

Confidential Minutes of the 39th Meeting of Sheffield Health and Social Care NHS Foundation Trust's Council of Governors held on Thursday 22nd October 2015 in the Mayfield Suite Trust Headquarters, Fulwood House, Old Fulwood Road, Sheffield S10 3TG

Present:

Name	Governor Constituency	Name	Governor Constituency
Prof Alan Walker CBE	Chair	Brandon Ashworth	Public South West
Angela Barney	Carer	John Buston	Public North West
Tyrone Colley	Service User	Dorothy Cook	Public South East
Dan Creber	Staff	Rosemary De Ville	Public South West
Ian Downing	Carer	Sylvia Hartley	Public North West
Joan Healey	Appointed	Gill Holt	Carer
CLlr Adam Hurst	Appointed	Professor Paul Ince	Appointed
Jules Jones	Public South East/Lead	John Kay	Service User
Dr Paul Miller	Staff	Toby Morgan	Service User
CLlr Josie Paszek	Appointed	Dr Abdul Rob	Appointed
Sue Roe	Carer	Dr Leigh Sorsbie	Appointed

Apologies:

Name	Governor Constituency	Name	Governor Constituency
Teresa Barker	Appointed	Barbara Bell	Public
Sarah Burke	Service User	Dean Chambers	Service User
Debjani Chatterjee	Service User	Joan Davies	Staff
CLlr Roger Davison	Appointed	Abbey George	Young SU/C
Elaine Hall	Staff	Sue Highton	Appointed
Dani Hydes	Staff	Celia Jackson-Chambers	Appointed
Vin Lewin	Staff	Pat Molloy	Service User
Russell Shepherd	Service User	Janet Sullivan	Appointed
Nev Wheeler OBE	Service User	Rosie McHugh	Board Secretary

In Attendance:

Name	Role	Name	Role
Tony Clayton	Non-Executive Director	Faye Mellors	Governor & Membership Officer
Sue Rogers	Non-Executive Director	Ann Stanley	Non-Executive Director
Sam Stoddart	Deputy Board Secretary	Kevan Taylor	Chief Executive
Mervyn Thomas	Non-Executive Director		

Minute	Item	Action
COG39/1 and COG 39/2	These items are included in the open minutes.	All to note
	The Chair proposed the following motion: that in accordance with Annex 6, paragraph 7.2 of the Constitution, members of the public be excluded from the meeting for reasons of confidentiality and business sensitivity of the matters to be discussed. The motion was agreed.	Agreed
COG39/3	To receive and approve the confidential minutes of the meeting held on 16th July 2015.	

Minute	Item	Action
	The minutes were accepted as a correct record by all present.	Agreed
COG39/4	<p>Matters arising from the minutes of the meeting held on 16th July 2015.</p> <p>The Chair handed over to Kevan Taylor to update those present on the establishment of the new operating company. Kevan informed everyone that the new company was now established in line with the constitution and this company is now in a dormant state. The Board signed off the papers 2/3 weeks ago. Brandon Ashworth asked if we had sought legal advice on the selling of shares of the new company. Kevan said no, sorry not got that legal advice has there had been no discussion or even consideration of this being an option. The Trust is the sole shareholder. Brandon added that in the previous meeting Mervyn had suggested that legal advice be sought on the possibility of selling shares. Kevan agreed to check and come back on the matters if required. The Chair said that any such proposal would need to go to the Board. Tony Clayton suggested that, with the good oversight of the Company by the Trust, concerns were raised that the opening up to sell shares would dilute the Trust's influence and control and would not be the right track to go down.</p> <p>Lorraine Ricketts asked if it is not the case that if the company is non-profit making then there are no shares.</p> <p>Kevan Taylor responded that the company that we have registered is as per the constitution that was discussed with the Council of Governors and does not offer the opportunity to sell shares. The Trust is the sole shareholder and therefore remains in control. If the company sought to change that position and open up to sell shares in the future that would absolutely require the Board to agree, and the Board would also seek the approval of Council. The new company is solely owned by the Trust and therefore under the governance of the Board who would have to agree any strategic change with the Council.</p> <p>No further questions were raised.</p> <p>The Chair declared the rest of the meeting open. The remaining items are recorded in the open minutes.</p>	