##

**GLOUCESTERSHIRE HEALTH AND CARE NHS FOUNDATION TRUST**

**COUNCIL OF GOVERNORS MEETING**

**Thursday, 14 November 2019**

**ABBEYDALE COMMUNITY CENTRE, GLEVUM WAY, GLOUCESTER**

**PRESENT**: Ingrid Barker (Chair) Katie Clark Mervyn Dawe
Vic Godding Miles Goodwin Said Hansdot
June Hennell Jenny Hincks Bren McInerney (part)
Stephen McDonnell Nic Matthews Anneka Newman

Mike Scott Jo Smith Simon Smith (Interim Lead Governor)
David Summers Stephen Wright

**IN ATTENDANCE:**

 Maria Bond, Non-Executive Director

Simon Crews, Interim Trust Secretary

 Marcia Gallagher, Non-Executive Director
 Marianne Julebin, Trust Secretariat
 Kate Nelmes, Head of Communication
 Angela Potter, Director of Strategy

Paul Roberts, Chief Executive

Lavinia Rowsell, Future Head of Corporate Governance
Graham Russell, Non-Executive Director (Vice Chair)
Neil Savage, Director of HR and Organisational Development

John Trevains, Director of Nursing, Therapies and Quality (part)

Bernie Wood, Deputy Director of IT & Systems

**1.** **WELCOMES AND** **APOLOGIES**

1.1 Apologies were received from Jan Marriott,Amjad Uppal, John Campbell, Sandra Betney, Sumita Hutchison, Helen Goodey, Cherry Newton, Lawrence Fielder, Jane Melton, Colin Merker, Carole Allaway-Martin, Kate Atkinson.

1.2 The Chair opened the first meeting of the Council of Governors of the new Trust by greeting all and welcoming newcomers. Paul Roberts advised he would cover for Colin Merker. Bernie Wood was representing Sandra Betney.

**2.** **DECLARATION OF INTERESTS**

2.1 Nic Matthews reported he is the new staff-side Deputy. David Summers confirmed he sits on the Herefordshire Health & Wellbeing committee.

**3. COUNCIL OF GOVERNOR MINUTES**

3.1 The minutes of the Council meeting held on 18 June 2019 were agreed as a correct record.

**4. MATTERS ARISING AND ACTION POINTS**

4.1 The Council reviewed the actions arising from the previous meeting and no comments or updates were received. Simon Smith (SS) requested that Council’s agreement for the merger reached in the private meeting be publicly recorded. Ingrid Barker (IB) confirmed that the private minutes would be reviewed by Council in its private meeting later today following Council approval. Mervyn Dawe (MD) requested that individual governor comments be included for the record. The Chair recommended a further conversation in the private meeting to decide which comments should be included or redacted for public release. IB thanked Governors for their feedback from the June meeting. It was separately noted that papers had arrived in good time for this meeting.
 ***ACTION: Conversation on redaction for private-to-public minutes (IB)***

**5. FORMAL BUSINESS**

 **Constitution**

5.1 Simon Crews (SC) confirmed that NHS Improvement had formally approved the amended Constitution requiring only one change: the word AND in the Trust’s name in place of the ampersand symbol.

**Terms of Reference for the Nomination and Remuneration Committee**

6. SC asked Governors to approve the revised Terms of Reference for the Nomination and Remuneration Committee which had a minor change to reflect the title of the new organisation. APPROVED.

 **Standing Orders**

7. Governors were asked to note the cosmetic changes to the Standing Orders – and approve the changes which reflect the title of the new organisation. APPROVED.

**Appointment of Governor Observers**

8. IB invited Governor Observers to the Trust’s newly-configured Board Committees. There are vacancies on the Audit & Assurance Committee, the Quality Committee, with two vacancies on the Mental Health Legislation Scrutiny Committee and the Resources Committee. SS confirmed there had been a pre-meeting discussion about the role of Governors including their role as Observers. It was felt that there should be a formal Governor scrutiny framework. SS noted that the Observer role was a key action for Governors and recommended that a broader span of people are involved. It was agreed that current Observers will be in post for now and that SS and SC will issue new invitations and develop a formal Governor scrutiny framework. IB reiterated that public Board meetings are open to observation and Governors are hereby invited to attend. Please see dates on the back of the Agenda.
 ***ACTION: SS and SC will send Governors a document explaining the role of individual Board committees and asking for expressions of interest to act as Observers. This will form part of the Governor scrutiny framework which SS, IB and SC will develop.***

9. **ELECTION UPDATE**

 IB informed the meeting that the Trust changed its Constitution prior to the merger to enable additional Staff Governors to be created, with ring-fenced spaces for GCS staff. SC confirmed that voting for Staff Governors concludes on 25 November. For Admin & Management there were seven nominations, four from GCS, three from 2G. At least one position must be filled by a former-GCS member of staff. Governor elections for Health & Social Care, Dental, Nursing and Medical categories received no nominations. SC and IB proposed that external company Civica should run a further election to fill the remaining vacancies. June Hennell (JH) noted in hindsight that, as Governors, we could have had conversations with staff encouraging them to register while on site visits. MD queried the cost of the external contractor. SC responded that external contractors are commonly used for reasons of independent facilitation but did not have a cost to hand. IB and others commented that word of mouth was key for recruitment. A more focussed and detailed communications strategy for future elections should be considered. ***ACTION: SC to arrange a re-run of the election through Civica and collaborate on a refresh of the communication strategy for election of Governors.***

10. **CHAIR’S REPORT**
IB presented her September Board report covering the merger, regional and national partner working and an excellent meeting with the CQC Chief Inspector of Hospitals who was hugely impressed with the good practice at Wootton Lawn. IB also met with Chair of Worcestershire Health & Care for ongoing conversations which included the roles of Herefordshire Governors. IB has been party to the ICS process for appointing a new Chair for Gloucestershire (to be announced shortly). IB is stepping down from the Health & Wellbeing Board which Angela Potter will attend and report on in future. There is now good inter-connectedness between the Health & Wellbeing Board, the ICS and Local Enterprise Partnership for health and economic development work in the county. There was also an excellent tea party for volunteers and experts by experience.

10.1 **NED ROLES**
IB highlighted her paper showing NED portfolios and pointed out that some roles are statutory requirements. Governors’ questions were invited. Mike Scott (MS) asked where we were with GP NEDs. NS responded this had been challenging but we now have two very experienced GP candidates and were finalising interviews on 2nd December. Appointing the right candidate would be critical. IB advised that the Review and Refresh meeting was happening later today and in future everyone will be given the opportunity to participate.

11 **CHIEF EXECUTIVE’S REPORT**
We are in a General Election phase and public organisations are not to initiate or comment on politically-contentious issues. Paul Roberts (PR) reported that it is an incredibly busy time in our newly-merged organisation, that we have reached a milestone and are wholly focussed on the future. We have many leaders and managers identifying opportunities and working well across the merged Trust. PR pointed out that NHS Performance results had been announced today and that national targets have been missed, reflecting pressure in the system. PR praised the Governors for their site visits which staff value and very much appreciate.

11.1 PR welcomed Lavinia Rowsell, future Head of Governance and thanked her for her attendance today. PR also thanked SC for stepping in to help as Interim Trust Secretary. PR reported that Jane Melton is currently seconded to the ICS and Glos University leading on Therapies. Finally, in addition to business-as-usual, the Board’s focus is on the three Ts: Transaction, Transition and Transformation. Objectives have been set across five areas: consolidation; instigating a strategy process; the Herefordshire transition; leadership, values and models for quality improvement; and urgently establishing our position within the Gloucestershire Integrated Care System, Integrated Locality Partnerships and Primary Care networks. We cannot achieve our objectives without working in partnership with others.

11.2 **DIRECTOR OF STRATEGY**

PR invited Angela Potter (AP) to talk to the strategy process mapping our future direction. AP reported that there is co-production with staff, service users, stakeholders and the Council of Governors to identify priorities for each of the localities being represented. By March we will test our findings and distil our thinking. We will undertake a stakeholder audit with partners such as the CCG and Regulators to understand what the system thinks of us and testing out our plans with them. PR thanked AP and requested Governors to look out for the diary dates for this.

11.3 **‘Fit for the Future’**

PR commented that under ‘Fit for the Future’ we are mapping out plans for the Forest of Dean Hospital and the future arrangements for urgent care in community settings and these will be shared in due course, after the news moratorium is lifted. SS asked whether comment had been received about the chosen site for the hospital. PR, AP and Neil Savage (NS) confirmed that there had been positive comment and the idea had been well-received. IB said that the local council and MPs had been strongly supportive. IB advised that the hospital would be in the centre of Cinderford, Steam Mills Road on the site of a skateboarding park, which will be relocated. BI had heard a Radio Glos report highlighting transport issues with the site. MD asked if the hospital will be on a bus route and can we persuade transport providers to ensure that it is? AP said we cannot commission bus routes but we are in discussion with the CCG to see how these can be provided. In our other new hospital sites, bus routes had been created. PR commented that we are negotiating with Council regarding Lydney and a possible new primary care facility. PR assured Council that work on the long term plan published in January this year and many of these issues which cannot be reported on during the General Election news moratorium will be shared again in January 2020.

11.4 **Health and Wellbeing and forthcoming events**

PR reported that 1600 colleagues had completed the latest Health and Wellbeing survey with some really clear messages: 80% of respondents said they had issues with disrupted sleep patterns. As a Trust we will address the health and wellbeing of our colleagues and issues regarding how we manage and communicate change. Bren McInerney (BI) mentioned that the Glos Chief Constable had raised the Health & Wellbeing levels of his force and there may be some cross-learning available. PR agreed that his team have done a fantastic job and in fact one of his deputies is coming to our next senior leadership meeting. Finally, PR advised of forthcoming events: University of Birmingham, Better Care 2Gether on the 27th and on the 4th December there are two events on personalised care (one in the morning, one in the afternoon.)

***ACTION: Details of the events to be sent to Governors who wish to attend***

Questions were invited and JH asked for clarification on the Governors’ role in expressing personal opinions during the General Election period. PR confirmed that as long as you are not speaking on behalf of the NHS or the Trust, you may express your personal opinion.

**12.** **GLOUCESTERSHIRE HEALTH AND CARE PRESENTATIONS**

12.1 **Presentation: Homeless Mental Healthcare - the people and the service**

IB welcomed Andy Telford and said she had visited the mental health team and the homeless health care team based at the George Whitefield Centre who are commissioned separately. Andy presented a very interesting and saddening picture of rough sleeping in Gloucestershire. Andy said our particular local issues are: mean age of death on the streets of Gloucester is 45 for men and 43 for women, 24% rough sleepers in Glos are female and vulnerable to abuse. There are high levels of complex trauma and distress but only four with diagnosable mental health illness. There were 726 deaths across the UK in 2018 and this has risen 50% since records began in 2013. Our team find rough sleepers in the early hours and we have two 24-hour Rapid Assessment centres. Governors thanked Andy for his excellent presentation and his fantastic work and asked many questions. In response, Andy informed Governors that they use P3 and START to find flats and homes. Street homeless people are top of the list for emergency accommodation. Andy confirmed there is a Government plan to “eliminate” street homelessness by 2025 and new legislation is helpful in achieving this. The local team have made great progress in Glos and we’ve done it differently with quick throughput of people into normalised accommodation. Fortunately, for young Glos residents who leave the care system, we find they are not falling into street homelessness. The Governors expressed their gratitude and admiration to Andy.

**12.3 Presentation: Quality and Clinical Governance in the new Trust, John Trevains**

John Trevains (JT) stated that he was privileged to be leading and overseeing the quality governance system for the new Trust. Jo Smith (JS)has been very active and helpful in its development. JT provided an outline of the approach taken for the transition work and gave an update on mitigation of risk and the support provided to Herefordshire colleagues. We consulted with the NEDs, NHSI, External Auditors, internal and external stakeholders and other NHS organisations for best practice working and received great feedback for what we have in place. JT spoke to the slides highlighting the new model which blended the high standards and good performance of both Trusts. JT shared a document on the new Quality Governance System with new groups marked in orange (please see Appendix 1). In addition to the new quality assurance groups, other changes include: locality operational governance reporting, the new “improving care” group for a refreshed focus on quality improvement, further enabling of Better Care Together, a requirement for co-production in all groups and we now have a resident Chief Pharmacist and a “Speak Up” representative for colleagues. Every single new group will have Expert by Experience involvement to achieve a truly co-produced system. We will roll this out to all teams who will receive training in quality improvement. We are having a sense check in six months’ time to ensure all is working as planned, smoothly and efficiently.

In finishing, JT invited Governors to get in touch if they had any questions or wanted more information. Governors praised JT and his team for this solid performance and achievement. BM and JH asked why the patient experience group is not called patient and carers experience group? JT welcomed the challenge and said that while the group did include carers, it did not say so and the name will be changed. BM queried what policies are still not in place? JT responded that all our Day One essential policies were merged, in place and ready by Day One. All policies are on the Intranet and we now have a list of specific policies such as low secure forensic unit, still being completed and on an audit tracker until their deadline.

IB thanked Maria Bond, Jo Smith and Vic Godding for their work on the Quality Committee.

**13.** **HEREFORDSHIRE SERVICES**

13.1 PR represented Colin Merker for this report and gave particular thanks to Governors Miles Goodwin, David Martin and Cherry Newton who have been involved in the process. After a lot of discussion, the last board meeting of 2Gether decided to recommend to the CCG that they commission their mental health and LD services for Herefordshire from Worcestershire Health and Care NHS Trust. The Board were keen to get assurances for future resources and investment for Herefordshire and this has been received. We were also pleased to receive acknowledgement of the good work of the 2Gether Trust in the past. There is a meeting being set up with our Herefordshire Governors to talk about the continuing relationship. We have given assurances to our colleagues in Herefordshire that we will support them in a smooth transfer in April. IB invited questions from Herefordshire Governors. In response to a question, IB confirmed that any Herefordshire Governor could stand as a Greater England Governor after 1st April 2020.

**14. ANY OTHER BUSINESS**

 David Summers asked whether the Trust works with schools and academies to promote mental health and wellbeing programmes. IB responded that there is a body of work being undertaken called “Trailblazer” and more information could be provided outside the meeting.

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Appendix 1 – Quality Governance System handout

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Council of Governors

Main Meeting Action Points

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| **Item** | **Action** | **Lead** | **Progress** |
| **14 November 2019 Main meeting** |
| 4.1 | Conversation on redaction of comments for private-to-public minutes of September meeting | Ingrid Barker | Completed |
| 8.0 | All Governors to be sent a document explaining the role of individual Board committees and asking for expressions of interest to act as Observers.  | Simon Smith and Simon Crews | Completed |
| 8.0 | Formalise a Governor scrutiny framework to monitor competence and contribution. | Simon Smith, Ingrid Barker and Simon Crews |  |
| 9.0 | SC to re-run the election process through Civica and instigate a refresh of the communications strategy for elections. | Simon Crews |  |