

30<sup>th</sup> April 2015

Item No 3

**Minutes of the 36<sup>th</sup> Extraordinary Meeting of Sheffield Health and Social Care NHS Foundation Trust's Council of Governors held on Friday 13<sup>th</sup> March 2015 in the Mayfield Suite Trust Headquarters, Fulwood House, Old Fulwood Road, Sheffield S10 3TG**

**Present:**

Name	Governor Constituency	Name	Governor Constituency
Professor Alan Walker CBE	Chair	Afrah Alkheili	Public North East
Brandon Ashworth	Public South West	John Buston	Public North West
Dean Chambers	Service User	Debjani Chatterjee MBE	Service User
Tyrone Colley	Service User	Dorothy Cook	Public South East
Joan Davies	Staff	Cllr Roger Davison	Appointed
Rosemary de Ville	Public South West	Abbey George	Young Service User/Carer
Elaine Hall	Staff	Joan Healey	Appointed
Sue Highton	Appointed	Gill Holt	Carer
Dani Hydes	Staff	Celia Jackson-Chambers	Appointed
Jules Jones	Public South East	John Kay	Service User/Lead
Enos Mahachi	Staff	Dr Paul Miller	Staff
Pat Molloy	Service User	Cllr Josie Paszek	Appointed
Sue Roe	Carer	Russell Shepherd	Service User
Nev Wheeler OBE	Service User	Professor P Woodruff	Appointed

**Apologies:**

Name	Governor Constituency	Name	Governor Constituency
Teresa Barker	Appointed	Dan Creber	Staff
Ian Downing	Carer	Sylvia Hartley	Public North West
Diane Highfield	Staff	Cllr Adam Hurst	Appointed
Vin Lewin	Staff	Doug McCallum	Service User
Rosie McHugh	Board Secretary	Lorraine Ricketts	Public North East
Dr Abdul Rob	Appointed	Dr Leigh Sorsbie	Appointed
Janet Sullivan	Appointed	Kevan Taylor	Chief Executive

**In Attendance:**

Name	Role	Name	Role
Tony Clayton	Non-Executive Director	Paul Robinson	Executive Director
Susan Rogers	Non-Executive Director	Mick Rooney	Non-Executive Director
Ann Stanley	Non-Executive Director	Mervyn Thomas	Non-Executive Director

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COG 36/1	<p><b>Apologies and Welcome</b></p> <p>The Chair, Professor Alan Walker, welcomed everyone to the 36<sup>th</sup> Council of Governors meeting. The Chair was pleased to welcome two new governors, Celia Jackson-Chambers who has replaced David Bussue as an appointed governor from Sheffield African Caribbean Mental Health Association and Cllr Josie Paszek, an appointed governor from the Local Authority. In addition, Doug McCallum will be leaving the Council as his term of office ends on 25<sup>th</sup> March and this will be Peter Woodruff's last meeting as he has resigned the post in order to take on new opportunities abroad. He will be replaced by Professor Arshad Majid. Both Kate Steele and Andrew South have stepped down as</p>	

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	<p>governors. The Chair thanked everyone all for their input to Council, for both their challenge and support of the Trust.</p> <p>The Chair reminded governors that they must sign and return the new Governor Code of Conduct that was agreed at the previous meeting and informed Council that a new annual declaration of interest/eligibility form is being finalised and will be issued to governors in April.</p>	<p>All to note</p> <p>All to note</p>
COG36/2	<p><b>Declaration of Interest</b> There were no declarations.</p>	
COG36/3	<p><b>To receive and approve the minutes of the Council of Governors' meeting held on 11<sup>th</sup> February 2015</b> The minutes of the meeting were agreed as a correct record.</p>	Agreed
COG36/4	<p><b>Matters Arising from the Meeting Held on 11<sup>th</sup> February 2015</b> No matters were raised.</p>	
COG36/5	<p><b>To Approve the Trust's Auditors</b> Non-Executive Director Ann Stanley and Chair of the appointment panel took the Council through the paper detailing the process taken to identify the preferred Auditors for the Trust. She stated that the decision of the panel had been unanimous and the preferred organisation is the Trust's current auditors. However, they will be subject to a new three-year contract with effect from 1<sup>st</sup> April 2015 with an option for a further two years subject to suitable performance.</p> <p>Mrs Stanley described the day at which three providers – Deloitte, KPMG and PricewaterhouseCoopers gave a presentation to the panel which included two governors, Jules Jones and Ian Downing, Mick Rooney, Mervyn Thomas and Sue Rogers plus Paul Robinson, Phillip Easthope and Steve Jackson. The criteria and their weightings were explained. Mrs Stanley stated that fee competitiveness was excluded because it had already been scored via the initial literature submitted by each company. Each presentation lasted 20 minutes followed by 30 minutes of questioning. The graphs on the paper detailed how each company performed against the criteria.</p> <p>Abbey George arrived at this point.</p> <p>Jules Jones informed governors that it had been a positive experience. She stated that it had been important to the governors on the panel that the companies could demonstrate effective engagement with the Council of Governors and whilst all three were weak in this area with regards their tender documentation, KPMG demonstrated the most initiative with regard future engagement.</p> <p>Brandon Ashworth asked whether the contract value was less than the previous one. Paul Robinson confirmed this.</p> <p>Dorothy Cook asked whether the Audit and Assurance Committee will be following through with KPMG on their intentions to have effective engagement with the Council of Governors. Mrs Stanley confirmed this. Jules explained that the Auditors needed to be able to communicate often complex information simply and well to the broad range of people within the Council.</p>	

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	<p>Mrs Stanley added that all three companies came up with some interesting ideas about how to engage with governors which will be worth considering, but of all three companies, KPMG had a clear appetite for governor engagement.</p> <p>Peter Woodruff questioned whether the advantage conferred on the current auditors had been considered during the appointment process. Mrs Stanley stated that it had been an open and competitive tender process. Unlike the other two companies who took a very corporate approach, KPMG brought the people who would be working with the Trust to the presentation. They objectively demonstrated that they would have the best approach.</p> <p>However, the Trust has to be minding of the independence of the auditors and this was discussed openly. Paul Robinson explained that over the last few years the corporate governance of auditors has changed because of the 'cosiness' of the relationship which can occur when companies have long-standing relationships with organisations, so the concept of changing the personnel has come to the fore. KPMG adhered to this by stating that they would rotate personnel throughout the contract term to ensure independence. After ensuring that governors had no further questions, the Chair asked the Council to vote on the recommendation to appoint KPMG as the Trust's auditors.</p> <p>Voting was as follows:</p> <p>For:               24 Against:           0 Abstain:           1</p> <p>The vote was therefore carried and the Council agreed to appoint KPMG.</p> <p>The Chair thanked the governors and all the panel members for their hard work.</p>	<p>Agreed</p>
COG36/6	<p><b>Any Other Urgent Business</b></p> <p>John Kay asked if the Council objected to Jules Jones chairing the next Performance Overview Group on 29<sup>th</sup> April. No objections were raised.</p>	<p>All to note</p>
	<p><b>Close of Meeting</b></p> <p>The Chair drew the meeting to a close and asked governors to note the date of the next meeting on 30<sup>th</sup> April at 2.45pm in the Mayfield Suite.</p>	<p>All to note</p>