

## Council of Governors

Minutes of the 57<sup>th</sup> Meeting of Sheffield Health and Social Care NHS Foundation Trust's Council of Governors held on Thursday 28 February 2019 from 2.45pm to 5.15pm in The Circle, Rockingham Lane

### Present:

Name	Governor Constituency	Name	Governor Constituency
CLlr Steve Ayris	Appointed (SCC)	Angela Barney	Public South West
James Barlow	Appointed (Sheffield Carers)	Jayne Brown OBE	Chair
John Buston	Public North West	Adam Butcher	Service User
Tyrone Colley	Service User	Fay Colphon	Appointed (SACMHA)
Billie Critchlow	Carer	Mark Gamsu	Appointed (CCG)
Nick Hall	Service User	Sylvia Hartley	Public NW
Sue Highton	Staff Side	David Houlston	Public SW
Jules Jones	Public SE/Lead	Toby Morgan	Service User
CLlr Josie Paszek	Appointed (SCC)	Terry Proudfoot	Service User
Dr Abdul Rob	Appointed (PMC)	Adam Rodgers	(Staff) Clinical Support
Sue Roe	Carer	Antony Sharp	Staff (Support Work)
Kate Steele	Service User	Prof Scott Weich	Appointed (UoS)

### In attendance:

Name	Designation	Name	Designation
Tania Baxter	Head of Clinical Governance	Clive Clarke	Deputy Chief Executive
Anthony Chapman	Mencap Support Worker	Dr Helen Crimlisk	Deputy Medical Director
Claire Donnison	PA	Jo Evans	Continuous Improvement Manager
Steven Hible	Member	Dr Mike Hunter	Executive Medical Director
Sandie Keene CBE	Non-Executive Director	Richard Mills	Non-Executive Director
Dr James Munro	Care Opinion	Margaret Saunders	Director of Corporate Governance (Board Secretary)
Ann Stanley	Non-Executive Director	Sam Stoddart	Deputy Board Secretary
Kevan Taylor	Chief Executive	Dean Wilson	Executive Director of HR
Agnes Wozna	Engagement and Experience Facilitator		

## Apologies:

Name	Designation	Name	Designation
Cllr Adam Hurst	Appointed (SCC)	Joan Toy	Service User
Julian Payne	Service User	Susan Wakefield	Appointed (SHU)
Prof. Laura Serrant	Non-Executive Director	Maggie Young	Staff (AHP)
Janet Sullivan	Appointed (Sheffield MENCAP)		

Minute	Item	Action
CoG 57/01	<p><b>Welcome and Apologies</b></p> <p>The Chair welcomed everyone, including James Barlow from the Carers Centre who joined CoG in place of Ann Le Sage, Steve Hible who is considering becoming a Governor and Dr James Munro from Care Opinion. Apologies were recorded. Sam Stoddart stated that from July 2019 onwards The Circle would be the venue for all CoG meetings.</p>	All to note
CoG 57/02	<p><b>Declarations of Interest</b></p> <p>Ann Stanley and Richard Mills declared an interest in item 6.</p> <p>Adam Butcher declared a possible interest in item 8. The Chair clarified that the nature of the declarations would not require Adam to leave the room.</p> <p>Professor Scott Weich queried whether the Chair also had a conflict in relation to item 6 in view of having recently been appraised by Richard Mills.</p> <p>The Chair disagreed and stated her role as Chair is to appraise the non-executive directors and to provide feedback. She informed CoG the system whereby the Chair appraises the Senior Independent Director (SID) and the SID appraises the Chair is consistent throughout every Foundation Trust and in line with the NHS Foundation Trust Code of Governance, adding the process had been in operation in the Trust since its authorisation in 2008.</p> <p>Kevan Taylor informed CoG this issue had been raised with him by another governor and he advised it was a managed conflict. Adam Butcher informed governors the issues of conflict have been discussed in detail by NRC.</p> <p>Scott stated he was content with these responses and the assurance that the minuted discussion will provide.</p> <p>Angela Barney acknowledged Kevan's advice but stated she believed there to be a conflict which is being managed internally. She queried whether, to avoid an appearance of conflict, reciprocities between organisations could be arranged in relation to the appraisal process.</p>	

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	<p>Kevan reiterated that conflicts of interest can be managed within this meeting. He reiterated Adam’s statement that issues of conflict were thoroughly discussed at NRC following which the Committee had made a recommendation to CoG. He reminded governors they had appointed NRC members to undertake work on CoG’s behalf.</p> <p>Billie Critchlow asked the Chief Executive whether it would be appropriate for the Chair or NEDs to attempt to influence Governors on this matter. Billie was asked to qualify her statement. She said she believed the paper to carry bias and expressed her reasons for this. However due to the nature of assertions being made, the Board Secretary closed the conversation down for reasons of appropriateness. The Chair concurred with the Board Secretary’s decision and invited Billie to raise any concerns outside of the meeting.</p> <p>The Chair reiterated her role is to appraise the NEDS and report back on those appraisals along with any significant actions; she asked governors if they felt she was conflicted as a body in relation to this. Jules Jones believed there was stating a managed conflict is still a conflict. She suggested a more transparent process is required. Angela Barney suggested a review of the process in future.</p> <p>Mark Gamsu stated there is a process for managing conflicts of interest in a way that is accountable and transparent. He added that all of the processes have been followed and he saw no conflict.</p> <p>Sandie Keene said she understood conflicts of interest are a matter of concern to governors and suggested this could be discussed at a suitable committee with a governance expert present.</p> <p>The Chair invited Governors to vote on whether she should chair item 6. The outcome of the vote was:</p> <p>17 – for 3 – against 2 – abstained</p> <p>It was therefore agreed that the Chair should lead item 6.</p>	<p>B Critchlow</p> <p>Agreed</p>
CoG 57/03	<p><b>Minutes of the Meeting held on Thursday 6 December 2018</b> Subject to an amendment to CoG 56/08 which should read, “Patient experience data needs to be triangulated with safety and quality and outcomes data” the minutes were agreed as an accurate record.</p>	<p>Agreed</p>

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CoG 57/04	<p><b>Action Log and Matters Arising</b></p> <p>Sandie Keene referred to an outstanding action (CoG 56/04) in relation to a question raised by Adam Butcher regarding service user involvement in safeguarding. In response to this question, Sandie stated the quarterly safeguarding report was considered at the February 2019 Quality Assurance Committee (QAC). The report looked at how the Trust was involved in making safeguarding personal in line with the national agenda and involving people in the process of safeguarding. The Trust is amending documentation to clarify how they are involving people at every part of the process. Feedback from the Customer Forum which Adam chairs will clarify improvements. Further discussions will take place focusing on ideas for surveys and focus groups with individuals who have gone through the safeguarding process in order to get direct feedback on service improvement.</p> <p>Secondly, in relation to CoG 54/06 Continuity of Care, Sandie informed CoG discussions had taken place with governors during the pre-meet. She added processes have been introduced and continuous improvements are being made and will continue to be pursued. These include changes in the operational models and the development of standard operating procedures.</p>	
CoG 57/05	<p><b>Governor Feedback</b></p> <p><b>(a) Governor Activities</b></p> <p>Adam Butcher informed CoG the Safeguarding Annual Report will be available on DVD and will detail Trust processes around safeguarding. He agreed to provide a hyperlink to the report once available. Jules asked Adam if paper copies of the report will be available. Adam agreed to query this with the SASP</p> <p>Billie Critchlow queried whether NHS Sheffield CCG is going to adopt the NHS England Carer Identification Scheme. Mark Gamsu was asked to raise this and report back to the next meeting.</p> <p>Sue Roe stated the adult support group is in operation and increasing in numbers.</p> <p>John Buston queried whether industrial action was going to take place relating to the CMHT reconfiguration and if so requested that Governors are kept informed. The Chief Executive confirmed there was no proposed industrial action, but informed CoG that Trade Unions have registered a collective dispute outlining their concerns. Further, he had met with Charlie Carruth, Unison Regional Organiser, where a number of concerns</p>	<p>A Butcher</p> <p>A Butcher</p> <p>M Gamsu</p>

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	<p>were raised.</p> <p>He reminded CoG an independent review had been conducted regarding the implementation of the process, the scope of which had been agreed with Staffside. The report will shortly be received and signed off by the Trust and Staffside. The School of Health and Related Research (SchARR) is also undertaking a general review process of the reconfiguration. The issues raised relate to demand for services being significantly higher than collectively planned for resulting in issues for staff regarding caseloads. There will be a formal meeting held to agree a way forward.</p> <p><b>(b) Questions to the Board</b>  The Chair asked governors if they were content with the responses received to their questions to the Board. Jules Jones stated that she did not believe the response to her question on external spend provided the level of comparison asked for. She also queried the assurance provided by the NEDs and asked for further information to be provided. Executives and NEDs explained that identifying spends of other Trusts was difficult and there was no value in comparing this organisation with an acute Trust whose spends would be vastly different. Jules acknowledged this. Ann Stanley then provided further explanation on the NED assurance given and stated NEDs would not get into the detail of Trust spending, but would scrutinise it through the Audit Committee and Finance, Information and Performance Committee if it deviated from the norm. Jules stated that the explanation was helpful for all governors.</p> <p>Mark Gamsu added that the level of spend was not the question, but why spending in certain areas is taking place or increasing, and qualified this by saying that when the Trust is in the midst of a major reconfiguration such as the Acute Care Reconfiguration, it is likely to increase its spend on external consultants.</p> <p>The Chair, Chief Executive, Ann Stanley and Richard Mills all agreed that Trust spend on external consultants was very low in their experience. However, whilst it was widely acknowledged that providing Jules with the comparisons she sought may not be possible, the Chair would speak to the Executive Director of Finance in order to provide a definitive answer.</p> <p><b>(c) Performance Overview Group</b>  Notes from the meeting held on 23 January 2019 were received and accepted by CoG.</p>	<p>P Easthope</p> <p>Received</p>

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CoG 57/06	<p data-bbox="331 208 1241 275"><b>Nomination &amp; Remuneration Committee Report</b> Ann Stanley and Richard Mills left the room for the items.</p> <p data-bbox="331 315 1241 566"><b>(a) NED Appraisals</b> The Chair presented the report on the outcome of the appraisals of Richard Mills and Ann Stanley, both of which were conducted by herself with Jules Jones and Sylvia Hartley. She invited governor comments on the report. None were received. The report was therefore duly accepted by the Council.</p> <p data-bbox="331 607 1241 752"><b>(b) NED Appointment/Reappointment</b> The Chair referred to the paper which stated that, based on the outcome of the appraisals, a 75% majority should be sought to reappoint both Ann and Richard.</p> <p data-bbox="411 792 1241 1485">Comments were invited. Scott Weich expressed his opposition to the recommendation and restated a view he expressed previously that reappointment would become the norm rather than an additional option to consider. He expressed his concern the Trust had fallen just below the 'good' threshold of being well led when rated by the CQC. He was concerned the Trust should improve this rating and should be able to demonstrate to the CQC it is well-led and engaged. He therefore believed it to be a mistake to fail to look to the market to demonstrate the Trust is looking for the best people to lead the organisation, but added the best people may well be the existing NEDs. Failure to do this may give the appearance of complacency on the part of the Trust. He added that when governors are asked to vote on the matter, they must understand that abstaining from the vote counts as not voting, so everyone's vote matters. The Chair asked for confirmation of this, which was provided by the Deputy Board Secretary.</p> <p data-bbox="411 1525 1241 1704">Adam Butcher reminded governors NRC had discussed this matter in great detail, considering all the concerns raised by governors. The result of that debate and discussion was the Committee's confidence in the NEDs and their suitability for reappointment.</p> <p data-bbox="411 1744 1241 1995">John Buston expressed his confidence in both NEDs stating they were outstanding with both the knowledge and experience needed by the organisation to provide continuity of board business. He stated that he would therefore be reluctant to adopt an open recruitment process to find the 'best' candidates when they are already in place.</p> <p data-bbox="411 2036 1241 2069">Jules stated that the primary role of governors is to hold</p>	Accepted

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	<p>the NEDs to account and NED appointments is a mechanism by which to do it. An open recruitment process enables the Trust to see the level of skills and experience available on the open market, and whilst the current NEDs may be the best candidates, without looking to the open market assurance can never be given they are. She expressed her hope that both would reapply for the positions but added they were both aware of the process of having to reapply for their positions when they accepted their NED roles.</p> <p>Antony Sharp concurred with Jules that he hoped both would reapply, but stated that the Trust had nothing to lose by testing the market.</p> <p>Mark Gamsu believed the issue was one of risk. Governors had heard both NEDs were of a high calibre and whilst the CQC issue was important, he was less concerned about this than he was about the importance of the ACR and having the right people with the best knowledge in place during this significant change and for this reason he expressed his support for reappointment.</p> <p>Angela Barney expressed her happiness with both NEDs. However, she argued that in the past NEDs were 'rolled over' in exceptional circumstances and the paper had not highlighted any exceptional circumstances to warrant reappointment. She believed this to be an important matter of governance. The Chair reminded Angela that the governors had approved the governance arrangements through the constitutional amendment. Sam Stoddart added that this had been agreed without the requirement for exceptional circumstances and was now written into the constitution.</p> <p>Angela responded that she knew the Council could do this in line with the constitution, but her question was whether the Council should do this and expressed her concern this becomes the default position. The Chair confirmed that this would be the last term of both NEDs. Angela responded the argument of continuity would always apply and the paper should provide more information about why it is in the interest of the Trust to reappoint.</p> <p>Sylvia Hartley expressed her concern the NEDs may not choose to reapply if faced with an open recruitment process and her belief that they are likely to be headhunted by other organisations given their excellent skills and experience. She reiterated Adam Butcher's comments that NRC had considered this in great detail</p>	

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	<p>and believed it to be in the Trust's interest to keep hold of highly skills NEDs.</p> <p>Cllr Josie Paszek said there are risks involved in going out to the market as there are no guarantees that what appears to be an excellent candidate will turn out to be an excellent NED.</p> <p>Toby Morgan believed that NEDs were being made scapegoats for the CQC outcome. Billie Critchlow stated that no one was scapegoating, but she was concerned about processes and their fairness. She asked if the decision from NRC was unanimous. The Chair confirmed it was a majority vote of 5-1. Billie asked for the views of who the person who dissented. Jules Jones confirmed she had dissented for the reasons she had voiced earlier.</p> <p>Kevan Taylor reminded CoG he provides advice only and has no decision-making role; however, on a point of order he stated that a vote needed to be taken on the recommendation of the NRC so CoG is voting to endorse or overturn the recommendation.</p> <p>The Chair moved to vote on the recommendation.</p> <p>For:           16 Against:       6 Abstain:       1</p> <p>The vote resulted in a 72.7% which did not meet the 75% required and therefore the recommendation was overturned.</p> <p>The Chair questioned whether she had a vote and it was explained that in the case of a stalemate, the Chair carried the deciding vote.</p> <p>The Chair stated that she believed the Council had made a mistake in its decision and added the importance of working as a united force. She acknowledged it had been a tense year but her wish was for the Council to work together.</p> <p>The meeting was adjourned for a short period of time following which the Chair stated that she believed registering her vote in support of the recommendation was the correct thing to do from a governance perspective and in support of the NRC; however, this would not affect the outcome of the vote.</p> <p>CoG were therefore informed that an open recruitment</p>	

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	<p>process would be undertaken but that this would take additional time which would necessitate the further extension of both Richard and Ann to 31 July 2019. She sought Council's approval for this which was duly granted.</p>	<p>Agreed</p>
<p>CoG 57/07</p>	<p><b>Carer's Strategy</b></p> <p>Dr Mike Hunter introduced the item. He acknowledged the gap in progress with the carer's strategy in comparison to the service user engagement strategy but the Carer's Strategy Group had been reinstated and was providing momentum. He introduced Jo Evans, Agnes Wozna and Tania Baxter. Jo thanked everyone for inviting her to the meeting and spoke to the presentation which was based on the carer's strategy and the six key principles within it:</p> <p>Principle 1: Access to Information &amp; Advice  Principle 2: Rights to Carers Assessment  Principle 3: Having a Voice  Principle 4: Regular and Sufficient Breaks  Principle 5: Continue to Learn, Develop, Work  Principle 6: Look After Own Health</p> <p>In order to progress this work there are Forum Support Groups, psycho-educational courses and shared learning from RDASH (Rotherham Doncaster and South Humber NHS Foundation Trust) to name a few.</p> <p>The Chair thanked Jo for presenting and invited questions.</p> <p>Adam Butcher stated there are individuals who might not consider themselves as carers and questioned how the Trust can ensure their voices are represented.</p> <p>Tania Baxter responded that getting carers to identify as such can be a contentious issue. However, this will be addressed in a scoping exercise. She highlighted the importance of working with the Carer's Centre to identify support and signpost carers.</p> <p>Terry Proudfoot questioned how people, who may or may not consider themselves carers, access support services within the Trust, and how services will be advertised. Jo confirmed this will be achieved through identifying current services, displaying posters and working with partner organisations such as the Carer's Centre and Sheffield Young Carers. Tania added the Trust's website will be key but greater emphasis on advertising will be made once all services are in place.</p> <p>Kate Steele commended the positive action being taken. She informed governors this kind of work is already being undertaken in her Sheffield S12 community with the help of</p>	

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	<p>volunteers. She described the various activities taking place adding it is important to involve the community in matters like this. The Chair asked if Kate could speak with Jo Evans so that links could be made.</p> <p>Billie Critchlow praised Jo and her team for raising the issue, giving it a sense of momentum, generating excitement and coming up with exciting ideas and she believed they should be thanked for this.</p> <p>Angela Barney informed governors a subject discussed by the Carer's Strategy Steering Group was recognising the experience and expertise of carers and the need for a culture change, not only within the Trust but with society as a whole to acknowledge the vital role played by carers and in order to make best use of their expertise. She referred to excellent elements within the Service User Engagement Strategy which she believed should be imported into the Carer's Strategy, in particular experts by experience and care opinion. She thanked Jo and her team for all the work that had been done but believed there was still more to do.</p> <p>Cllr Steve Ayris questioned why NHS Sheffield CCG were not adopting the NHS England Carer Identification Toolkit. He added that fellow governor Mark Gamsu would be taking this question back to the CCG. Jo Evans could not respond to the question as it was a strategic decision taken by another organisation.</p> <p>John Buston raised a query in relation to staff training and asked what the training related to. Agnes Wozna clarified the development of the training is in progress; however it will help staff members to understand individual carer needs. Carers will provide advice on the content of the training.</p> <p>The Chair brought the item to a close and thanked everyone for their contributions.</p> <p>Post meeting note: the presentation was circulated by email to members of CoG on Monday 4 March 2019 for reference.</p>	K Steele
CoG 57/08	<p><b>Service User Engagement &amp; Experience</b></p> <p>Dr Mike Hunter explained the Trust's approaches to engagement and experience differ. He added the organisation is highly rated when it comes to service user engagement. However, understanding and acting on experience within the Trust is not as progressed as engagement. He welcomed Jo Evans back and introduced Dr James Munro, Chief Executive of Care Opinion.</p> <p>Jo Evans spoke to the presentation and highlighted the various</p>	

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	<p>methods by which service user experience is captured, at a national and local level. These included:</p> <ul style="list-style-type: none"> <li>• Friends and Family Test</li> <li>• Care Opinion</li> <li>• NHS Choices</li> <li>• 15 Steps Challenge</li> <li>• Healthwatch Sheffield</li> <li>• Service User questionnaires</li> <li>• A feedback zone</li> <li>• Microsystems</li> <li>• Complaint</li> <li>• Fastracks</li> <li>• SUN:RISE</li> </ul> <p>She informed governors that feedback on service user experience is reported through the Service Users Engagement Group to the Quality Assurance Committee and Clinical Network meetings and the information is available to staff via the Trust's intranet.</p> <p>Dr James Munro explained how Care Opinion works and gave an example of how the Trust responded to a comment made on the website. He added that patient stories can lead to real time quality improvements at little cost. He stated patient stories posted on the website are used as content within training courses to highlight the things that really matter to service users and how quickly and easily they can be addressed.</p> <p>The Chair thanked Jo and James for their presentations and invited questions.</p> <p>Angela Barney questioned whether Care Option is equally available for carers. Dr Munro confirmed it is accessible for everyone including advocates and volunteers.</p> <p>Angela further questioned how the service will be promoted. Jo stated promotion of the service will be through posters and printed materials, advertising on the widget on the Trust Intranet, appointment letters, cover letters and follow-up text messages. Angela responded that it may be worth working with the Carer's Centre on this matter.</p> <p>Cllr Steve Ayris referred to the accompanying report which showed 25% of service users at Sheffield Opiate Service would not recommend the service. He acknowledged the small sample but was alarmed nonetheless and questioned whether the Trust had any other evidence to support this position. Dr Helen Crimlisk, co-Chair of SUSEG, stated that hearing the</p>	

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	<p>voices of service users includes welcoming both positive and negative feedback. This feedback goes back to teams to be addressed through their governance meetings and is raised at the Quality Assurance Committee.</p> <p>The Chair suggested a future CoG presentation by the Opiate Service.</p> <p>Jules Jones questioned if Care Opinion related solely to mental health. Dr Munro confirmed it runs across health and social care and primary and secondary care. Jules responded she therefore believed there to be no difference between Care Opinion and NHS Choices. Dr Munro responded data is shared between Care Opinion and NHS Choices and different Trusts have different numbers of stories on both sites. Typically mental health Trusts are not well served by NHS Choices. He explained the differences between the two sites, stating there is little opportunity for people to come back following a response on the NHS Choices website, unlike Care Opinion. Jo added Trust services have a designated person to respond to comments posted on Care Opinion. Comments which are not responded to are recorded and reported. Jules expressed her concern about response rates. Dr Munro stated there is a live chart on Care Opinion which provides real time responses and confirmed a lot of Trusts are responding to over 95% of patient experience stories. The Chair thanked James and closed the item.</p>	M Saunders
CoG 57/09	<p><b>Chief Executive's Update</b></p> <p><b>(a) CMHT Reconfiguration: position statement</b> Kevan stated that this has been discussed previously in the meeting, but for assurance purposes, Clive Clarke stated that the Quality Assurance Committee had undertaken a deep-dive exercise in relation to CMHT activity which will be reported to Board.</p> <p><b>(b) Acute Care Reconfiguration progress update</b> Clive informed CoG the Trust had yet to receive a response from NHS Improvement. However, the Board remains committed to progressing ACR II and confirmed it is developing financial plans to move the development forward. A paper will be taken to April 2019 Board in regards to some of the options available.</p> <p>Adam Butcher queried user and carer involvement in the ACR. Clive stated that carers and service users were integral in developing the proposals around ACR II.</p> <p><b>(c) CQC Action Plan progress update</b> Clive stated Executives brought a paper which outlined</p>	

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	<p>the status on must-do and should-do actions on the CQC action plan to the Quality Assurance Committee. He confirmed good progress is being made and NEDs are providing challenge and oversight to make sure of this.</p>	
CoG 57/10	<p><b>Lead Governor Appointment</b>            Sam Stoddart stated the Lead Governor appointment has a two year term and Jules' term ends on 30 June 2019. Sam will write to eligible governors inviting them to apply by means of a covering paragraph in support of their nomination. At the April 2019 meeting, nominations will be circulated and a vote will take place to confirm the successful appointment. Sam confirmed staff and appointed Governors are ineligible for this appointment.</p>	All to note
56/11	<p><b>Any Other Business</b></p> <p><b>(a) Membership Strategy Refresh</b>            The refreshed strategy was presented to governors and was duly approved.</p> <p><b>(b) Performance Report</b>            CoG was reminded performance was discussed in detail at the Performance Overview Group (POG). Jules Jones encouraged governors to attend POG meetings.</p> <p><b>(c) Appointment of Trust Auditors</b>            Ann Stanley stated a paper will be brought to the July 2019 meeting regarding the appointment of the Trust's external Auditors, which is one of CoG's statutory responsibilities. A minimum of two Governors will be required to sit on the panel. Ann stated the paper will outline the full process.</p> <p>The Chair thanked everyone for their contributions and brought the meeting to a close.</p>	<p>Approved</p> <p>All to note</p>
	<p><b>Date and time of next meeting</b>            Thursday 25 April 2019, Room 12.6.13, at Charles Street Building, Sheffield Hallam University, S1 2ND.</p>	