secretary
Presented by: John McIlveen, Trust Secretary

SUBJECT: Election of a Lead Governor

This Report is provided for:

Decision	Endorsement	Assurance	Information
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EXECUTIVE SUMMARY

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.

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.

One nomination has been received from the existing Lead Governor Rob Blagden (Staff Governor, Management and Administration). The Council is therefore asked to approve the re-appointment of Rob Blagden for a period of up to 2 years with effect from 1 October 2017.

Rob's candidate statement is included overleaf for information.

RECOMMENDATIONS

Governors are asked to approve the re-appointment of Rob Blagden as Lead Governor for a period of up to two years, with effect from 1 October 2017.

Corporate Considerations

<i>Quality implications:</i>	None identified.
<i>Resource implications:</i>	None identified
<i>Equalities implications:</i>	None identified. Post open to all Governors.
<i>Risk implications:</i>	None identified.

Election for Lead Governor September 2017 Candidate Statements

Rob Blagden, Staff Governor, Management and Administration



I have undertaken the lead governor role for the past 18 months and have enjoyed the opportunity to work with the governors to develop the Council's role to encourage and challenge the Trust board. I believe I bring a positive attitude and a willingness to listen to everyone. I have good working knowledge of the NHS from my job role and last 3 years as a staff governor. I have attended various NHS governor courses and have been able to share my learning with the Council.

I believe in the NHS and want to see it continue to improve and deliver the very best care despite the challenging external environment. I am able to give the role the time it needs and have attended various additional activities such as public engagement events and I'm keen to continue to develop new opportunities to connect and engage with our members.

Agenda Item 8

Paper D

Briefing to: Council of Governors – 19 September 2017
Author: John McIlveen, Trust Secretary
Presented by: John McIlveen, Trust Secretary

SUBJECT: Council of Governors – Attendance record of a Governor

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. EXECUTIVE SUMMARY

1.1 Section 14.2 of the Trust's constitution contains a provision regarding attendance at meetings of the Council of Governors, as follows:

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.*

1.2 Ann Elias was elected as a Public Governor for Stroud in July 2016. Although Ann has been involved in other activities in her capacity as a Governor, such as Governor visits and attendance at engagement events, she has not attended the last 3 consecutive meetings of the Council of Governors, in March, May or July 2017.

1.3 The Assistant Trust Secretary has discussed the matter with Ann Elias prior to compiling this report and has received assurance that the absence was due to last minute, unforeseen personal circumstances. Ann is keen to continue in her role as a Governor, and has 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.

2. RECOMMENDATION

2.1 That the Council of Governors accepts the assurances provided regarding future attendance, and that Ann Elias's tenure as a Public Governor **not** be terminated.

Agenda Item 9

Enclosure

Paper E

Briefing to: Council of Governors – 19 September 2017
Author: John McIlveen, Trust Secretary
Presented by: John McIlveen, Trust Secretary

SUBJECT: Nominations and Remuneration Committee - Membership

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. EXECUTIVE SUMMARY

- 1.1 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.
- 1.2 The membership of the Committee comprises:
- three named Governors,
 - the Lead Governor, who will be an ex officio member of the Committee
 - the Trust Chair
 - the Trust Deputy Chair
- 1.3 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.
- 1.4 There are usually 3-4 Committee meetings each year, however, 6 meetings are scheduled in advance in case the need for a meeting arises.
- 1.5 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**)

2. RECOMMENDATION

- 2.1 The Council of Governors is asked to agree the proposed membership of the Nominations and Remuneration Committee, and agree that a refresh of Committee membership take place in a year's time, in line with the Committee's Terms of Reference.

Agenda Item 10

Enclosure

Paper F

Briefing to: Council of Governors – 19 September 2017
Author: John McIlveen, Trust Secretary
Presented by: John McIlveen, Trust Secretary

SUBJECT: Board Committee Observation

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. EXECUTIVE SUMMARY

- 1.1 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. In undertaking this duty, Governors must act in the best interests of the Trust, and adhere to the Trust’s values and the Governors’ code of conduct.
- 1.2 An email was sent out to all Governors on 25th August 2017 asking people to express an interest in participating in the observation programme for our Delivery and Audit Committees. Two Governors are nominated to attend each Board Committee.
- 1.3 Following receipt of these expressions of interest, it is suggested that the observation of the Board Committees be confirmed, as follows:

Committee		
Audit	Ann Elias	Mike Scott
Delivery	Xin Zhao	VACANT
Development	Said Hansdot	Jenny Bartlett
Governance	Vic Godding	Jo Smith
Mental Health Legislation Scrutiny	Cherry Newton	Jennifer Thomson

- 1.4 A vacant observation position remains on the Trust’s Delivery Committee and any interested Governors are invited to put themselves forward. The Delivery Committee’s purpose is to ensure a high quality patient service through the

efficient, effective and economic delivery of service and infrastructure operations, in line with Trust plans and strategic objectives.

Specific duties include:

- oversight of the delivery of clinical services throughout the Trust, ensuring consistency with local and national standards, contractual requirements and appropriate professional advice
- holding to account those responsible for the financial and performance objectives of the Trust
- monitoring the Trust's reference costs
- monitoring implementation of the Trust's estates and information management strategies

2. RECOMMENDATION

- 2.1 The Council of Governors is asked to note the proposed Governor involvement with our Board Committee observation process, and agree 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.
- 2.2 Governors are asked to consider putting themselves forward to participate as an observer at our Delivery Committee meetings.