

**MEETING OF THE COUNCIL OF GOVERNORS
TO BE HELD IN PUBLIC SESSION**

COUNCIL OF GOVERNORS' MEETING

**TUESDAY 1 MAY 2018
2.00 PM – 3.30 PM**

**CONFERENCE ROOMS A/B, RESEARCH & DEVELOPMENT CENTRE, KINGSWAY,
DERBY, DE22 3LZ**

AGENDA

SUBJECT MATTER		LED BY	TIME
1.	Welcome, introductions and Chair's opening remarks Apologies and Declaration of Interests	Caroline Maley	2.00
2.	Submitted questions from members of the public	Caroline Maley	2.05
3.	Minutes of the previous meeting held on 21 March 2018	Caroline Maley	2.10
4.	Matters arising and actions matrix	Caroline Maley	2.15
STATUTORY ROLE			
5.	Governors' Nominations & Remuneration Committee Report	Caroline Maley & John Morrissey	2.20
HOLDING TO ACCOUNT			
6.	NED Deep Dive – Quality	Julia Tabreham	2.30
7.	Integrated Performance Report Summary	Non-Executive Directors	2.45
8.	Escalation items to the Council of Governors	Caroline Maley	3.00
9.	Governance Committee Report <ul style="list-style-type: none"> Governance Committee Terms of Reference Governors' formal feedback and sign off of the Quality Account (to be tabled) 	Gillian Hough	3.10
10.	Any other business	Caroline Maley	3.20
11.	Review of meeting effectiveness and following the principles of the Code of Conduct	Caroline Maley	3.25
12.	Close of meeting	Caroline Maley	3.30

FOR INFORMATION

- Ratified minutes of the Public Board meeting held on 28 February 2018.
- Chair's Report as presented to Public Trust Board on 1 May 2018
- Chief Executive's Report as presented to Public Trust Board on 1 May 2018
- Governor meeting timetable
- Glossary of NHS terms

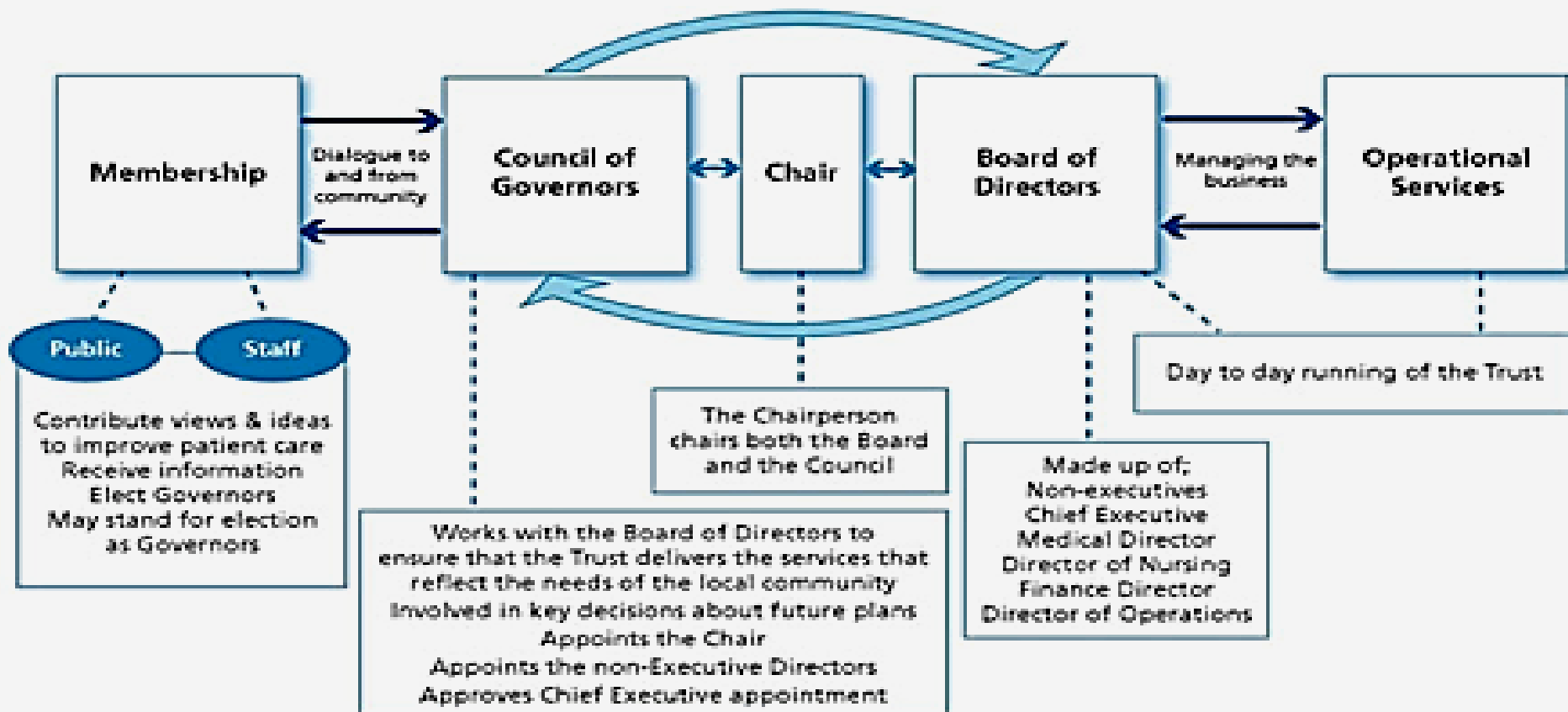
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Next Meeting: Tuesday 3 July 2018, 2.00 – 4.30 pm, Conference Rooms A/B, Research & Development Centre, Kingsway, Derby, DE22 3LZ

Getting the balance right

FT Governance Arrangements



The implications for governors and 'holding to account'



- How are the Board complying with best practice – and obligations ?
- How are the Board reaching the right decisions ?
- How are the Board assuring themselves that the trust is delivering safe and effective care ?
- ❖ The performance of the Trust is the Board's concern;
- ❖ The performance of the Board is the Governors' concern !

how do we ask effective questions?

Good questions

- Help us clarify, explore, open things up, see the whole picture
- Help us identify underlying causes, impacts and patterns
- Help us understand and empathise
- Help us gain fresh perspectives and new ways of seeing
- Help us get to the crux of an issue or problem and reframe it

how do we ask effective questions?

Good questions

- Allow us to diverge and examine issues before we converge on an answer or solution
- Encourage us to listen and reflect
- Help us offer and get ideas and insights
- Help us learn and be more creative
- Help us hold to account
- Help us gain assurance
- Help us make a difference

**MINUTES OF THE COUNCIL OF GOVERNORS MEETING
HELD ON WEDNESDAY 21 MARCH 2018
FROM 1.00 PM – 4.00 PM
CONFERENCE ROOMS A/B, RESEARCH & DEVELOPMENT CENTRE, KINGSWAY,
DERBY, DE23 4EF**

PRESENT	Caroline Maley	Trust Chair & Chair of Council of Governors
GOVERNORS PRESENT	Rosemary Farkas	Public Governor, Surrounding Areas
	Ruth Greaves	Public Governor, Derbyshire Dales
	Jason Holdcroft	Staff Governor, Medical & Dental
	Moirra Kerr	Public Governor, Derby City West
	Lynda Langley	Public Governor, Chesterfield
	John Morrissey	Public Governor, Amber Valley
Items 20 - 27	Jim Perkins	Appointed Governor, Derbyshire County Council
	Kevin Richards	Public Governor, South Derbyshire
	Martin Rose	Public Governor, Bolsover
	Gemma Stacey	Appointed Governor, University of Nottingham
	Robin Turner	Appointed Governor, Derby City Council
	Carole Riley	Public Governor, Derby City East
	April Saunders	Staff Governor, Nursing & Allied Professions
	Christine Williamson	Public Governor, Derby City West
IN ATTENDANCE	Joan Barnett	Grant Thornton
	Andrew Beaumont	Member, Erewash
	Donna Cameron	Assistant Trust Secretary
	Stephen Clark	Member, Derbyshire Dales
	Margaret Gildea	Non-Executive Director
	Carolyn Green	Director of Nursing & Patient Experience
	Kully Hans	Freedom to Speak Up Guardian
	Sam Harrison	Director of Corporate Affairs & Trust Secretary
	Geoff Lewins	Non-Executive Director
	Avtar Johal	NExT Director Scheme
	Ifti Majid	Chief Executive
	Denise Robson	Support Worker for Moira Kerr
Items 20 - 26	Anna Shaw	Deputy Director of Communications & Involvement
	Julia Tabreham	Deputy Trust Chair & Non-Executive Director
	Anne Wright	Non-Executive Director
	Richard Wright	Non-Executive Director
APOLOGIES	Denise Baxendale	Communications & Involvement Manager
	Rick Cox	Public Governor, High Peak
	Sarah Gray	Staff Governor, Nursing & Allied Professions
	Paula Holt	Appointed Governor, University of Derby
	Gillian Hough	Public Governor, Derby City East
	Angela Kerry	Appointed Governor, Derbyshire Mental Health Forum
	Roger Kerry	Appointed Governor, Derbyshire Voluntary Action
	Shirish Patel	Public Governor, Erewash South
	Anna Shaw	Deputy Director of Communications & Engagement
	Kelly Sims	Staff Governor, Admin & Allied Support Staff

ITEM NUMBER	<u>ITEM</u>
DHCFT/GOV/020	<p data-bbox="459 297 1326 365"><u>WELCOME, INTRODUCTIONS, APOLOGIES FOR ABSENCE & DECLARATION OF INTERESTS</u></p> <p data-bbox="459 398 1398 465">The Chair welcomed all to the meeting and thanked the members of the public for attending to observe the meeting.</p> <p data-bbox="459 499 1310 566">Joan Barnett of Grant Thornton, the Trust's External Auditor, was welcomed to the meeting.</p> <p data-bbox="459 600 1374 701">Avtar Johal was introduced to the meeting; Avtar is participating in the NExT Director Scheme and is shadowing members of the Non-Executive Director (NED) team over the coming months.</p> <p data-bbox="459 734 871 768">Apologies were noted as above</p> <p data-bbox="459 801 1002 835">No declarations of interest were received.</p> <p data-bbox="459 869 1398 1037">The Chair reported that resignations had been received from two governors; Ruth Greaves, Public Governor for Derbyshire Dales is resigning after four years. Also Sarah Gray, Staff Governor for Nursing & Allied Professions, has resigned following her appointment into a new role. The Trust will be arranging elections in due course.</p> <p data-bbox="459 1070 1374 1137">Thanks were expressed to both Ruth and Sarah for their commitment, dedication and support of the governor role.</p>
DHCFT/GOV/021	<p data-bbox="459 1178 1302 1205"><u>SUBMITTED QUESTIONS FROM MEMBERS OF THE PUBLIC</u></p> <p data-bbox="459 1238 1342 1339">A question had been received from Mr Andrew Beaumont, member, Erewash. The question was read out in full in the meeting and responded to by Richard Wright, Non-Executive Director:</p> <p data-bbox="459 1373 1129 1406">'Statistics in the Integrated Performance Report</p> <p data-bbox="459 1417 1398 1742">I have read "Derbyshire Healthcare NHS Foundation Trust Summary from Joint away day", which I was given at the meeting at Kingsway on 22/11/2017. As a Statistician the widespread use of percentages over 100 made me smile wryly (pages 67 & 87 of 138). In particular the 'average full rate male percentage for Cubley Court' of 172.2%, seemed curious? Do patients sleep two to a bed, in the corridors, in tents? Or does it just imply constant full 100% occupancy, with a considerable waiting list in the community? Surely, all statistics involving percentages in excess of 100% need a meaningful, easy to understand, written explanation?'</p> <p data-bbox="459 1776 600 1809">Response</p> <p data-bbox="459 1821 1390 2051">The explanation is that the "average fill rate column" relates to staffing levels. If it is over 100% it means there were more staff on duty than had been planned. The reason for that would normally be for increased levels of patient observation to ensure patient safety. The "occupancy % rate" column (column 2) relates to bed occupancy. In cases where this is more than 100% it means that there were patients on trial home leave in addition to all beds being occupied. There would never be a</p>

	waiting list for admission; if no beds were available in the Trust, patients would need to be admitted to an out of area bed to ensure their safety.
DHCFT/GOV/022	<p><u>MINUTES OF THE PREVIOUS MEETING</u></p> <p>Minutes of the previous meeting, held on 24 January 2018, were accepted as a correct record.</p>
DHCFT/GOV/023	<p><u>MATTERS ARISING & ACTIONS MATRIX</u></p> <p>Matters Arising At the January meeting Angela Kerry, Appointed Governor, had enquired how frequently the framework is reviewed that the Trust is using for the appointment of external auditors. The Trust's Head of Strategic Procurement advised that with regards to this particular framework it has been let for an initial period of three years (2016-2019) with an option to extend for a further period of one year.</p> <p>Actions Matrix Completed actions were closed. Updates were provided and noted on the actions matrix. All completed 'green' actions were scrutinised to ensure that they were fully complete. Governors were encouraged to complete and submit the revised Code of Conduct (DHCFT/GOV/007).</p>
DHCFT/GOV/024	<p><u>SELECTION OF QUALITY INDICATORS FOR THE QUALITY ACCOUNT</u></p> <p>As part of the Quality Account process, the Council of Governors (CoG) is requested to select a quality indicator for external review. Governors are invited to choose an indicator each year as part of the Trust's internal and external audit of data quality checks to measure data completeness and accuracy. Joan Barnett of Grant Thornton, the Trust's External Auditor, was welcomed to the meeting to guide governors through the choice available to them in line with NHS Improvement's requirements.</p> <p>In advance of this meeting, governors had received a briefing on their role in the selection of quality indicators and information on the eight core options in Governance Committee on 27 February 2018. They had also held an informal meeting to discuss each of the eight options.</p> <p>The governors considered the eight core options available to them, along with the context provided in the report which explained the number of patients the indicators would apply to, the clinical implications and where else the indicator is reported.</p> <p>Following debate, governors narrowed their preference down to two indicators. A vote followed resulting in the selection of</p> <p>Option 1 Ensure that cardio metabolic assessment and treatment for people with psychosis is delivered routinely in the following service areas.</p> <ul style="list-style-type: none"> a) Inpatient wards b) Early intervention in psychosis services

	<p>c) Community mental health services (people on care programme approach).</p> <p>RESOLVED: The Council of Governors selected option 1 as outlined above.</p>
DHCFT/GOV/025	<p><u>ESCLATION ITEMS TO THE COUNCIL OF GOVERNORS FROM THE GOVERNANCE COMMITTEE</u></p> <p>The following questions were raised for escalation to CoG:</p> <p>Personal Health Budgets 'What training do our staff (especially CPNs) get in filling out Personal Health Budgets for our patients? What authorisation is required before a CPN can submit a Personal Health Budget?'</p> <p>Response from Julia Tabreham, Non-Executive Director Personal health budgets are not always straightforward and have a level of complexity that does require streamlining. This has been recognised by the Clinical Commissioning Groups (CCGs). The four CCGs are revising this policy and redesigning how this works. On completion of the policy the commissioners have agreed to share this with the Trust. Training sessions are being planned for Trust staff on how to complete a personal health budget. This is expected by end of Quarter 2.</p> <p>Community Engagement with Joined Up Care Derbyshire (JUCD) 'Joined Up Care Derbyshire (JUCD) – formerly the Sustainability Transformation Partnership (STP) - has a vision to deliver more integrated services across Derbyshire. How is the JUCD proposing to engage with the public i.e. the mental health work stream? Governors are aware that other trusts are making decisions to close hospitals – how does this fit in with the ethos of JUCD?'</p> <p>Response from Ifti Majid, Chief Executive In JUCD regular quarterly briefings are attended by service users and stakeholders in the communities. Secondly, the senior leaders of the mental health work stream, along with Health Watch Derbyshire, have received training on community engagement; this is the only work stream to have received such training. At the last CoG meeting in January governors were updated on the JUCD engagement programme. Since then there have been a number of engagement events and JUCD had also met with interest groups. There will be a broader discussion as part of the overall consultation. A community engagement group sits below the JUCD and regularly meets with local communities. Ifti Majid noted that when formal consultation is required, it will be undertaken.</p>
DHCFT/GOV/026	<p><u>INTEGRATED PERFORMANCE REPORT SUMMARY</u></p> <p>Caroline Maley invited the NED Committee Chairs to illustrate the use of the information in the Integrated Performance Report (IPR) in relation to NED duties. The information provided in the IPR summary was previously presented to the Public Trust Board in February.</p>

Quality Committee

Julia Tabreham, NED Chair of the Quality Committee described a continuing theme at Quality Committee; rising acuity across all service users and pressure on services but, despite this, the Trust is 'holding well'. The Quality Committee has particularly focussed on receiving assurance in regard to the Community Neighbourhood Teams which are under severe pressure. An emergent risk was raised at Trust Board of assaults on staff by service users. The Quality Committee has focussed on receiving assurance that there is no underlying pattern in rising number of unexpected patient deaths. CQC actions continue to be addressed and closed down. The Trust will not achieve the standards required for the flu or physical healthcare CQUINs (Commissioning for Quality & Innovation), both of which have been extremely challenging. The Committee had received a report on Clinical Audit which raised concerns regarding overdue clinical audit actions. The Quality Improvement Strategy & Policy had been received. The Committee continues to seek assurance that transgender service users are not discriminated against. The Quality Account is in its first draft and was received by Audit & Risk Committee on 20 March.

Julia Tabreham left the meeting at this time.

Safeguarding Committee

Anne Wright, NED Chair of the Safeguarding Committee, reported that all NEDs will be continuing to receive Safeguarding Children and Safeguarding Adults training level one on an annual basis but those NEDs who are members of Safeguarding Committee will be trained to Safeguarding Level 3 or equivalent. Of great concern is the continued increase in the numbers of children on child protection plans, which was discussed with Derby City's Director of Public Health at the February Trust Board Meeting. There are major implications for staff as well as communities, including how new and emerging communities are supported. In Adult Safeguarding, Prevent referrals (to stop people becoming terrorists or supporting terrorism) remain high, as do multiagency referrals. Board Assurance Framework (BAF) Risks are reviewed at each meeting with a focus on the lack of a community forensic team, low levels of training and capacity in the children's pathway.

Mental Health Act Committee

Anne Wright, NED Chair of the Mental Health Act Committee reported that the Committee had recently received training, along with the Associate Hospital Managers, as part of the March Board Development Session.

Learning from Deaths & Mortality

Anne Wright reminded CoG that she also has a role as the NED for Mortality and Learning from Deaths. In line with the CQC's recommendations in its review of how the NHS investigates patient deaths, the National Quality Board published a new national framework for NHS trusts - 'National Guidance on Learning from Deaths'. The purpose of the new framework is to introduce a more standardised approach to the way NHS trusts report, investigate and learn from patient deaths, which should lead to better quality investigations and improved embedded learning. The policy states that trusts should look

into the death of all people who have come into contact with it. However, the Trust is not currently doing this due to resource issues. Currently random cases are being reviewed. Secondly, the Trust is not, as yet, involving family in these reviews. This reflects a larger national picture as it is very difficult to know when a grieving family should be contacted. The Trust is contacting national colleagues to discuss this more widely. In the meantime, we continue to be respectful to families, carers and loved ones.

Moira Kerr, Public Governor, asked if all deaths are reported through the Coroner's Office. Anne Wright confirmed that the policy includes review of all deaths, including those that are referred to the coroner (all deaths are referred to the coroner's office but through a variety of agencies/organisations depending on the nature and type of care and treatment received). Carolyn Green added that for all Serious Incidents the family is involved from beginning to end and this will continue. Kevin Richards, Public Governor asked if information regarding the peaks seen in suicide in the County is available to governors. Carolyn Green confirmed the information is received by Quality Committee every two months and it will be available in the Quality Account.

Finance & Performance Committee

Richard Wright, NED Chair of the Finance & Performance (F&P) Committee, summarised that operationally the Trust has demonstrated good progress in the last year. All NHS Improvement standards are being achieved. The reduction in use of out of area beds is being sustained. The internal target for clustering has not yet been achieved but will continue to be focussed upon; further feedback on this will be received in the July meeting of F&P. Cancellations or Did Not Attends (DNAs) are still a problem for which results continue to be triangulated. Financially, the surplus is ahead of plan for year to date. If the Trust exceeds its control total, NHS Improvement will award matched funding of this figure for the Trust to invest in continuous improvements. The agency ceiling has improved but mandated levels have not been met; these levels are extremely challenging but the Trust continues to try to achieve them through a broad range of approaches.

Moira Kerr, Public Governor enquired as to what actions are taken to remind service users of appointments in an effort to reduce cancellations and DNAs. Richard Wright confirmed that text and letter reminders are used. However, Moira's personal experience does not reflect this and further checks on these processes will be made.

Audit & Risk Committee

Geoff Lewins, NED Chair of the Committee, reported on the Audit & Risk Committee meeting of 20 March. As expected, year-end activity is high but assurance had been received that activities are on track for achievement including preparation of the Annual Report, Annual Accounts and Quality Account. A number of internal audit reports had been received; all with significant assurance with minor improvement opportunities, which is very positive. A performance and finance benchmarking report had been received from External Audit which shows where the Trust sits amongst other trusts and which reflected well on the Trust's position.

	<p>ACTION: Review of communications to maximise attendance at appointments to be reviewed. Carolyn Green to investigate further & liaise with Mark Powell.</p> <p>RESOLVED: The Council of Governors received the update from the perspective of the NEDs on how they have held the Executive Directors to account through their role.</p>
DHCFT/GOV/027	<p><u>NON-EXECUTIVE DIRECTOR DEEP DIVE – MARGARET GILDEA</u></p> <p>Margaret Gildea, Senior Independent Director and NED Chair of People & Culture Committee presented her Deep Dive.</p> <p>Staff Survey Results An improvement was seen in the two key areas of the survey:</p> <ul style="list-style-type: none"> • I would recommend my organisation as a place to work • If a friend or relative needed treatment, I would be happy to recommend the standard of care and treatment provided by this organisation. <p>The overall engagement score is up to 3.74 from 3.69 from 2016. The National average is 3.79 for similar trusts. The response rate to the survey was 44.8%, up by 5.8% on last year.</p> <p>The responses to five areas chosen by the Trust as priorities were:</p> <ul style="list-style-type: none"> • Safe to raise concerns about unsafe clinical practice (improved 2.9%) • That career progression is fair (improved 2.4%) • The quality of appraisals is good (4 of the 5 areas had improved, 1 had reduced slightly) • The Trust is interested in the well-being of staff (had reduced by 0.4%) • Valued by managers had increased by 5.4%) <p>Two further key areas where staff experience has improved:</p> <ul style="list-style-type: none"> • Percentage of staff reporting good communication between senior management and staff up 6% to 30%. • Staff recommendation of the organisation as a place to work or receive treatment up 1.1% to 5.58%. <p>The key areas for focus in 2018, as proposed by the Staff Forum and the Engagement Group are:</p> <ul style="list-style-type: none"> • Recruitment, selection and retention • Staff wellbeing • Leadership and management • Stamp out Bullying and harassment • Opportunities for development (including succession planning). <p>People & Culture Committee Margaret Gildea reported that Geoff Lewins has now joined the People & Culture Committee. The Committee has focussed on seven main areas; workforce planning, processes and grievances, appraisals, engagement, wellbeing, leadership and equality and diversity. Improvements continue across the board with a focus on hotspots in</p>

	<p>each area when required. In addition, the Committee has continued to embed and review Governance Improvement Action Plan work. Deep dives continue to be received by the Committee and BAF risks are reviewed at each meeting.</p> <p>Freedom to Speak Up Guardian Report Kully Hans, the Trust's Freedom to Speak Up Guardian (FTSUG) outlined the work she had undertaken since taking on the Guardian role on 1 December 2017. The role has been promoted across the Trust to enable and engage staff to speak up about concerns. At the moment the role is growing, based on concerns staff have raised in three months; 13 have been raised, nine of which were directly to the FTSUG. Of those, four were deemed reportable to the National Guardian's Office, which is the national lead organisation to support work on Raising Concerns (Whistleblowing) in the NHS. Kully outlined the work she has done and plans to undertake relating to further developing the role and working with groups of staff who may have barriers to raising concerns to ensure they are supported and encouraged to come forward.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. Noted the work of the People & Culture Committee. 2. Received and reviewed the results of the Staff Survey, noting the areas of focus for 2018/19. 3. Noted the role of the FTSUG and future work. 4. Agreed to receive annual reporting on FTSUG activity and implementation of the policy. 5. Agreed to discuss at Governance Committee how to deliver further information or training to governors on FTSU. <p>Jim Perkins, Public Governor, left the meeting at this time.</p>
DHCFT/GOV/028	<p><u>CHIEF EXECUTIVE'S REPORT</u></p> <p>Ifti Majid, Chief Executive, presented his report to provide CoG with feedback on changes within the national health and social care sector as well as providing an update on developments occurring within our local Derbyshire health and social care community. The report also updates governors on feedback from external stakeholders, such as commissioners, and feedback from Trust staff. The report should be used to support the Council understanding key risks and opportunities facing the Trust and to aid holding the Board to account for the delivery of the Trust strategy.</p> <p>Highlighted by the Chief Executive were his concerns over the impact of Brexit on the Trust's workforce (10% are EU nationals) and the potential reduction in mental health research. The other point highlighted was the agreement of local service geography for JUCD. 'Places' have been agreed that are recognisable to all and link to borough council boundaries. Included with the report is a copy of NHS England's Mental Health Delivery Plan for 2018-2019. The document provides a welcome clarity of intent for investment in services.</p> <p>Martin Rose, Public Governor enquired if the Chief Executive had any</p>

	<p>concerns over legislative impacts of Brexit. Ifti Majid responded that workforce, workforce legislation, research and access/availability of new products (medication) are currently his biggest concerns. Each EU national employed by the Trust has received a letter from the Chief Executive to say they are valued, supported and the Trust wishes to keep them.</p> <p>Update on the Development of Trust Strategy Ifti Majid presented the latest draft in the refresh of the Trust's Strategy. It outlines the Trust's vision, values and strategic objectives aligned to reflect our redefined priorities and invited governor comment. Details on how the draft had been developed and what it is hoped to achieve were outlined.</p> <p>The Trust's vision is '<i>to make a positive difference in people's lives through improving health and wellbeing</i>'; this requires colleagues at all levels in the Trust to work with a range of partners. Delivery of the Joined up Care Derbyshire plan (STP) centres on delivering care as close to people's homes as possible within Place Alliance Groups. The strategy outlines what the Trust needs to do to achieve this and how those achievements will be measured.</p> <p>Ruth Greaves asked how the increased dependence on voluntary sector and self-help groups is linked to the strategy. Ifti Majid responded that it fits in with continued quality improvement, gaining contribution and learning from voluntary and independent sectors. Partnership work is an important element of the strategy and the JUCD mental health work stream.</p> <p>ACTION: The draft strategy will be issued to all governors via email.</p> <p>RESOLVED: The Council of Governors 1. Scrutinised the report, noting the risks and actions being taken and linked the topics in the report to feedback from NEDs relating to Board Committee activity. 2. Received the draft strategy and were advised to feed in any comments as part of the development of the strategy directly to the Chief Executive.</p>
DHCFT/GOV/029	<p><u>RESULTS OF THE ANNUAL COUNCIL OF GOVERNORS EFFECTIVENESS SURVEY</u></p> <p>Sam Harrison presented the results and analysis of the second annual CoG effectiveness survey. The results had previously been discussed at the Governance Committee.</p> <p>There is a correlation between the Board and CoG effectiveness surveys in that they have demonstrated helpful triangulation on how mutual engagement is working. 100% of the Board agree and a high percentage of governors are happy with the opportunity for contact.</p> <p>At Governance Committee a request was made to ensure that the relationship between CoG and Board is sustained. A programme of rotational Executive Director attendance at CoG has been established</p>

	<p>when the Lead Executive Director will link in with respective NEDs for their deep dive. NEDs are strongly encouraged to attend CoG and their attendance is very good. Similarly all governors are encouraged to attend Public Board Meetings which provides an opportunity to see the Board in action.</p> <p>Actions agreed to continue to enhance the effectiveness of CoG picks up on feedback received and includes repeating the Holding To Account development session in 2018/19, the refresh of the governor-led training programme,, governor involvement in in the annual planning process and the Chief Executive's update in today's meeting on the Trust Strategy as an important link to future planning. The Trust continues to listen to governors to refine reporting to CoG (for example, the streamlined reporting of the integrated Performance Report). A key focus of future CoG activity and effectiveness will be supporting governor engagement with constituencies.</p> <p>Feedback was also received on how the survey is collected. A comment box and free text box is to be added next year for governors to feedback on miscellaneous areas.</p> <p>John Morrissey requested that consideration be given to staff governors and the time required to conduct their governor role. Assurance was given this this is a matter that is considered by the Chair and discussed with staff governors.</p> <p>It is good practice to conduct the survey and it will continue in 2017/18 to help build on increasing CoG effectiveness.</p> <p>RESOLVED: The Council of Governors</p> <ol style="list-style-type: none"> 1. Noted the outcome of the Council of Governors annual effectiveness survey 2017. 2. Agreed the survey should be repeated in September 2018. 3. Noted the proposed additional actions developed in response to survey feedback to further enhance the effectiveness of the Council of Governors.
DHCFT/GOV/030	<p><u>GOVERNORS NOMINATIONS & REMUNERATION COMMITTEE REPORT</u></p> <p>Caroline Maley advised that the Governors Nominations & Remuneration Committee had been scheduled to meet on 1 March but unfortunately the meeting had been postponed due to the bad weather. The meeting had been held yesterday, 20 March. Items of business had included the appraisal of the Interim Chair, objectives for the Trust Chair, remuneration benchmarking and appraisals for the Non-Executive Directors. A full written report will be presented to the next Council of Governors Meeting in May.</p>
DHCFT/GOV/030	<p><u>NHS PROVIDERS – ELECTIONS TO THE GOVERNOR ADVISORY COMMITTEE</u></p> <p>Carole Riley presented the paper which provided a summary regarding NHS Providers' forthcoming elections of eight governors to their Governor Advisory Committee (GAC).</p>

	<p>As an NHS Providers member trust, the Trust's Council of Governors is entitled to vote in the forthcoming election of eight governors to the Governor Advisory Committee (GAC). 59 nominations had been received (including a nomination for the Trust's Lead Governor, John Morrissey). In order to vote a collective view from the Trust's Council of Governors is required. The Council of Governors had ranked the list of candidates in order of preference, via Carole Riley. The outcome is that John Morrissey had been selected and that the vote will be submitted.</p> <p>RESOLVED: The Council of Governors confirmed its preferred candidate for the Trust's vote for the GAC election.</p>
DHCFT/GOV/031	<p><u>GOVERNANCE COMMITTEE REPORT</u></p> <p>Carole Riley presented the summary report of the Governance Committee meeting held on 27 February 2018. The report was taken as read and no questions were raised.</p> <p>Carole Maley reported that Gillian Hough, Chair of Governance Committee, has advised she wishes to step down from the Chair role at the end of her term in September. If any governors are interested in taking over this role please contact Gillian Hough.</p> <p>RESOLVED: The Council of Governors noted the actions and recommendations made at the Governance Committee Meeting on 27 February.</p>
DHCFT/GOV/032	<p><u>ANY OTHER BUSINESS</u></p> <p>On behalf of his fellow governors, John Morrissey thanked Ruth Greaves for her contribution to the Trust and acknowledged her hard work, assiduousness, intelligence, ideas and support of other governors; and thanked Ruth for being a good colleague.</p> <p>Caroline Maley reported that Robin Turner, Appointed Governor, Derby City Council has advised he will not be standing in the May elections and therefore he will be standing down from his position after the May meeting.</p> <p>Caroline Maley confirmed that an appointment has been made to the role of Director of Business Improvement & Transformation. Gareth Harry from Hardwick CCG will be joining the Trust in June if not sooner. The Trust will be saying goodbye to Lynn Wilmott-Shepherd who had decided not to apply for the role.</p> <p>Sam Harrison advised that the CQC will require a focus group with governors; more information will follow when available.</p> <p>Caroline Maley reminded governors to think about how they act with one another. If governors are not comfortable with raising how they feel about a situation they can contact herself, Sam Harrison, John Morrissey or Denise Baxendale.</p> <p>Governors were reminded that from May CoG meetings will take place</p>

	on Tuesday, after Public Board, and commence at 2.00 pm – 4.30 pm.
DHCFT/GOV/033	<p><u>REVIEW OF MEETING EFFECTIVENESS AND FOLLOWING THE PRINCIPLES OF THE CODE OF CONDUCT</u></p> <p>The agenda and supporting papers were felt to be appropriate. Using the Integrated Performance Report for an opportunity to hold NEDs to account was agreed to be working well. Christine Williams commented that this had been her first CoG meeting in seven years and she had really enjoyed it and had learned a lot.</p> <p>John Morrissey advised that governors had held an informal meeting prior to the Council of Governors meeting, which had proved very helpful and it had been a good opportunity to get to know new governors. It is hoped to continue this practice.</p>
DHCFT/GOV/034	<p><u>CLOSE OF MEETING</u></p> <p>With no further business the meeting closed at 3.55 pm.</p>
DHCFT/GOV/035	<p><u>FOR INFORMATION ITEMS</u></p> <p>Governors received the following items for information:</p> <ul style="list-style-type: none"> • Ratified minutes of the Public Board Meetings held on 29 November 2017 and 31 January 2018 • Governor meeting timetable • Glossary of NHS terms
DHCFT/GOV/036	<p><u>DATE AND TIME OF NEXT MEETING</u></p> <p>Date: Tuesday 1 May 2018 Time: 2.00 pm – 4.30 pm Venue: Conference Rooms A/B, Research & Development Centre, Kingsway, Derby, DE22 3LZ</p>

COUNCIL OF GOVERNORS ACTION MATRIX - AS AT 25 APRIL 2018							
Date of Minutes	Minute Reference	Item	Lead	Action	Completion by	Current Position	
22.11.17	DHCFT/GOV/2017/10	Feedback and next steps following the Holding to Account training session held on 8 November 2017	Gillian Hough.	Governance Committee to present a report to the next Council of Governors Meeting in response to the recommendations resulting from the training session.	01.05.18	It was noted that several recommendations have already been taken forward arising from this training session. Changes have included the timing of CoG and Board, focus of governors on framing 'holding to account' questions, and presentation of the IPR by NEDs to directly outline how they have gained assurance and held Execs to account. COMPLETE.	Green
24.01.18	DHCFT/GOV/007	Proposed changes to the Trust's constitution	Sam Harrison	Membership of the Nominations & Remuneration Committee to be reviewed regarding balance of public governors and other governors.	21.03.18 01.05.18	The balance of public, appointed and elected governors has been addressed in the Terms of Reference of the Nominations & Remuneration Committee and these are included in the Report from the Nominations & Remuneration Committee on the agenda. COMPLETE.	Green
			Denise Baxendale	The governor Code of Conduct will be amended to reflect that a decision to terminate the tenure of office will require a 70% (not 75%) majority of those members present for tenure of office to be terminated.	21.03.18	A small number of governors are yet to sign the revised Code of Conduct. Governance Committee is regularly reviews this. Governors are reminded to sign and return the Code of Conduct to Denise Baxendale as soon as possible.	Red
24.01.18	DHCFT/GOV/013	Membership Strategy	Denise Baxendale	Governance Committee to evaluate the Membership Strategy in six month's time and report back to the Council of Governors.	03.07.18	Evaluation added to the forward plan for the Governance Committee to review in June 2018. Results of review to be presented to the Council of Governors in July 2018.	Yellow
21.03.18	DHCFT/GOV/026	Escalation items to CoG from Governance Committee	Carolyn Green	Review of communications to maximise attendance at appointments to be reviewed. Carolyn Green to investigate further & liaise with Mark Powell.	01.05.18	The individual case has been investigated, followed up and an apology offered. Planning on how to implement the learning through this and improve effective implementation through the organisation will be taken forward. COMPLETE.	Green
21.03.18	DHCFT/GOV/028	Chief Executive's Report	Ifti Majid	The draft Trust strategy will be issued to governors	01.05.18	Draft Trust Strategy issued in Governor Connect on 29 March 2018. COMPLETE.	Green

Key	Agenda item for future meeting				
	Action Ongoing/Update Required		YELLOW	1	17%
	Resolved		AMBER	0	0%
	Action Overdue		GREEN	4	67%
			RED	1	0%
				6	100%

Update from the Governors' Nominations & Remuneration Committee

Purpose of Report

To update the Council of Governors on the activity undertaken by the Committee.

Executive Summary

Since the last report to the Council of Governors in November 2017, the Committee has met once, on 20 March 2018. A summary of the business conducted is as follows:

Feedback on the Informal Review of the Performance of the Acting Trust Chair

On appointment to the role of Acting Trust Chair, it was agreed that an informal appraisal would be undertaken for Caroline Maley. The Committee had agreed the process, which involved feedback from governors on an agreed set of questions. This covered the time in post from January 2017-July 2017. The Committee considered the findings of the appraisal and noted the feedback given to the Trust Chair, which is summarised below:

- High degree of respect for the Acting Trust Chair
- Facilitates focussed and appropriate discussions
- Engages well with governors
- Service users are at the forefront thoughts
- Inclusive, accommodating and impartial
- Needs to balance keenness to keep meetings to time with ensuring that governors do not feel rushed/not heard
- Definite growth has been seen whilst in the role

Trust Chair Objectives

Objectives for the first year of the Chair's substantive appointment, which had been developed following appointment in September 2017 and through benchmarking with other local Chairs, were proposed and agreed as:

- Provide strong leadership of the Trust through the development of the Board of Directors
- Promote the Trust within the wider Derbyshire system and beyond
- Support, develop and provide leadership to the Council of Governors
- Ensure that the Trust maintains regulatory compliance

Performance against agreed objectives will be evaluated in the annual appraisal, which will be presented to the Nominations & Remuneration Committee.

Fit & Proper Person Requirements

Confirmation was received that an appropriate Fit and Proper Persons Test had been applied with respect to the appointment of Geoff Lewins, Non-Executive Director. It was noted that the Trust Chair had signed a declaration to confirm she

was assured that all steps had been taken to ensure Fit and Proper Persons Requirements had been met by Geoff Lewin prior to his appointment to the Trust on 1 December 2017.

Non-Executive Director Appraisals

Summary reports of appraisals conducted for Non-Executive Directors were received. The Council of Governors had been invited to participate in this process. A summary report is attached at Appendix 1.

Exit Interview with Barry Mellor

The Committee received information on the exit interview conducted by the Trust Chair with Barry Mellor, Non-Executive Director, prior to his departure from the Trust at the end of his term of appointment in December 2017. It was noted that the exit interview was carried out by the Chair in good time and that feedback will be used by the Trust to support other existing NEDs and our newly appointed NED.

NED & Chair Remuneration Survey

Benchmarking information from NHS Providers was received on Chair and Non-Executive Director remuneration. It was agreed that payment for Non-Executive Directors and Chair roles within the Trust is comparable nationally and there is no requirement to review at this time.

NED Time Commitment, Balance of Skills, Committee Membership & Succession Planning

Following the appointment of Geoff Lewins, the Trust Chair confirmed that she had undertaken a review of NED time commitment and balance of skills. The Committee received and recommend to Council of Governors a proposal on Board Committee membership (Appendix 2). Succession planning will be kept under review, however in the light of the relatively new cadre of NEDs, future focus will be on development of the NED team, maturity and development of the Board.

Terms of Reference

The Committee undertook an annual review of its Terms of Reference. Proposed changes were agreed. Changes to note are that membership was reviewed and a provision added to ensure that publicly elected governors are not outweighed at any meeting. Clarification on casting vote was added. The revised Terms of Reference are attached for review and approval (Appendix 3).

Annual Report of the Committee

The Committee received a report outlining the work it had undertaken in 2017/18 and received assurance of its effectiveness in meeting its Terms of Reference. The report is attached for review and approval (Appendix 4).

Strategic Considerations

1) We will deliver quality in everything we do providing safe, effective and service user centred care	
2) We will develop strong, effective, credible and sustainable partnerships with key stakeholders to deliver care in the right place at the right time	
3) We will develop our people to allow them to be innovative, empowered, engaged and motivated. We will retain and attract the best staff.	x
4) We will transform services to achieve long-term financial sustainability.	

Assurances

As outlined in the Governors Nominations & Remuneration Committee report, the Committee is conducting its business in compliance with its Terms of Reference.

Consultation

All attached Appendices have previously been reviewed by the Governors Nominations & Remuneration Committee and are presented with their approval.

Governance or Legal Issues

The Governor Nomination & Remuneration Committee conducted its role in line with its Terms of Reference and statutory role.

Equality Impact Risk Analysis

The author has a responsibility to consider the equality impact and evidence on the nine protected characteristics – Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation (REGARDS).

There are no adverse effects on people with protected characteristics (REGARDS).	x
There are potential adverse effect(s) on people with protected characteristics (REGARDS). Details of potential gaps/inequalities are outlined below, with the appropriate action to mitigate or minimise those risks.	

Actions to Mitigate/Minimise Identified Risks

Not applicable.

Recommendations

The Council of Governors is requested to:

1. Receive the update on the activity undertaken by the Committee.
2. Confirm that it has received assurance that Geoff Lewins has successfully completed all checks as required under the Trust's Fit & Proper Persons Policy.
3. Receive assurance that a robust appraisal process has been followed for the appraisal of Julia Tabreham, Margaret Gildea, Anne Wright, Richard Wright and

- | | |
|----|---|
| | Barry Mellor. Note the summary of Non-Executive Director appraisals and agreed future objectives (Appendix 1). |
| 4. | Approve the NED membership of Board Committees as recommended by the Nominations & Remuneration Committee (Appendix 2). |
| 5. | Approve the Terms of Reference as proposed by the Committee (Appendix 3). |
| 6. | Approve the annual report of the Committee (Appendix 4). |

Report presented by: **Caroline Maley, Trust Chair and Chair of Governor
Nominations & Remuneration Committee
John Morrissey, Lead Governor**

Report prepared by: **Samantha Harrison, Director of Corporate Affairs &
Trust Secretary
Donna Cameron, Assistant Trust Secretary**

**SUMMARY OF NON-EXECUTIVE DIRECTOR APPRAISALS
 PRESENTATION TO COUNCIL OF GOVERNORS
 1 MAY 2018**

Each Non-Executive Director's (NED) appraisal was conducted using the previously agreed peer appraisal form to gather information about strengths, areas of challenge and to support the Board self-assessment process. Feedback was requested from the Trust Board members and Governors against the following competencies:

- Corporate understanding and strategic awareness
- Holding to account
- Influencing and Communication
- Team Working
- Self-belief/Resilience
- Intellectual flexibility
- Service user and community focus
- Chairing meetings/Committees

Scoring was as follows

- 1 An excellent performance with outstanding results and achievement
- 2 A good performance with successful results and achievement
- 3 A fair performance with some achievement
- 4 Has not performed effectively or has not achieved

Each NED completed a self-assessment. and the responses from Board members and governors were collated. The Chief Executive and Lead Governor were further invited to comment on individual NED performance, and those comments were used to inform the appraisal process.

The Trust Chair met individually with each NED to conduct the appraisal, discuss their contribution, draw up objectives and identify areas for development for the coming year.

The Governors Nominations & Remuneration Committee received a full report on each NED appraisal at its meeting on 20 March 2018 and agreed with the conclusions and recommendations from the appraisal process. The Committee was satisfied that the appraisal process had been followed and that a satisfactory appraisal had taken place.

Council of Governors is asked to note the objectives set for each NED and to receive the assurance of the Governors Nominations & Remuneration Committee that satisfactory appraisals have taken place.

Objectives for the Coming Year

Name	Agreed Objectives			
Margaret Gildea	<p>Through Chairing People & Culture Committee</p> <p>Continue to drive and shape the work of the People and Culture Committee, seeking to improve effectiveness and outcomes</p> <p>Support the executive in increased efforts to effectively build up the Trust resource by both improved recruitment and retention</p> <p>Support improvement of the Employee survey and pulse check results and the development of a culture of trust</p>	<p>Other Committee memberships</p> <p>Contribute to the work of other Board Assurance Committees with positive feedback on the contributions and outcomes achieved</p>	<p>As NED for Freedom to Speak Up</p> <p>Support the Director of Corporate Affairs & Trust Secretary in the on-going development and support for this work, challenging and shaping as necessary</p>	<p>Board/NED support</p> <p>Support the development of the NED group through NeXT Director scheme / consider “buddying” placement candidate / new NED.</p> <p>Support and contribute to any senior recruitment and leadership development processes</p>
Dr Julia Tabreham	<p>Through Chairing Quality Committee</p> <p>Continue to drive and shape the work of the Committee, seeking to improve effectiveness and outcomes</p> <p>Encourage a culture of continuous improvement and “doing the right thing” through meeting the requirements of the CQC and other regulatory requirements</p>	<p>Other Committee memberships</p> <p>Contribute to the work of other Board Assurance Committees with positive feedback on the contributions and outcomes achieved</p>	<p>Deputy Chair</p> <p>Provide support for the Chair in terms of covering when needed, and being a resource for discussion and ‘knocking ideas around’.</p>	<p>Board/NED support</p> <p>Support the development of the NED group through NeXT Director scheme / consider “buddying” placement candidate/new NED.</p> <p>Support and contribute to any senior recruitment and leadership development processes</p> <p>Continue to Chair the</p>

Name	Agreed Objectives			
				“Chairs meeting” of the NEDs helping us toward consistency and improvement
Dr Anne Wright	Through Chairing Mental Health Act Committee and Safeguarding Committee Continue to drive and shape the work of the Committees, seeking to improve effectiveness and outcomes, and increase focus on assurance Support the executive in increased efforts to seek improvements and efficiency in the areas that she has expertise	Other Committee memberships Contribute to the work of other Board Assurance Committees with positive feedback on the contributions and outcomes achieved	As NED Lead for Mortality & Learning from Deaths Support the Trust in the on-going development and support for this work, challenging and shaping as necessary	Board/NED support Support the development of the NED group through “buddying” our new NED. Support and contribute to any senior recruitment and leadership development processes
Richard Wright	Through Chairing Finance & Performance Committee Continue to drive and shape the work of the Finance and Performance Committee, seeking to improve effectiveness and outcomes Continue to shape the agenda of this Committee to look to the future and gain assurance on longer term resilience	Other Committee memberships Contribute to the work of other Board Assurance Committees with positive feedback on the contributions and outcomes achieved	As Security NED Work with the executive to define this role, and agree the time resource / commitment that is necessary – and make a recommendation to the Chair on next steps required	Board/NED support Support and contribute to any senior recruitment and leadership development processes

Name	Agreed Objectives			
	Gain assurance on the impact of system wide changes on the finance and resources of the Trust Seek to support the building of a culture of continuous improvement			
Barry Mellor	Not applicable as Barry Mellor had concluded his term as NED.			

Committee	Frequency	NED Membership	Director Membership	ELT Lead
Audit & Risk	Six meetings a year	Geoff Lewins (Chair) Julia Tabreham Margaret Gildea (until April 2018) Anne Wright (from April 2018)	CW Director of Finance* SH Director of Corporate Affairs*	SH Director of Corporate Affairs
Quality	Monthly will move to bi-monthly	Julia Tabreham (Chair) Anne Wright Margaret Gildea	CG Director of Nursing JSy Medical Director MP Chief Operating Officer	CG Director of Nursing
Finance & Performance	Bi-monthly	Richard Wright (Chair) Geoff Lewins Julia Tabreham	CW Director of Finance LWS Interim Director of Strategic Development MP Chief Operating Officer JSy Medical Director	CW Director of Finance
Mental Health Act	Quarterly	Anne Wright (Chair) Caroline Maley Margaret Gildea	JSy Medical Director CG Director of Nursing SH Director of Corporate Affairs	JSy Medical Director
People & Culture	Bi-monthly	Margaret Gildea (Chair) Geoff Lewins Richard Wright	AR Director of People & Organisational Effectiveness JSy Medical Director MP Chief Operating Officer	AR Director of People and Organisational Culture
Safeguarding	Quarterly	Anne Wright (Chair) Julia Tabreham Richard Wright	CG Director of Nursing AR Director of People & Organisational Effectiveness MP Chief Operating Officer	CG Director of Nursing
Remuneration & Appointments	Quarterly / when required	Caroline Maley (Chair) and all NEDs: Richard Wright Anne Wright Julia Tabreham Margaret Gildea Geoff Lewins	IM Chief Executive* AR Director People and & Organisational Effectiveness* SH Director of Corporate Affairs*	SH Director of Corporate Affairs

NB * Attendee only not a formal Committee member

Other Roles	Deputy Trust Chair Julia Tabreham	Senior Independent Director Margaret Gildea
Freedom to Speak up Lead Margaret Gildea	Mortality & Learning From Deaths Anne Wright	Safeguarding Lead Anne Wright (as Chair of Safeguarding Committee)

5 April 2018

Terms of Reference of Governors' Nominations & Remuneration Committee**a) Authority**

The Council of Governors' Nomination and Remuneration Committee (the Committee) is constituted as a standing Committee of the Council of Governors. Its constitution and terms of reference shall be as set out below, subject to amendment at future meetings of the Council of Governors. The Committee is authorised by the Council of Governors to act within its terms of reference. All members of staff are requested to cooperate with any request made by the Committee.

The Committee is authorised by the Council of Governors, subject to funding approval by the Board of Directors, to request professional advice and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.

The Committee is also authorised to request such internal information as is necessary and expedient to the fulfilment of its functions.

b) Conflicts of Interest

The Chair of the Trust, or any Non-Executive Director present at Committee meetings, will withdraw from discussions concerning their own re-appointment, remuneration or terms of service.

1. Nomination Role

The Committee will:

- 1.1 Periodically review the balance of skills, knowledge, experience and diversity of the non-executive directors and, having regard to the views of the Board of Directors and relevant guidance on board composition, make recommendations to the Council of Governors with regard to the outcome of the review.
- 1.2 Review the results of the Board of Directors' performance evaluation process that relate to the composition of the Board of Directors.
- 1.3 Review annually the time commitment requirement for Non-Executive Directors.

- 1.4 Give consideration to succession planning for Non-Executive Directors, taking into account the challenges and opportunities facing the trust and the skills and expertise needed on the Board of Directors in the future.
- 1.5 Make recommendations to the Council of Governors concerning plans for succession.
- 1.6 Keep the leadership needs of the Trust under review at non-executive level to ensure the continued ability of the Trust to operate effectively in the health economy.
- 1.7 Agree with the Council of Governors a clear process for the nomination of a Non-Executive Director.
- 1.8 Keep up to date and fully informed about strategic issues and commercial changes affecting the Trust and the environment in which it operates.
- 1.9 Take into account the views of the Board of Directors on the qualifications, skills and experience required for each position.
- 1.10 For each appointment of a Non-Executive Director, prepare a description of the role and capabilities and expected time commitment required.
- 1.11 Identify and nominate suitable candidates to fill vacant posts within the Committee's remit, for appointment by the Council of Governors.
- 1.12 Ensure that a proposed Non-Executive Director is a 'fit and proper' person as defined in law and regulation and in line with the Trust's Fit And Proper Person Test Policy.
- 1.13 Ensure that a proposed Non-Executive Director's other significant commitments are disclosed to the Council of Governors before appointment and that any changes to their commitments are reported to the Council of Governors as they arise.
- 1.14 Ensure that proposed appointees disclose any business interests that may result in a conflict of interest prior to appointment and that any future business interests that could result in a conflict of interest are reported. Determine whether or not any Non-Executive Director proposed for appointment is independent (according to the definition in the Foundation Trust Code of Governance and/or in the Trust's constitution or governance procedures).
- 1.15 Ensure that on appointment Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board of Director meetings.

- 1.16 Carefully consider what compensation commitments Executive Directors' terms of appointment would give rise to in an event of early termination to avoid rewarding poor performance. Contracts should allow for compensation to be reduced to reflect a departing Executive Director's obligation to mitigate loss. Appropriate claw back provisions should be considered in case of an Executive Director returning to the NHS within the period of any putative notice.
- 1.17 Advise the Council of Governors in respect of the re-appointment of any Non-Executive Director. Any term beyond six years must be subject to a particularly rigorous review.
- 1.18 Advise the Council of Governors in regard to any matters relating to the removal of office of a Non-Executive Director.
- 1.19 Make recommendations to the Council of Governors on the membership of Committees as appropriate, in consultation with the chairs of those Committees.

2. Remuneration Role

The Committee will:

- 2.1 Recommend to the Council of Governors remuneration and terms of service policy for Non-Executive Directors, taking into account the views of the Chair (except in respect of his own remuneration and terms of service) and the Chief Executive and any external advisers.
- 2.2 In accordance with all relevant laws and regulations, recommend to the Council of Governors the remuneration and allowances, and the other terms and conditions of office, of the Non-Executive Directors.
- 2.3 Agree the process and receive and evaluate reports about the performance of individual Non-Executive Directors and consider this evaluation output when reviewing remuneration levels.
- 2.4 Input into the Non-Executive Directors appraisals, including approving the appraisal structure and giving assurance to Council of Governors that satisfactory appraisals have taken place
- 2.5 Input into the annual performance appraisal of the Trust Chair, which will be led by the Senior Independent Director and follow the appraisal structure used for Non-Executive Directors, giving assurance that a satisfactory appraisal has taken place.
- 2.6 In adhering to all relevant laws and regulations establish levels of remuneration which:

- 2.6.1 are sufficient to attract, retain and motivate non-executive directors of the quality and with the skills and experience required to lead the trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the trust;
 - 2.6.2 reflect the time commitment and responsibilities of the roles;
 - 2.6.3 take into account appropriate benchmarking and market-testing, while ensuring that increases are not made where trust or individual performance do not justify them; and
 - 2.6.4 are sensitive to pay and employment conditions elsewhere in the Trust.
- 2.7 Monitor procedure to ensure that existing Directors remain 'fit and proper' persons as defined in law and regulation;
- 2.8 Oversee other related arrangements for Non-Executive Directors.

3. Membership

- 3.1 The membership of the Committee shall consist of governors appointed by the Council of Governors.
- Four Public Governors (including Lead Governor)
 - Two Appointed Governors
 - Two Staff Governors
 - Chair of the Trust
- 3.2 The Committee will normally be chaired by the Trust Chair. Where the Chair has a conflict of interest, for example when the Committee is considering the Chair's re-appointment or remuneration, the Committee will be chaired by the Deputy Chair. .
- 3.3 A quorum shall be three members, two of whom must be public governors, subject to being a majority of public governors.
- 3.4 By exception, in order to achieve quorum, a governor can be nominated to 'step in' from the same category.
- 3.5 Initial appointment terms shall be to the end of a member governor's term.
- 3.6 Every member of the Committee shall be entitled to one vote on any question to be determined by voting. In the event of there being equal votes cast to a motion, ~~then~~ the person presiding at such a Committee meeting shall have a casting vote subject to having already voted in the initial vote.

- 3.7 No two Governors will be appointed from the same Public Constituency or Staff Class of the Staff Constituency,
- 3.8 Not more than one may be a Local Authority Governor and not more than one may be a Governor appointed by the voluntary sector.

4. Secretary

- 4.1 The Director of Corporate Affairs & Trust Secretary shall ensure appropriate administrative support to the Committee.

5. Attendance

- 5.1 Only members of the Committee have the right to attend Committee meetings.
- 5.2 At the invitation of the Committee, meetings shall normally be attended by the Chief Executive but the Chief Executive is not a member of the Committee and shall have no vote on any matter considered by it.
- 5.3 The Director of Corporate Affairs & Trust Secretary may attend as a non-member.
- 5.4 Other persons may be invited by the Committee to attend a meeting so as to assist in deliberations.

6. Frequency of Meetings

- 6.1 Meetings shall be held as required, but at least twice in each financial year.

7. Minutes and Reporting

- 7.1 Formal minutes shall be taken of all Committee meetings and once approved by the Committee, circulated to all members of the Council of Governors unless a conflict of interest or matter of confidentiality exists.
- 7.2 The Committee will report to the Council of Governors after each meeting.
- 7.3 The Committee shall receive and agree a description of the work of the Committee, its policies and all Non-Executive Director emoluments in order

that these are accurately reported in the required format in the Trust's Annual Report.

- 7.4 Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the Trust.

8. Performance Evaluation

- 8.1 The Committee shall review annually its collective performance and report this to the Council of Governors.

9. Review

- 9.1 The Terms of Reference of the Committee shall be reviewed by the Council of Governors at least annually.

DRAFT

Governors' Nominations & Remuneration Committee Year End Report 2017/18

Elements of the Committee terms of reference are shown in bold with the evidence relating to carrying out this activity described after each element to clearly demonstrate the range of work undertaken by the Committee during the period 1 April 2017 to 31 March 2018.

1. **Nominations**

1.1 **Periodically review the balance of skills, knowledge, experience and diversity of the non-executive directors and, having regard to the views of the Board of Directors and relevant guidance on board composition, make recommendations to the Council of Governors with regard to the outcome of the review.**

Following the decision taken in June 2017 not to proceed with the merger by acquisition process with Derbyshire Community Health Services NHS Trust, the Committee initiated the process for appointment of a substantive Trust Chair. In addition, one Non-Executive Director (NED) came to the end of his term in 2017/18. Through the process for making appointments to both these roles the Committee reviewed the balance of skills, knowledge, experience and diversity of the NEDs to ensure that the required qualities and experience were reflected on the Trust Board. Input was received from Board colleagues and recommendations made to the Council of Governors to ensure the appropriate focus and skills required for these roles was outlined in role specifications.

1.2 **Review the results of the Board of Directors' performance evaluation process that relate to the composition of the Board of Directors.**

The performance evaluation process has not highlighted any specific skills gap that would require further appointments to the Board. However, each NED has, through their appraisal process, had areas identified for development to enhance the Board.

1.3 **Review annually the time commitment requirement for Non-Executive Directors.**

The time commitment for NEDs is considered whenever recruitment takes place. At the March 2018 meeting of the Committee feedback was given on analysis of time spent in meetings by some of the NEDs and harmonisation of Board Committee membership agreed to be more equal. Amendments to the Governance Calendar for 2018/19 have taken into account the best use of time of the NEDs, as well as working towards increasingly strategic and less operational focus at meetings. All Non-Executive Directors have a terms of service arrangement of 4-5 days per month, which benchmarks alongside the majority of other Trusts, and the Chair works with all NEDs to keep Trust commitments manageable and appropriate.

1.4 Give consideration to succession planning for Non-Executive Directors, taking into account the challenges and opportunities facing the trust and the skills and expertise needed on the Board of Directors in the future.

The Committee has undertaken extensive work in this area over the past two years. The most recent consideration of succession planning took place in 2017 when the Committee had to consider the replacement of Barry Mellor, NED Chair of Audit & Risk Committee. The Trust is now in a position where all five NEDs and the Trust Chair are currently serving their first term with the Trust. As such, there is less emphasis to consider succession planning at this time, instead the focus will be the ongoing development of effectiveness and achieving Board maturity.

Non-Executive Director	Date of Appointment	Current Term Ends
Dr Julia Tabreham	7 September 2016	6 September 2019
Margaret Gildea	7 September 2016	6 September 2019
Richard Wright	18 November 2016	17 November 2019
Dr Anne Wright	11 January 2017	10 January 2020
Caroline Maley (Trust Chair)	14 September 2017	13 September 2020
Geoff Lewins	1 December 2017	30 November 2020

1.5 Make recommendations to the Council of Governors concerning plans for succession.

As each of the respective NEDs reach the end of their term the Governors Nomination & Remuneration Committee will be asked to consider succession planning as part of the discussion regarding renewal of appointment.

1.6 Keep the leadership needs of the Trust under review at non-executive level to ensure the continued ability of the Trust to operate effectively in the health economy.

This has been a point of consideration in each NED appointment process. It is anticipated that with all NEDs within their first term of appointment, the leadership will be able to focus on development and maturity.

1.7 Agree with the Council of Governors a clear process for the nomination of a Non-Executive Director.

In 2017/18 the Committee, on the recommendation of the Trust's Remuneration and Appointments Committee, engaged the services of the NHS Leadership Academy Executive Search team to define the process and requirements for the appointment of the Trust Chair and NED Chair of Audit & Risk Committee.

1.8 Keep up to date and fully informed about strategic issues and commercial changes affecting the Trust and the environment in which it operates.

Advice is given by the Director of Corporate Affairs and the Director of People & Organisational Effectiveness on issues that may affect nominations and appointments. Valuable sector knowledge related to the field of employment of the Trust Chair and NED Audit and Risk Chair was shared through the NHS Leadership Academy Executive Search team during the recruitment processes.

1.9 Take into account the views of the Board of Directors on the qualifications, skills and experience required for each position.

The Board have made recommendations to the Governors Nominations & Remuneration Committee on this matter relating to appointments made during the year, including reiterating the need for the NED Audit and Risk Chair to have recent relevant financial experience with a relevant professional qualification.

1.10 For each appointment of a Non-Executive Director, prepare a description of the role and capabilities and expected time commitment required.

The Committee provided input into the recruitment and selection process for the NED and Trust Chair roles. Role descriptions, capabilities, qualities and time commitment were reviewed and agreed by the Committee.

1.11 Identify and nominate suitable candidates to fill vacant posts within the Committee's remit, for appointment by the Council of Governors.

The Committee selected candidates for both roles it interviewed for in 2017/18 with the support of NHS Leadership Academy as external recruitment consultants. An internal candidate was chosen for the role of Trust Chair.

1.12 Ensure that a proposed Non-Executive Director is a 'fit and proper' person as defined in law and regulation and in line with the Trust's Fit And Proper Person Test Policy.

The Committee received assurance that the fit and proper person test policy was being effectively followed by the Trust. Assurance is given to the Committee for all new appointments as soon as possible following appointment with the checklist relating to Anne Wright received at the April 2017 meeting and that relating to Geoff Lewins (commenced in post 1 December 2017) received at the March 2018 Committee meeting.

1.13 Ensure that a proposed Non-Executive Director's other significant commitments are disclosed to the Council of Governors before appointment and that any changes to their commitments are reported to the Council of Governors as they arise.

All NEDs are required to advise the Trust of any significant commitments. The declaration of interests register is updated on a regular basis to reflect any changes. This forms part of the fit and proper persons test as outlined above.

1.14 Ensure that proposed appointees disclose any business interests that may result in a conflict of interest prior to appointment and that any

future business interests that could result in a conflict of interest are reported. Determine whether or not any Non-Executive Director proposed for appointment is independent (according to the definition in the Foundation Trust Code of Governance and/or in the Trust's constitution or governance procedures).

All business interests are disclosed and conflicts of interest are sought prior to appointment.

1.15 Ensure that on appointment Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board of Director meetings.

Each successfully appointed candidate received a formal letter of appointment from the Chair (or, in the case of the Chair, the Director of Corporate Affairs & Trust Secretary) setting out what is clearly expected from them in terms of time commitment, committee service and involvement outside of Board of Director meetings.

1.16 Carefully consider what compensation commitments Executive Directors' terms of appointment would give rise to in an event of early termination to avoid rewarding poor performance. Contracts should allow for compensation to be reduced to reflect a departing Executive Director's obligation to mitigate loss. Appropriate claw back provisions should be considered in case of an Executive Director returning to the NHS within the period of any putative notice.

Not applicable in 2017/18.

1.17 Advise the Council of Governors in respect of the re-appointment of any Non-Executive Director. Any term beyond six years must be subject to a particularly rigorous review.

The Committee did make a recommendation to extend the one year term of the outgoing NED Audit & Risk Chair for a period of two months to facilitate continuous presence of a NED Audit & Risk Chair and also to offer a period of handover to the incoming post holder.

1.18 Advise the Council of Governors in regard to any matters relating to the removal of office of a Non-Executive Director.

Not applicable in 2017/18.

1.19 Make recommendations to the Council of Governors on the membership of Committees as appropriate, in consultation with the chairs of those Committees.

The Committee reviewed the NED membership of Board Committees at its March 2018 meeting to ensure the best use of skills and fair apportionment of Committee commitments.

2. Remuneration Role

2.1 Recommend to the Council of Governors remuneration and terms of service policy for Non-Executive Directors, taking into account the views of the Chair (except in respect of her own remuneration and terms of service) and the Chief Executive and any external advisers.

In 2017/18 recommendations were made to the Council of Governors to appoint one NED, to extend the appointment of one NED and to appoint the Trust Chair. Each recommendation was made with the support of the Trust Chair (in the case of the NEDS) and the Chief Executive and external panel members/advisors in respect of the Trust Chair. Each recommendation contained remuneration in line with Trust policy. Conditions and terms of service were outlined in the case of each recommendation.

2.2 In accordance with all relevant laws and regulations, recommend to the Council of Governors the remuneration and allowances, and the other terms and conditions of office, of the Non-Executive Directors.

Conditions and terms of service were outlined in the case of each recommendation.

2.3 Agree the process and receive and evaluate reports about the performance of individual Non-Executive Directors and consider this evaluation output when reviewing remuneration levels.

The Committee reviewed the process for NED evaluations in August 2017. Having acknowledged that the process had been successfully implemented previously it was agreed that the same appraisal process would be used in 2017/18.

Reports following appraisals of NEDs held during the year (Julia Tabreham, Margaret Gildea, Richard Wright, Barry Mellor and Anne Wright) were considered by the Committee at its March 2018 meeting. It also received feedback on the informal review of performance of the Acting Chair.

2.4 Input into the Non-Executive Directors appraisals, including approving the appraisal structure and giving assurance to Council of Governors that satisfactory appraisals have taken place.

NED appraisals were reviewed and agreed at its March 2018 meeting. The Committee supported objective setting and agreed feedback for consideration of NED portfolios and development plans. The appraisal structure itself had been reviewed and approved in August 2017.

On appointment of an Acting Trust Chair in January 2017, the Committee had agreed to an informal review of performance. This was undertaken by the Senior

Independent Director and feedback was given to the Committee at its March 2018 meeting.

2.5 In adhering to all relevant laws and regulations establish levels of remuneration which:

2.5.1 Are sufficient to attract, retain and motivate non-executive directors of the quality and with the skills and experience required to lead the trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the trust;

2.5.2 Reflect the time commitment and responsibilities of the roles;

2.5.3 Take into account appropriate benchmarking and market-testing, while ensuring that increases are not made where trust or individual performance do not justify them; and

2.5.4 Are sensitive to pay and employment conditions elsewhere in the Trust.

Benchmarking survey information was received on NED and Trust Chair salary, time commitment and uplift for additional roles at the March 2018 meeting. Members observed that the Trust paid in line with other Trusts in terms of salaries and additional responsibilities. Time commitment was noted to be mid-range of those reported in the survey. Time commitment was also considered when noting appraisal feedback.

2.6 Monitor procedure to ensure that existing Directors remain 'fit and proper' persons as defined in law and regulation;

In year the Committee received a paper to demonstrate that Dr Anne Wright, appointed in January 2017, had successfully completed the Fit and Proper Person Checks. The Committee received confirmation at its March 2018 meeting that Geoff Lewins had also completed the checks, following his appointment in December 2017.

2.7 Oversee other related arrangements for Non-Executive Directors.

The Committee received details of exit interviews held in year from two outgoing NEDs.

Going into the recruitment process for the Trust Chair and NED roles, the Committee requested training session on Recruitment & Selection. Training was provided by the NHS Leadership Academy Executive Search Team.

The Committee invited service user representatives to take part in the interview process for the two roles and unanimously agreed that the insight from these representatives formed a valuable part of the interview process and that the contribution positively impacted on the process and the experience of the candidates.

The role descriptions for the Trust Chair and NED Audit & Risk Chair were reviewed and amended to reflect the experience of the outgoing candidates and the qualities required from candidates.

Objectives for the Trust Chair were discussed and agreed at the March 2018 meeting.

3. Membership

3.1 The membership of the Committee shall consist of governors appointed by the Council of Governors.

- **Four Public Governors (including Lead Governor)**
- **Two Appointed Governors**
- **Two Staff Governors**
- **Chair of the Trust**

This membership reflects the amended membership, agreed by the Council of Governors, in July 2017. The Director of Corporate Affairs & Trust Secretary may also attend as a non-member.

3.2 The Committee will normally be chaired by the Trust Chair. Where the Chair has a conflict of interest, for example when the Committee is considering the Chair's re-appointment or remuneration, the Committee will be chaired by the Vice-Chair.

During four of its meetings in 2017/18, the appointment of the Trust Chair was discussed. During these meetings, the Acting Trust Chair was not required to attend as an interest had been declared in the substantive post. As the Deputy Trust Chair had also declared an interest, these four meetings were chaired by the Senior Independent Director.

3.3 A quorum shall be three members, two of whom must be public governors.

Due to the continued challenges in appointing Appointed Governors to the Committee, membership continued below maximum for the year, with just one appointed governor as a member. One additional public governor and one additional staff governor was added to the membership in 2017 to help the Committee to achieve quorum. Quorum itself was not changed. The Committee agreed at the March meeting to incorporate in quorum requirements that public governors should be in the majority at any meeting.

3.4 By exception, in order to achieve quorum, a governor can be nominated to 'step in' from the same category.

It was not necessary to adopt this exception during the year. It is hoped that with the increase in membership that it should continue to be a route for exceptional use only.

3.5 DUPLICATION OF 3.2

3.6 Initial appointment terms shall be to the end of a member governor's term.

Details on terms for the current member governors are listed below. In 2018/19 the Committee will need to consider its members' appointment terms.

Governor	1, 2, 3rd term	Current Term Ends
John Morrissey (Public)	2 nd term	1 February 2020
Carole Riley (Public)	1 st term	20 March 2019
Kevin Richards (Public)	1 st term	31 January 2020
Moir Kerr (Public)	3 rd term	31 January 2020
April Saunders (Staff)	2 nd term	26 September 2020
Kelly Sims (Staff)	1 st term	1 June 2018
Paula Holt (Appointed)	2 nd term	3 December 2018
Vacancy (Appointed)	-	-

3.7 Every member of the Committee shall be entitled to one vote on any question to be determined by voting. In the event of there being equal votes cast, then the person presiding at such a Committee meeting shall have a casting vote.

The Committee had not exercised its right to vote during the year, but had reached conclusions through discussion, deliberation and debate.

4. Secretary

4.1 The Director of Corporate Affairs & Trust Secretary shall ensure appropriate administrative support to the Committee.

Support was provided to the Committee to support its work throughout the year.

5. Attendance

5.1 Only members of the Committee have the right to attend Committee meetings.

5.2 At the invitation of the Committee, meetings shall normally be attended by the Chief Executive but the Chief Executive is not a member of the Committee and shall have no vote on any matter considered by it.

5.3 The Director of Corporate Affairs & Trust Secretary may attend as a non-member.

5.4 Other persons may be invited by the Committee to attend a meeting so as to assist in deliberations.

A summary of attendance is presented below. As and when required and by invitation the Chief Executive may attend the meeting. Other attendees in year

include representatives from the NHS Leadership Academy Executive Search Team who were engaged in the recruitment of the Trust Chair and Non-Executive Director/Chair of Audit & Risk Committee. The Senior Independent Director attended and chaired four meetings during the year when the Committee dealt with the recruitment of the Trust Chair. The Acting Trust Chair was not required (N/R) to attend these meetings. The Director People & Organisational Effectiveness also attended the Committee, by invitation, to assist in deliberations relating to recruitment.

Member	25 April 2017	21 July 2017	16 August 2017	30 August 2017	6 September 2017	10 October 2017	18 October 2017	25 October 2017	20 March 2018	No of Meetings
Caroline Maley Trust Chair (Acting until 14 September 2017)	Y	N/R	N/R	N/R	N/R	Y	Y	Y	Y	5/5
Paula Holt Appointed Governor	N	N	Y	N	N	N	Y	Y	N	3/9
April Saunders Staff Governor	Y	Y	Y	Y	Y	N	N	N	Y	6/9
John Morrissey Public Governor	Y	Y	Y	Y	Y	Y	Y	N	Y	8/9
Moirra Kerr Public Governor	Y	N	N	N	N	Y	Y	Y	Y	5/9
Ruth Greaves (Resigned 12 September 2017) Public Governor	Y	N	Y	Y	Y					4/5
Kevin Richards (Effective 27 September 2017) Public Governor						Y	Y	Y	Y	4/4
Carole Riley (Effective 19 July 2017) Public Governor		Y	Y	Y	Y	Y	Y	Y	Y	8/8
Kelly Sims (Effective 19 July 2017) Staff Governor		N	Y	Y	N	N	Y	N	N	3/8
Vacancy Appointed Governor	-	-	-	-	-	-	-	-	-	-
Other Attendees										
Sam Harrison Director of Corporate Affairs & Trust Secretary	Y	Y	Y	N	Y	Y	Y	Y	Y	8/9
Margaret Gildea Senior Independent		Y	Y	Y	Y	N/R	N/R	N/R	Y	5/5

Director										
Amanda Rawlings Director of People & Organisational Effectiveness		Y	Y	N/R	Y	N/R	N/R	N/R	N/R	3/3

6. Frequency of Meetings

6.1 Meetings shall be held as required, but at least four times in each financial year.

In 2017/18 nine meetings were held. On two occasions (6 September and 25 October) the Committee convened following the conclusion of interviews to agree on a recommendation on appointment of the Trust Chair and a Non-Executive Director Chair of Audit & Risk Committee.

7. Minutes and Reporting

7.1 Formal minutes shall be taken of all Committee meetings and once approved by the Committee, circulated to all members of the Council of Governors unless a conflict of interest or matter of confidentiality exists.

Minutes have been received by the Committee but are not routinely circulated due to the confidentiality of issues discussed.

7.2 The Committee will report to the Council of Governors after each meeting.

Summary reports were given to the Council of Governors on the business undertaken at each meeting and recommendations made as and when required.

7.3 The Committee shall receive and agree a description of the work of the Committee, its policies and all Non-Executive Director emoluments in order that these are accurately reported in the required format in the Trust's Annual Report.

Details of the work of the Committee are included in the Council of Governors section of the annual report and accounts.

7.4 Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the Trust.

No remuneration consultants were engaged during 2017/18.

8. Performance Evaluation

8.1 The Committee shall review annually its collective performance and report this to the Council of Governors.

The Committee's review of its work in 2017/18 will be presented to the Council of Governors at its meeting in May 2018.

9. Review

9.1 The terms of reference of the Committee shall be reviewed by the Council of Governors at least annually.

The Committee reviewed its Terms of Reference in April 2017. Changes were proposed and agreed to membership (the addition of one further public governor and one further staff governor) to support ease of quoracy. The Terms of Reference were approved by the Council of Governors in July 2017. It is against these Terms of Reference that the Committee has based its review for 2017/18.

The annual review of the Terms of Reference forms part of the forward plan for the Committee but they will continue to be reviewed as and when required. As such, a further review was undertaken in March 2018 to reflect the addition of the requirement for public governors to be in the majority at any meeting held. These revised Terms of Reference will be presented to the Council of Governors at its May meeting for approval.

Integrated Performance Report Summary - Month 12

Purpose of Report

Further to discussions at the Council of Governors meeting held on 22 November 2017, it was agreed that in future the Integrated Performance Report would be provided to Council of Governors with just the cover sheet (as provided to the Trust Board) and the summary diagram which provides highlights and challenges from the financial, operational, people and quality perspectives. The abbreviated report will be presented from the perspective of the Non-Executive Directors and how they have held the Executive Directors to account through their role.

This paper provides the Council of Governors with an integrated overview of performance as at the end March 2018 and is abbreviated from the report presented to the Trust Board on 1 May 2018. The focus of the report is on workforce, finance, operational delivery and quality performance

Executive Summary

The Trust continues to perform well against many of its key indicators, with maintenance or improvements continuing across many of the Trust's services. These can be seen within the body of this report.

The issues identified in previous reports continue to be worked on through the plans that were previously referenced in the Integrated Performance Report.

1. Single Oversight Framework

The Trust is compliant against all Single Oversight Framework operational standards. This includes new standards relating to Out of Area Placements and Data Quality Maturity Index.

As previously forecast the Trust has over achieved the control total surplus by £663k excluding Sustainability and Transformation fund (STF) income. Due to the overachievement of the control total we have received additional STF incentive income of £2.3m. This has resulted in an end of year surplus of £5.8m against the control total of £2.8m.

2. Areas of improving and / or under-performance

Slide 1 of the integrated performance report provides an overview of where the Trust is performing above and below the required standards that have been agreed by Board, with further detail provided in the body of the report.

Board members are asked to seek assurance on the issues identified in slide 1.

Strategic Considerations	
1) We will deliver quality in everything we do providing safe, effective and service user centred care	X
2) We will develop strong, effective, credible and sustainable partnerships with key stakeholders to deliver care in the right place at the right time	X
3) We will develop our people to allow them to be innovative, empowered, engaged and motivated. We will retain and attract the best staff.	X
4) We will transform services to achieve long-term financial sustainability.	X

Assurances

This paper relates directly to the delivery of the Trust's strategy by summarising performance across the four key performance measurement areas.

This report should be considered in relation to the relevant risks in the Board Assurance Framework.

As an integrated performance report the content provides assurance across several BAF risks related to workforce, operational performance, quality performance, financial performance and regulatory compliance.

Consultation

This paper has not been considered elsewhere however; some content supporting the overview presented is regularly provided to, Finance and Performance Committee, People and Culture Committee and Quality Committee.

Governance or Legal Issues

Information supplied in this paper is consistent with the Trust's responsibility to deliver all parts of the Single Oversight Framework and the provision of regulatory compliance returns.

Public Sector Equality Duty & Equality Impact Risk Analysis

The author has a responsibility to consider the equality impact and evidence on the nine protected characteristics (REGARDS people (Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation)).

There are no adverse effects on people with protected characteristics (REGARDS).	X
There are potential adverse effect(s) on people with protected characteristics (REGARDS). Details of potential variations inequalities in access, experience and outcomes are outlined below, with the appropriate action to mitigate or minimise those risks.	

Actions to Mitigate/Minimise Identified Risks

This report reflects performance related to our whole staff and service receiver population and therefore includes members of those populations with protected characteristics in the REGARDS groups.

Any specific impact on members of the REGARDS groups is described in the report itself.

Recommendations

The Council of Governors is requested to consider the content of the paper as presented from the perspective of the Non-Executive Directors on how they have held the Executive Directors to account through their role.

Report presented by: **Mark Powell, Chief Operating Officer**
Claire Wright, Director of Finance
Amanda Rawlings, Director of People and Organisational Effectiveness
Carolyn Green, Director of Nursing and Patient Experience

Report prepared by: **Peter Charlton, General Manager, Information Management**
Rachel Leyland, Deputy Director of Finance
Liam Carrier, Workforce Systems & Information Manager
Rachel Kempster, Risk and Assurance Manager
Peter Henson, Performance Manager

Highlights

- Overachievement of control total
- Additional STF incentive income
- Cash better than plan
- Delivery of Cost Improvement Programme

Challenges

- Containment of agency expenditure within ceiling set by NHSI
- Maintaining reduction in Out of Area costs
- High level of non-recurrent CIP

Financial Perspective

Highlights

- 7 day follow-up target has been achieved.

Challenges

- Clustering continues to be a challenge
- CPA Review in last 12 Months
- Cancellations and DNAs in outpatients
- There has been an under 18 admissions to Adult inpatients
- Letters Target have been breached
- Inpatient 28 day readmissions have exceeded the target
 - 3 patients have had their discharge delayed this month
 - % 6-8 Week Breastfeeding coverage target has been breached

Operational Perspective

Highlights

- Compulsory training compliance remains high and is above 85%.
- Turnover remains low.

Challenges

- Monthly and annual sickness absence rates remain high, but are reducing.
- Budgeted Fte vacancies remain high.
- Appraisal compliance rates remain low, but are increasing.

People Perspective

Quality Perspective

Highlights:

- Peak of 24 complaints in January 2018 has reduced in Feb/Mar 2018, now in line with overall trend
- Improving performance in % of Community Treatment Order rights forms received by the Mental Health Act Office

Challenges:

- Significant increase of episodes of patients held in seclusion in March 2018, in response to the clinical needs of four individuals on two wards.
- One Duty of Candour incident in March 2018 involving an allegation against a staff member. Under investigation.
- Action plan is ongoing around the number of outstanding actions following serious incident investigations

Report from Governance Committee

Purpose of Report

This paper provides an update on the meeting of the Governance Committee held on 17 April 2018.

Executive Summary

Since the last summary was provided in March the Governance Committee has met once on 17 April 2018.

At the meeting the Terms of Reference were reviewed and are attached for approval.

At the meeting Carolyn Green and Darryl Thompson presented the draft Quality Report. Governors commented on the draft Quality Report. Governors agreed that the Lead Governor finalise and approve the Governors' Response to the Quality Report 2017/18 which needs to be prepared as part of the formal consultation on the Quality Report. Since the Governance Committee, the Lead Governor has finalised and approved the Governors' response to the Quality Report which is attached as Appendix 2.

Strategic Considerations

1) We will deliver quality in everything we do providing safe, effective and service user centred care	
2) We will develop strong, effective, credible and sustainable partnerships with key stakeholders to deliver care in the right place at the right time	x
3) We will develop our people to allow them to be innovative, empowered, engaged and motivated. We will retain and attract the best staff.	
4) We will transform services to achieve long-term financial sustainability.	

Assurances

- The Council of Governors can receive assurance that the Committee is well established and discussing key areas of governor business
- Items for decision or approval will be brought to the full Council of Governors as appropriate
- An update of discussions at each meeting is regularly reported to the Council of Governors
- Effectiveness of the meeting is discussed regularly
- The work plan is reviewed at each meeting and changes made as and when required
- The Governance Committee escalates items to the Council of Governors as and when required.

Consultation

No formal consultation is required for this update, although the Governance Committee has been established with a consultative approach and this continues to be reflected through the items discussed.

Governance or Legal Issues

The Governance Committee, as part of its work, will review key governance documents including the governors' Code of Conduct and will oversee Trust Constitution amendments prior to presenting to the Council of Governors.

Equality Impact Risk Analysis

The author has a responsibility to consider the equality impact and evidence on the nine protected characteristics – Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation (REGARDS).

There are no adverse effects on people with protected characteristics (REGARDS).	x
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There are potential adverse effect(s) on people with protected characteristics (REGARDS). Details of potential gaps/inequalities are outlined below, with the appropriate action to mitigate or minimise those risks.	
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Actions to Mitigate/Minimise Identified Risks

Recommendations

The Council of Governors is requested to:

1. Note the report made at the Governance Committee meeting on 17 April 2018.
2. Review and approve the refreshed Terms of Reference for the Governance Committee.
3. Note that the Lead Governor has finalised and approved the Governors' Response to the Quality Report 2017/18.

Report presented by: Gillian Hough, Chair of Governance Committee

Report prepared by: Denise Baxendale, Membership and Involvement Manager

Report from Governance Committee

The Governance Committee of the Council of Governors (CoG) has met once on 17 April since its last report to the Council of Governors in March. Eighteen governors attended. This report provides a summary of the actions and recommendations made.

Visit to Nottingham University

- Governors accepted Gemma Stacey's invitation for the University of Nottingham to host a future Governance Committee meeting at the Royal Derby Hospital.

Governor Role

- Governors will set up a Task and Finish group to review the contents of the website in relation to the governor role. The group will be led by Carole Riley.

Terms of reference Annual Review

Governors agreed to the following changes:

- Item 4 – quorum to be increased from three to six governors
- Item 5 – frequency of meetings to change from monthly to bi-monthly.

The amended Terms of Reference are presented in Appendix 1 for approval by the Council of Governors.

Information for Governors on our services

- A draft leaflet outlining the services provided by the Trust is being specifically designed for Governors to support them in their increased engagement role. The draft leaflet will be presented to the next meeting in June.

Membership & Engagement

- Feedback was received from engagement opportunities which were arranged by the Engagement Officer, and also from governors regarding Patient Participation Groups, student feedback and staff forums
- Governors were encouraged to attend engagement events as agreed focus for governors activity for 2018/19
- Governors received an updated list of opportunities in 2018 to attend membership events in communities across the City and County and were asked for details of any events in their constituencies that they are aware of
- Governors were encouraged to feedback themes from engagement events / topics of conversation to present membership/public viewpoints and issues to NEDs as part of the governor statutory engagement role.

Summary Report from the Membership and Engagement session taking forward actions/recommendations

- Governors agreed to establish a Task and Finish group focusing on engagement to agree actions to take forward. The group will be led by Angela Kerry.

Draft agenda for Council of Governors

Governors discussed and considered items for inclusion in the draft agenda for Council of Governors on 1 May and agreed its contents.

Governor attendance at Council of Governor meetings

- 21 governors had attended at least one of the last three successive normal Council of Governors meetings.

Quality Report

- Darryl Thompson and Carolyn Green presented the draft Quality Report.
- Governors commented that the report is thorough, robust, comprehensive, detailed, open and honest. Governors acknowledged the prescribed content, and feel confident that the content is aligned with their knowledge of the Trust, including from other documents or meetings.
- Governors agreed that the Lead Governor will finalise and approve the governor statement on the contents of the report which needs to be prepared as part of the formal consultation on the Quality Report
- Governors made suggestions for inclusion in the 2018/19 Quality Report.

Training & Development

- The governors' training and development programme as developed by Governors for this year was presented
- Governors agreed to include a session on Raising Concerns to be presented by Kully Hans, Freedom to Speak Up Guardian
- Training sessions will not go ahead if there is fewer than 33% of governors in attendance
- A governor has been identified to attend the NHS Providers Governor Focus Conference in London on 24 May and will feedback at the next Governance Committee meeting.

Declaration of Interest annual review

- Governors were requested to update their declarations of interest

Escalation items to the Council of Governors

- There were three items to escalate to COG relating to recruitment and retention, volunteers, and young people's services.

Revised Governor Code of Conduct

- All governors are required to sign the revised code – some are still outstanding and reminders will be sent.

Emergency contact forms

- All governors are required to complete the form – some are outstanding and reminders will be sent.

Governor travel expenses

- The Trust is now able to pay travel expenses direct into bank accounts
- The form for governors to complete will be circulated via *Governor Connect*

Annual Report 2017/18

- Governors agreed the contents of the Council of Governors section of the Annual Report

Terms of Reference of the Governance Committee
Approved by Governance Committee – 17 May 2017
Ratified by Council of Governors – 18 July 2017

Authority

The Council of Governors Governance Committee is constituted as a Committee of the Council of Governors. The Governance Committee will review key governance documents including the governors' Code of Conduct and will oversee Trust Constitution amendments prior to presenting to the Council of Governors.

1. Role

The Council of Governors Governance Committee shall be responsible for advice and support on:

1.1 Code of Conduct

- 1.1.1 Maintaining an overview of governor attendance and contribution in line with the Governors' Code of Conduct and best practice, ensuring effective processes are in place to deal with any non-compliance, behaviour or conduct issues,
- 1.1.2 Annual review of the Governors' Code of Conduct

1.2 Membership & Engagement

- 1.2.1 Ensure governors have an agreed approach to member engagement and recruitment and that the Council of Governors' responsibilities are met in this respect.
- 1.2.2 To assist in creating opportunities to engage with governors constituents and to create new members and engage with existing members.
- 1.2.3 To assist in the recruitment of governors and in preparing them to fulfil their responsibilities.
- 1.2.4 Regularly review the Trust's membership data.
- 1.2.5 Maintain an oversight of governor involvement in Trust activities, ensure that those activities are coordinated and reported back to the Council of Governors.
- 1.2.6 Advise on arrangements for the Annual Members Meeting.

1.3 Quality

- 1.3.1 To consider the Trust's Quality Account and support the coordination of the governors' statement.

1.4 Holding to Account

- 1.4.1 Oversee engagement activities with Non-Executive Directors.
- 1.4.2 Make proposals for the Council's forward work programme, including items related to holding the board to account.

1.5 Training & Development

- 1.5.1 To consider the learning and development needs of the Council of Governors required to enable governors to undertake their role and responsibilities efficiently and effectively.
- 1.5.2 To reflect upon the training and development undertaken and review feedback received from governor development sessions.

1.6 Governance

- 1.6.1 Give due consideration to laws and regulations and the provisions of the NHS Foundation Trust Code of Governance.
- 1.6.2 Ensure the Council of Governors' annual effectiveness review is undertaken and outcomes presented to the Council of Governors with any required recommendations to discharge its role.
- 1.6.3 Review of any proposed changes to the Trust's constitution, making recommendations as required.

- 2. The Council of Governors shall not delegate any of its powers to the Governance Committee and the Governance Committee shall not exercise any of the powers of the Council of Governors.

3. Membership of the Committee

- 3.1 The Governance Committee shall comprise of elected Public Governors, Staff Governors and Appointed Governors.
- 3.2 The following are also invited to attend:
 - Chair or Deputy Chair in the absence of the Chair
 - Director of Corporate Affairs & Trust Secretary
 - Deputy Director of Communications and Involvement
 - **Communications Membership** & Involvement Manager
 - Nominated Membership Champion
 - Assistant Trust Secretary

4. Quorum

A Quorum shall comprise:

- a) **Three Six** governors
- b) One member of Trust staff, aside from Staff Governors

5. Frequency of Meetings

- 5.1 The Committee shall meet **monthly bi-monthly** and report regularly to the Council of Governors.

6. Planning & Administration of Meetings

- 6.1 Yearly the Committee shall elect from its membership, a governor to serve as Chair of the Committee who will be eligible for re-election after the term has expired.
- 6.2 The Committee shall elect from its membership, a governor to serve as a Deputy Chair.
- 6.3 The ~~Communications Membership~~ & Involvement Manager ~~and the Assistant Trust Secretary~~ will support the planning and administration of the Committee.

7. Review

- 7.1 The terms of reference of the Committee shall be reviewed by the Governance Committee annually and changes submitted to the Council of Governors for approval.

Governors' Response to the Quality Report 2017/18

Overall comments

The report is seen as thorough, robust, comprehensive, detailed, open and honest. The Governors acknowledged the prescribed content, and feel confident that the content is aligned with their knowledge of the Trust, including from other documents or meetings.

Quality priorities

With regards to if the report has the right priorities to have the biggest impact in driving up quality in the Trust, Governors feel reassured that the data was available to be able to be included in the report. The Governors ask that a table is added to more clearly show waiting list times, including if this is for a first appointment or a follow up appointment, plus what happens for people who need psychotherapy outside of the IAPT model. Agency spend was discussed, and we agreed that this will be covered in the broader annual report.

Suggestions for the 2018/19 Quality Report

- Waiting times and psychotherapy referrals as described above
- A description with a quality focus as to our performance around recruitment, retention and training
- The Governors also ask if we can explore how we might be able to map any potentially hidden diminution of services e.g. twice yearly appointments from four times yearly appointments, that is driven by workload pressures rather than personal choice or reduced clinical need
- Work with other agencies around quality schemes, as part of the Sustainability and Transformation Programme.

Other suggestions

- Theme the best practice from the quality visits.

John Morrissey

Lead Governor, Derbyshire Healthcare NHS Foundation Trust

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

**Held in Conference Rooms A&B
Research and Development Centre, Kingsway, Derby DE22 3LZ**

Wednesday 28 February 2018

MEETING HELD IN PUBLIC

Commenced: 1pm

Closed: 4:40pm

PRESENT:	<p>Caroline Maley Dr Julia Tabreham Margaret Gildea Geoff Lewins Dr Anne Wright Ifti Majid Claire Wright Dr John Sykes Carolyn Green Mark Powell Lynn Wilmott-Shepherd Samantha Harrison</p>	<p>Trust Chair Deputy Trust Chair and Non-Executive Director Senior Independent Director Non-Executive Director Non-Executive Director Chief Executive Director of Finance & Deputy Chief Executive Medical Director Director of Nursing & Patient Experience Chief Operating Officer Interim Director of Strategic Development Director of Corporate Affairs & Trust Secretary</p>
IN ATTENDANCE:	<p>Anna Shaw Celestine Stafford Sue Turner Nicola Fletcher Martine King</p>	<p>Deputy Director of Communications & Involvement Assistant Director People and Culture Transformation Board Secretary (minutes)</p>
For item DHCFT 2018/081	Nicola Fletcher	
For item DHCFT 2018/018	Martine King	Early Intervention Service Dual Diagnosis Link Nurse and head of PARC Group
For item DHCFT 2018/018	Mark Wright	Early Intervention Service and member of PARC Group
For item DHCFT 2018/018	Joanna Griffiths	Student Nurse
For item DHCFT 2018/018	Nicola	PARC Group service receiver
For item DHCFT 2018/018	James	PARC Group service receiver
For item DHCFT 2018/018	Josh	PARC Group service receiver
For item DHCFT 2018/024	Joanna Miatt	Consultant Psychologist Adult Eating Disorders Service
For item DHCFT 2018/024	Elizabeth Banahan	Team Manager CAMHS (Child and Adolescent Mental Health Services) Eating Disorders Service
APOLOGIES:	<p>Richard Wright Amanda Rawlings</p>	<p>Non-Executive Director Director of People & Organisational Effectiveness</p>
VISITORS:	<p>John Morrissey Surrinder Kaur Sarah Bennett</p>	<p>Lead Governor and Public Governor, Amber Valley South Care Quality Commission Care Quality Commission</p>

DHCFT 2018/017	<p><u>CHAIR'S WELCOME, OPENING REMARKS, APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST</u></p> <p>Trust Chair, Caroline Maley, opened the meeting and welcomed everyone. Apologies were noted from Non-Executive Director (NED), Richard Wright, who had reached Kingsway site but had to return home due to concerns with travelling safely in the snow across Derbyshire.</p>
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	<p>Apologies had also been received from the Director of People and Organisational Effectiveness, Amanda Rawlings. She was represented by Celestine Stafford, Assistant Director People and Culture Transformation. It was clarified that Celestine is employed by Derbyshire Community Healthcare Services NHS FT (DCHS) and is working with DHCFT under an honorary contract.</p> <p>Chief Operating Officer, Mark Powell, was running an emergency meeting to establish the safety of the Trust's services in Chesterfield and the High Peak given the current difficult weather conditions and would shortly join the meeting.</p> <p>Stacy Rach, Acting Lead Nurse from Morton Ward had been invited to shadow Caroline Maley at today's meeting but was unable to travel to Derby due to the difficult travelling conditions.</p> <p>Caroline Maley referred to the Declarations of Interest Register and suggested that Deputy Trust Chair, Dr Julia Tabreham's declaration in respect of her husband's inspection services carried out on behalf of Lloyds Register be removed as it was not considered that this would give rise to a conflict of interest. Julia Tabreham informed the Board that she was no longer involved with the Parliamentary and Health Service Ombudsman's contribution to establishing NHS complaints advocacy support in Ireland and this entry on the Register could also be removed. It was noted that Non-Executive Director, Richard Wright, was no longer Chair of the UTC Sheffield Multi Academy Trust.</p> <p>ACTION: Declarations of Interest to be updated in respect of Julia Tabreham and Richard Wright</p>
<p>DHCFT 2018/018</p>	<p><u>SERVICE USER STORY</u></p> <p>Assistant Director of Clinical Professional Practice, Nicola Fletcher, introduced Martine King, from the Early Intervention (EI) Service and founder of the PARC Group. Mark Wright from the EI Service and member of PARC, accompanied Martine along with Joanna Griffiths, a student nurse and Nicola, James and Josh, service receivers who had been invited to talk about their recovery through the PARC programme.</p> <p>The PARC (Psychosis and the reduction of cannabis (and other drugs)) is a group run as part of the EI programme in Derby. The Board heard how PARC believe in supporting people as a whole person. Their methodology is based on connectivity and this is the motivation for their clients which is the opposite of addiction. They also work towards achieving people's aspirations with them through weekly group sessions along with a sharing of life experiences which drives their approach through a twelve week recovery programme.</p> <p>Martine explained how a lot of PARC's work includes working with Adverse Childhood Experiences (ACE). Around 70% of people in the group have numerous ACE experiences which have affected their later life health and wellbeing. Josh described how he had broken down his childhood experiences that had caused him trauma. These childhood experiences that affected him could affect his future but he is determined not to let them. Nicola shared how support from PARC and other members of the recovery programme had enabled her to adapt her way of thinking in a more positive way and had empowered her to live independently. James talked about how the group format works towards recovery and was proud of being drug free for two years.</p> <p>Chief Executive, Ifti Majid, observed that the group sessions help to shift people's thinking and also provides support and learning from each other. He was interested to know how Board could improve access and support and heard about how difficult it is to describe how you feel in a ten minute appointment with your GP. Having support and empathy from psychiatrists and clinicians is important. The common theme is the need to be listened to as an expert in their own feelings and be allowed to be work with psychiatrists so they are equally involved in their recovery.</p>

	<p>Director of Nursing and Patient Experience, Carolyn Green, invited Josh, Nicola and James to work with her to help design a strategy for the Trust's dual diagnosis service that will ensure that mental health and physical health is better addressed within the Trust treating the whole person and all of their needs holistically.</p> <p>On behalf of the Board, Caroline Maley thanked Martine and members and service users of PARC for their inspirational story that had enabled to Board to reflect on the invaluable contributions that service users bring to our services by being experts by experience.</p> <p>RESOLVED: The Board of Directors received and noted the innovative practices developed through the family first model</p>
DHCFT 2018/019	<p><u>MINUTES OF THE MEETING DATED 31 JANUARY 2018</u></p> <p>The minutes of the previous meeting, held on 31 January were agreed and accepted as an accurate record subject to the third paragraph of the Chief Executive's Report item DHCFT 2018/006 being corrected to report that the Derbyshire GPFV (General Practice Forward View) STP (Sustainability Transformation Plan (Joined Up Care Derbyshire)) Workforce plan has been accepted by NHS England and the Derbyshire System was given an initial rating of "partial assurance".</p> <p>The word '<i>resulting</i>' in the final sentence of the fifth paragraph of the Integrated Performance Report (IPR) on page 6 under item DHCFT 2018/006 would be replaced with '<i>demonstrating</i>'.</p> <p>removal of the last sentence of the fourth paragraph of the item DHCFT 2018/023.</p>
DHCFT 2018/020	<p><u>ACTIONS MATRIX AND MATTERS ARISING</u></p> <p>The Board agreed to close all completed actions. Updates were provided by members of the Board and were noted on the actions matrix. All completed 'green' actions were scrutinised to ensure that they were fully complete and actions that were not complete were challenged with Executive Director leads.</p>
DHCFT 2018/021	<p><u>CHAIR'S UPDATE</u></p> <p>Caroline Maley's report provided an update on the recent meetings and visits to staff and services since the last meeting in January. She provided a verbal update on her meeting with Pauline Latham MP which had included discussion on the services the Trust provides along with the priorities and challenges we are facing. She and Pauline Latham also discussed the Dying to Work Charter and how support is given to staff with terminal diagnoses so they can continue to work with dignity.</p> <p>Caroline undertook keep Pauline Latham updated on how the release of IPP (Imprisonment for Public Protection) individuals will affect the people of Derbyshire as this was a cause of concern for her regarding her constituents. Caroline was pleased to report that she had also offered Pauline Latham and her staff mental health awareness training which is a service the Trust offers to other MPs and their staff in the county.</p> <p>Julia Tabreham questioned the cancellation of the Joined Up Care Derbyshire meeting and was provided with assurance that it was agreed that it would be more sensible to have a smaller group to plan and prepare for the NHS England/Improvement stocktake meeting on 7 March.</p> <p>RESOLVED: The Board of Directors noted the activities of the Trust Chair throughout February</p>

<p>DHCFT 2018/022</p>	<p><u>CHIEF EXECUTIVE'S REPORT</u></p> <p>The Chief Executive's report provided the Board of Directors with an update on developments occurring within the local Derbyshire health and social care community. The report also updated the Board on feedback from external stakeholders such as commissioners and feedback from staff. Ifiti Majid's report was used to support strategic discussion on the delivery of the Trust strategy.</p> <p>Ifiti made reference to the effects that Brexit might have on the Trust's workforce supply and the risks that could impact on the Trust. Although these issues are political in nature he emphasised how the Board remains sighted on risks relating to workforce issues and that they are covered in the Board Assurance Framework (BAF) and are kept under ongoing review through our risk assurance processes to enable the Board to decide on appropriate action to be taken when risks materialise or increase.</p> <p>Ifiti shared with the Board his experience of visiting the children's services at the Lighthouse and Ivy House school. He described how nurses at Ivy House are supporting to the Trust's new vision and are working with children with challenging health conditions that enables these children to participate in school. The lessons to be learnt from this visit was to support these remote specialist teams to ensure that they feel part of our bigger organisation especially as they are located away from the main Trust sites.</p> <p>Ifiti Majid referred to the Director of Public Health's annual report that was appended to his report. He introduced Cate Edwynn, Derby City Director of Public Health who had been invited to make a presentation to the Board on health inequalities in the Derby population through the fictional portrayal of two families - one in Allestree and the other in in Arboretum - that covered health issues and key statistics through a storytelling approach. A noticeable theme throughout the report and the presentation was the widening gap in health inequalities between the two wards in Derby and how by following the 'Marmot City' principle, the life expectancy gap between the poorest and most affluent residents can be reduced and improvements can be made in education, health outcomes, life satisfaction and employment.</p> <p>The Board heard that the strategic leadership of the Health and Wellbeing Board (HWB) will ensure that reducing inequalities would be a priority for the city and how the public health team at Derby City Council would like to work with the Trust to carry this strategy forward to reduce inequalities and improve the health and wellbeing of the local population.</p> <p>Anne Wright, Chair of the Safeguarding Committee, hoped that this strategy and working together in partnership with Derby City Council would help new and emerging communities as there is such a difference in their culture, education and language. Help was also needed to reduce the number of children under protection as numbers are increasing. Connecting these services would enable a system approach to provide joint needs at individual patient level.</p> <p>The Board supported having shared objectives with Derby City and hoped that the STP (Sustainability Transformation Plan) can also influence this objective. Ifiti thanked Cate for giving the Board the opportunity to hear at first-hand what causes health inequalities which allowed the Board to think about austerity and how we can drive our strategy to enable us to do things differently.</p> <p>RESOLVED: The Board of Directors noted and scrutinised the Chief Executive's update</p>
<p>DHCFT 2018/023</p>	<p><u>INTEGRATED PERFORMANCE AND ACTIVITY REPORT (IPR)</u></p> <p>The IPR provided the Trust Board with an integrated overview of performance as at the end of January that focussed on workforce, finance, operational delivery and quality</p>

	<p>performance.</p> <p>Mark Powell was pleased to report that the Trust remains compliant against all Single Oversight Framework operational standards including continued progress with out of area placement and Data Quality Maturity Index. The financial position in terms of our end of year position includes a surplus ahead of plan, a forecast over achievement of control total, a cash position that is better than plan and the delivery of our Cost Improvement Programme (CIP).</p> <p>The report showed that our safety plan is progressing and the number of complaints under investigation is reducing. The Board noted that deep dive assurance reports on areas of concern will be received by the Board Committees during March. Outpatient clinic cancellations and delayed transfers of care will be reviewed by the Finance & Performance Committee and recruitment, retention and sickness absence hot spot areas will be continue to be monitored by the People & Culture Committee.</p> <p>Anne Wright asked for assurance that patients who have their appointments cancelled are in fact seen by a consultant or clinician. Mark Powell informed her that cancellations are carried out well in advance of the appointment and the appointment is always rebooked.</p> <p>Julia Tabreham asked how the process of delayed transfers of care can be improved. Mark Powell explained the recently introduced process that is carried out though the Red2Green initiative under national guidance of delayed transfers of care. He is confident that the results of discussions that are taking place between the Trust and social care partners to ensure we help and support individuals will be seen over the next few months.</p> <p>Ifti Majid questioned the level of parity of esteem regarding delayed transfer of care from a county and city perspective. Mark Powell responded that we have not had the same level of support for our inpatients in the city that we have had from the county. He is liaising with Derby City Council to ensure safe discharge and assured the Board that close work was taking place to ensure patients get the support they need for their safe and onward discharge.</p> <p>Margaret Gildea, as Chair of the People & Culture Committee, referred to recruitment, staff retention and sickness absence hotspots and informed the Board that a report identifying hotspots where sickness absence is a symptom that may be linked to poor leadership is due to be received by the Committee in March that will allow us to start to put solutions in place to solve these problems' root cause.</p> <p>The report showed that flu vaccination of Trust staff has increased. Julia Tabreham asked for assurance that we are focussing on front line staff. Celestine Stafford, Assistant Director People and Culture Transformation, advised that the increase in vaccinations is still quite heavily weighted to non-clinical areas and the target for next year will be 75%. Flu clinics have been set up at staff induction events to enable new starters to be vaccinated and it is expected that the additional resource that will be provided through the implementation of the new HR shared services will improve the effectiveness of the flu campaign.</p> <p>Caroline Maley referred to medical agency spend as being a challenge and asked how our strategy to recruit to the medical workforce from India was progressing. Mark Powell was pleased to report that 2017/18 agency spend is likely to be £1m less than last year. A medic from India is due to transfer to Derby and there are more in the pipeline. The work we are doing in India is a shared approach and is a very positive initiative, and the onboarding of these individuals is an effective process.</p> <p>Mark Powell reflected on the need to take the next stage of the workforce plan forward to address the strategic issues outlined in the IPR. Once the workforce plan has been developed for year two a review of year one will be undertaken to establish whether we</p>
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	<p>have pursued the right objectives and that the right strategy is in place.</p> <p>Medical Director, John Sykes, recognised that medical recruitment will be an ongoing challenge for some time. He was pleased to report that the study leave policy has now been finalised along with in-house training development. Job planning is being looked at in order to develop a more flexible workforce. It is hoped that in the long term we will have a much more integrated workforce to provide a service to patients.</p> <p>RESOLVED: The Board of Directors considered the Integrated Performance Report and obtained limited assurance on current performance across the areas presented.</p>
DHCFT 2018/024	<p><u>DEEP DIVE – JOINT EATING DISORDERS SERVICE</u></p> <p>Consultant Psychologist, Joanna Miatt from Adult Eating Disorders Service and Liz Banahan, Team Manager, CAMHS (Child and Adolescent Mental Health Services) Eating Disorders Service joined the meeting and talked to the Board about their experiences and challenges of operating the shared Eating Disorders service.</p> <p>The Adult Eating Disorders service was developed in 2007 and offers a range of treatments to improve the health and wellbeing of adults within Derbyshire. There are currently 128 service users currently in treatment cared for by approximately 10 whole time equivalent (WTE) staff. The current maximum waiting time is less than four weeks. Engagement and timeliness is key and the team are responsive to service users' needs. The Eating Disorders service was developed in 2016 for children and young people with a diagnosable eating disorder. The service has taken on 75 new referrals and has a caseload of 72 service users cared for by 6.7 WTE clinical staff. The criteria is based on early and family based intervention. They are currently meeting the access to waiting time of one week for urgent cases and four weeks for routine cases.</p> <p>Following the recent CQC formal visit to this service the teams received exceptionally positive feedback. The CQC confirmed that the service meets the five quality standards. The Board heard that the highlight from the CQC visit was being able to demonstrate a sense of caring which was also evidenced by service user feedback.</p> <p>In terms of achievements, the CAMHS service has seen a reduction in inpatient admissions. There has also been an 8% reduction in length of stay which is lower than the national benchmark. A high level of skills and training has taken place which has developed an ability to reflect and learn within the team. A national eating disorder conference is taking place later this month at which the team will be presenting. Joint working initiatives have also been developed with paediatricians and specialist inpatient units. Training is also being offered to all families involved and is something the team have been very committed to developing.</p> <p>Joanna and Liz talked about the challenges they face. Because the team is small and is of a specialist nature they feel vulnerable because they are significantly affected by sickness absence and maternity leave. Joanna informed the Board that she and the team felt criticised because they do not offer a service to people with a BME above 16.9. This is because the service is currently commissioned at this level and they do not have enough resource which means that the needs of about 75% of our adult population with eating disorders in Derbyshire are not able to be met by the service. LWS explained that a business case is currently being developed with Commissioners with a view to expanding the service if investment is available. Joanna would like to build up the workforce within the Eating Disorders service to meet this client group's needs to enable approximately 150 new referrals a year.</p> <p>Carolyn Green informed the Board that lack of resource had been raised a year ago with commissioners as the regions around Derbyshire had received extensive uplift to their adult services. The Board discussed the lack of funding to this service and Ifti Majid undertook to raise this matter with commissioners and with the Health and Wellbeing</p>

	<p>Boards as there is a cohort of people we are not reaching in Derbyshire, which is a much greater population than we were originally commissioned for.</p> <p>The issue of trying to deliver group intervention discussions and identifying facilities to carry out these sessions was raised. It was thought that use could be made of leisure centres or using the connections that the Trust has with fire service in Derby City could be followed up.</p> <p>The need to transfer clients into other specialist areas can be challenging for the service as this sometimes needs to be a combined initiative to ensure patients are return to recovery teams for an approach based on quality of life. Carolyn Green understood this challenge and agreed to support the Eating Disorders service by including this need in the new Eating Disorders Strategy.</p> <p>The Board congratulated the Joanna and Liz and Eating Disorders Service on the success of their recent CQC visit and committed to support them to resolve the challenges that were raised above.</p> <p>ACTION: Funding for Eating Disorders to be escalated through the Health and Wellbeing Board and commissioners.</p> <p>ACTION: Introduction of a combined initiative with specialist areas to be captured in the new Eating Disorders Strategy.</p> <p>RESOLVED: The Board of Directors received and noted the presentation made by the Adults and CAMHS Eating Disorders Service.</p>
DHCFT 2018/025	<p><u>QUALITY POSITION STATEMENT</u></p> <p>Carolyn Green provided the Board of Directors with an update on the organisation's continuing work to improve the quality of services that are provided in line with the Trust Strategy, Quality Strategy and Framework and strategic objectives.</p> <p>This month's report included details of the publication of the National Inquiry into Mental Health and Carolyn Green was pleased to report that updated information shows that the Trust is placed below the national median for suicides, homicides and staff turnover. Data and a heat map on the incidences of mental health homicides enabled analysis of the risks in our county. A scorecard with the Trust's rate will be included in our Quality Account (2017-18).</p> <p>The report also highlighted the Trust's practice with mental capacity and decision making which has been reviewed and monitored by the Mental Health Act Committee. There has been a significant improvement in the application of the Mental Capacity Act in inpatient units following extensive practice development and quality improvement measures.</p> <p>Ifti Majid thought that the report highlighted the link between CPA (Care Programme Approach) and SI (Serious Incidents). Carolyn Green assured him that the revision of our care plan approach is something that the Quality Committee sought assurance on as well as the Board. The Committee is overseeing the intention to realign the CPA to the person's need. Good progress is being made in retesting this model which is the biggest change to be made to CPA within the Trust which will also be impacted by EPR (Electronic Patient Record) and compliance monitoring.</p> <p>RESOLVED: The Board of Directors received the Quality Position Statement and gained significant assurance on safety with the Trust</p>
DHCFT 2018/026	<p><u>BOARD ASSURANCE SUMMARIES & ESCALATIONS</u></p> <p>Assurance summaries were received from meetings of the Safeguarding Committee, Quality Committee and Mental Health Act Committee held in February. Committee</p>

	<p>Chairs summarised the escalations that had been raised and these were noted by the Board as follows:</p> <p>Safeguarding Committee: Committee Chair, Anne Wright, reported that the Committee continues to be focussed on the child protection plan and the impact that new and emerging communities are having on the community teams. She was pleased to report that the Committee is running well since its operational sub-group was formed which concentrates on the monitoring of operational issues. Compliance with Safeguarding Children and Safeguarding Adults training still remains an issue due to the difficulties in releasing staff when the teams are under pressure and this is being monitored by the People & Culture Committee.</p> <p>Quality Committee: Committee Chair, Julia Tabreham, informed the Board that she was pleased to report that continued improvement has been seen in reports received by the Committee which has aided challenge and discussion. The Committee remains concerned about the rise in violence to staff and is keeping this matter under close review. A challenge was raised through the Committee to ensure that transgender people are not 'outed' through data collection on PARIS (patient record system) unless patients wish to be known as 'transgender'. The Board understood that this is a complex issue that will need to be resolved within our data records process.</p> <p>Mental Health Act Committee: The assurance summary received from this Committee was the first to be issued in the new style format. Chair, Anne Wright, reported that the discussions and challenges held by the Committee are now more assurance focussed due to the effectiveness of the Mental Health Act Operational Group. The Committee received an excellent report on the use of the Mental Health Act (MHA) which also included data on the variances by ethnic grouping. Medical Director, John Sykes, undertook to produce a report for the Board summarising the trends of ethnicity relating to application of the MHA over a twelve month period.</p> <p>Caroline Maley thanked the Board Committee chairs for their feedback and asked the Board to reflect on the new style assurance summary to assess whether it provides assurance in an improved and more digestible format.</p> <p>ACTION: Report on trends of ethnicity and the Mental Health Act to be submitted to the Board</p> <p>RESOLVED: The Board of Directors received and noted the Board Committee Assurance Summaries and Escalations</p>
<p>DHCFT 2018/027</p>	<p><u>UPDATED CONSTITUTION</u></p> <p>Amendments to the Trust's constitution require the approval of both the Council of Governors and the Trust Board. This report presented by Director of Corporate Affairs & Trust Secretary, Sam Harrison, requests the Trust Board to approve changes to the constitution, previously approved by the Council of Governors (COG) at its meeting on 24 January 2018.</p> <p>Discussion had taken place with governors regarding constituencies within the Council of Governors as outlined in the Trust constitution and Sam Harrison gave a brief overview of the proposed changes. The number of public constituencies is proposed to reduce from 15 to 10 but there will be no difference in the overall number of the Trust's public governors or their roles.</p> <p>There is a proposal to increase the number of staff governors and this was considered to be a positive and helpful change by COG.</p> <p>There is a change to the partnership with organisations as Derbyshire Constabulary no longer wish to be involved in the COG but continue to work closely with the Trust for example through the Crisis Care Concordat. Minor changes relating to the quorum of</p>

	<p>COG from 20% to one third, with a minimum of six, was seen as an improvement by governors. There will be an increase in the membership of the Governor Nominations & Remuneration Committee from four to six members by one public and one staff governor. Reference made to Monitor is to be amended to NHS Improvement (NHSI) when it is not specific regulatory issues.</p> <p>John Sykes was concerned that Derbyshire Constabulary did not wish to be involved as a partnership organisation and was assured that this did not present an issue as they are already involved with the Trust from an operational perspective.</p> <p>The Board noted that it is good practice to refresh the constitution periodically and approved the changes to the constitution as set out in the report. The Board understood that because some changes in the constitution reflect the powers of duties of COG this will be formally raised at the Annual Members' Meeting in September and will involve at least one governor being in attendance to present the amendment.</p> <p>RESOLVED: The Board of Directors:</p> <ol style="list-style-type: none"> 1. Considered and endorsed the proposed changes to the Constitution, previously approved by the Council of Governors on 24 January 2018: <ul style="list-style-type: none"> • Public Constituency • Staff Constituency • Partnership Organisations • Composition of the Council of Governors • Quorum • Termination of Tenure • Membership of Governors Nominations & Remuneration Committee • Significant transactions • Equality best practice • Regulatory body changes. 2. Acknowledged that changing the termination of tenure voting will require a change to the Code of Conduct for the Council of Governors. 3. Noted that once the Board has approved and endorsed the changes as agreed by the Council of Governors, the changes take immediate effect. The revised Constitution will be circulated to all directors and governors for information, and a copy sent to the regulator within 28 days of approval (this is the later of the two dates on which the Board and Council approved the changes). Copies on the Trust's website should also be updated. 4. Noted that the changes to the composition of the Council of Governors (amendments to constituencies and an increase of staff governors) require presentation to the next Annual Members Meeting. 5. Noted that the change to the powers of the Council of Governors related to quorum and termination of tenure require presentation to an Annual Members Meeting by a member of the Council of Governors where members will be given the opportunity to vote on whether they approve the amendment. 6. Noted that should governors and/or members not agree with the changes regarding composition and powers as presented at the Annual Members Meeting, the Trust will revert back to the previous version of the Constitution.
<p>DHCFT 2018/028</p>	<p><u>LGBT+ COMMITMENTS UPDATE</u></p> <p>February is LGBT+ history month and Claire Wright's paper provided an update on the Board's LGBT+ commitments and priorities.</p> <p>Claire Wright highlighted the publicity and awareness of LGBT+ that is now being made through corporate induction, Connect and the staff magazine, social media, Derbyshire LGBT+ role model conference, all staff email interactions, meetings with LGBT+ colleagues, service users and others from inside and outside organisation. A lot of positive communication has resulted in empowered decision making regarding LGBT+ inclusive environment decisions such as the installation of gender neutral toilets at the Hartington Unit.</p>

	<p>The Trust will ensure continuing/expanding engagement and making connections including key LGBT+ events across the year and replacement of square rainbow stickers with rainbow heart stickers. An application will be made for appropriate Stonewall accreditation; there will be continued support to LGBT+ role models and allies along with the creation of vibrant a network to determine next key priorities.</p> <p>The Board recognised the progress being made in this area and appreciated that this work also supports the Trust's Equality Delivery System (EDS2) work.</p> <p>RESOLVED: The Board of Directors:</p> <ol style="list-style-type: none"> 1) Received the update in line with their LGBT+ commitments 2) Received significant assurance from progress with activity for LGBT+ inclusion
DHCFT 2018/029	<p><u>IDENTIFICATION OF ANY ISSUES ARISING FROM THE MEETING FOR INCLUSION OR UPDATING IN THE BOARD ASSURANCE FRAMEWORK</u></p> <p>As a result of today's discussions it was agreed that risks associated with the Eating Disorders service not receiving appropriate funding will be included within the appropriate risk within the Board Assurance Framework.</p> <p>ACTION: Reference to issues relating to the Eating Disorders commissioned resource to be incorporated within the established risk in the BAF</p>
DHCFT 2018/030	<p><u>MEETING EFFECTIVENESS</u></p> <p>The Board was pleased that the Director of Public Health attended today's meeting which will ensure partnership working in improving the equality of people's health and wellbeing in the city of Derby.</p>
DHCFT 2018/031	<p><u>2017/18 BOARD FORWARD PLAN</u></p> <p>The 2018/19 forward plan will be submitted to the next meeting on 28 March.</p>
<p>The next meeting of the Board to be held in Public Session will take place at 1pm on Wednesday, 28 March 2018.</p> <p style="text-align: center;">The location will be Conference Rooms A&B Research and Development Centre, Kingsway, Derby DE22 3LZ</p>	

Trust Chair's report to the Board of Directors

Purpose of Report

This report is intended to provide the Board with the Trust Chair's reflections on her activity with and for the Trust since the previous Board meeting on 28 March 2018. The structure of this report reflects the role that I have as Trust Chair.

Our Trust and Staff

1. I have made a point of visiting as many front line services as possible, so that my leadership is grounded on the reality of what our staff face every day, and also to ensure that I have a good understanding of the services provided by the Trust.
2. On Wednesday 11 April 2018, I visited staff based at Dale Bank View in Swadlincote. I joined a Multi Discipline Meeting (MDM) where a range of issues were discussed and plans put in place to support service users. My visit was hosted by Lesley Edwards, and the locum consultant was Dr Syad Hussain. This visit was very useful for me to attend as it supported the messages that the Board has received about the pressures on our community teams, and the shortage of resources. In particular this base has struggled to fill its consultant post, and has had many locums, leading to pressure on services user and a lack of consistency in their treatment.

At the end of the MDM, the team heard from Catherine Parker from the Cognitive Behaviour Therapy team and two of her colleagues, who are a central service, on the services that they provide and how the team could use the services offered.

As always it was an opportunity to hear from staff at the front line, and there are a number of observations that I have brought back for discussion with the executive team. What was pleasing to hear is that they enjoy having visits from Ifti (on the road), and from me. At times they feel a little on the periphery of the Trust.

3. On Thursday 12 April, I visited the Beeches Perinatal Unit at the Radbourne Unit. My visit was hosted by Cheryl Sticka, who I had briefly met at Walton Hospital last month. I was able to spend some time with a member of the community team, getting an understanding of the size of area that this team covers, as well as the work that they do, and how it has changed over time. A visit to the ward showed a very calm and peaceful environment, as well as a compassionate and caring team looking after families who use their services.

Council of Governors

4. I welcomed a new governor, Adrian Rimington, to the Trust on 3 April. I hope that Adrian enjoys his role as a governor and will bring to us the experience as a service user and a user of the voluntary sector support network. We continue to have vacancies in our Council of Governors' membership, through resignations of both elected and staff Governors. The Communications and Involvement Team provide support to our Governors and are currently recruiting new Governors (public and staff) over the coming months.

5. I attended the Governance Committee of the Council of Governors on 17 April, chaired by Gillian Hough. This Committee is becoming a strong vehicle for the Governors to use to shape the agenda for the Council of Governors meeting. This meeting was followed by training for Governors on Mental Health Awareness, delivered by Derbyshire Mental Health Forum, and was well received by those who attended.

Board of Directors

6. We are now working with our NeXT director placement, Avtar Johal. The NeXT Director Scheme is being run by NHSI, providing support to senior people from groups who are under-represented on trust boards to help develop the skills and expertise necessary to become a director. Our Trust volunteered to take part with an express view of targeting the BAME group, where we see our weakness in the composition of our Board. Avtar will be attending a range of meetings of the Trust, including Board, Council of Governors and Committee meetings as well as being mentored by Margaret Gildea and Julia Tabreham as experienced NEDs (Non-Executive Directors). We are currently working with Avtar for approximately 6 months until the end of September, when we will review the success of the placement.
7. During the month of March I have contributed to the 360 degree feedback for our Executive Directors. This process is essential if we are to learn and grow as an organisation, and I am pleased that we are continuing to develop our processes to harness the input from others.
8. Board development took place on 18 April and continued to see our preparation for the CQC Inspection. There has been a lot of work put into the preparation for the CQC inspection by a number of people, and I would personally like to thank them for all that they do – on top of what is already a busy time.
9. The Remuneration and Appointments Committee met on 18 April 2018, and a summary of that meeting can be found as appendix 1 to this report.
10. I continue to meet with Non-Executives on a one to one basis quarterly, and since the last report I have met with Richard Wright.

System Collaboration

11. The STP meeting planned for 20 April 2018 was cancelled, in order to give time for contract agreement to be completed. This will be covered in the CEO report later on this agenda.
12. I met with Paul Devlin, Chair of Lincolnshire Partnership Trust on 10 April to learn more about the Chair role in the CQC inspection, and to provide some guidance to me on what I will face in an interview as Chair. Paul is part of CQC inspection teams as a Chair and has been very willing to provide support and advice to us in the preparation for our inspection in the next few months. This meeting was also a valuable opportunity for me to share my Chair experience with a colleague.

Regulators: NHS Providers and NHS Confederation and others

13. The NHS Providers Chiefs and Chairs meeting took place on London on

22 March. A key note speaker was Chris Hopson, whose overview of the NHS and in particular the provider sector was insightful and useful to us. It was also noted that the CCGs will need to deliver against the Mental Health Investment Standard, ensuring that the money flows to the providers.

14. On 19 April, I attended a dinner in Nottingham with Niall Dickson and Stephen Dorrell, CEO and Chair of the NHS Confederation. This meeting was attended by Chairs and some CEOs from Lincolnshire, Leicestershire, Nottinghamshire and Derbyshire. It was an informal opportunity to discuss issues which we are all wrestling with, largely around system, legal structures for the NHS and finances.
15. NHSI Midlands and East Chairs meeting will take place on 25 April 2018 in Leicester and I will comment on this in my next report.
16. On 27 April I will be attending a gathering to discuss Unlocking the Midlands Productivity: Aligning Mental Health, Skills and Innovation. I will comment on this in my next report.

Beyond our Boundaries

17. On Thursday 29 March I attended a board development session run by the Good Governance Institute (GGI) and NHSI in Birmingham. The theme was System Leadership, and it was attended by a range of executive and non-executive directors from across the region. It was notable that no acute trusts attended, which was an interesting observation when talking about system leadership. The facilitator was Mark Butler, the Development Director of GGI. A take away from the day is a list of questions which Trust Boards may wish to answer about the system. This is attached as appendix 2 to this report.
18. On 19 April, Ifti Majid and I joined a group of Multi Academy Trust CEOs at an East Midland Academy Trust Network meeting, to share our experience of system leadership in the NHS, providing insight and comparison with the challenges that education is facing. There are many parallels for the education system, and I believe it is valuable for us to share our experience with them.

Strategic Considerations

1) We will deliver quality in everything we do providing safe, effective and service user centred care	X
2) We will develop strong, effective, credible and sustainable partnerships with key stakeholders to deliver care in the right place at the right time	X
3) We will develop our people to allow them to be innovative, empowered, engaged and motivated. We will retain and attract the best staff.	X
4) We will transform services to achieve long-term financial sustainability.	X

Assurances

- The Board can take assurance that the Trust level of engagement and Influence is high in the health and social care economy.

- Feedback from staff and other stakeholders is being reported into the Board.

Consultation

This report has not been to other groups or committees.

Governance or Legal Issues

None

Public Sector Equality Duty & Equality Impact Risk Analysis

The author has a responsibility to consider the equality impact and evidence on the nine protected characteristics (REGARDS people (Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation)).

There are no adverse effects on people with protected characteristics (REGARDS).	x
There are potential adverse effect(s) on people with protected characteristics (REGARDS). Details of potential variations /inequalities in access, experience and outcomes are outlined below, with the appropriate action to mitigate or minimise those risks.	

Actions to Mitigate/Minimise Identified Risks – not applicable

Recommendations

The Board of Directors is requested to consider the content of this report, and to ask for any clarification or further information.

Report presented by: **Caroline Maley**
Trust Chair

Report prepared by: **Caroline Maley**
Trust Chair

**Update from Remuneration & Appointments Committee
Held on 18 April 2018**

The following items were discussed:

Chief Executive's remuneration review

The Committee discussed the benchmarking of CE remuneration and proposed a salary review in principle, subject to satisfactory outcome of the CE appraisal, to bring in line with median rates.

Executive Remuneration policy 2018

The Committee agreed the refreshed Executive Director Remuneration Policy that had been revised to capture the latest guidance on Executive Director Remuneration provided by NHS Improvement.

Board Development Programme 2017/18 and plan for 2018/19

The summary of Board Development sessions undertaken in 2017/18 was considered and significant assurance received that this reflected a broad range of topics to support sustained effective Board operation.

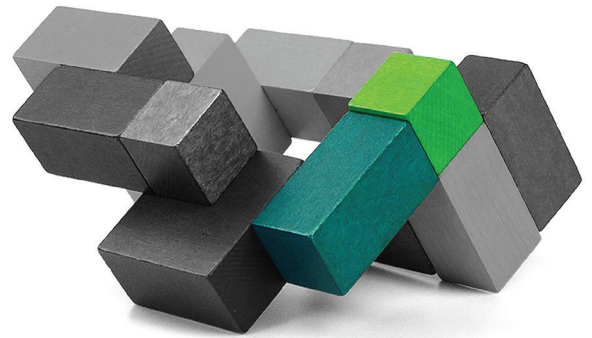
The Committee received assurance that an outline programme is set in place for 2018/19 to cover a range of strategic, interpersonal, operational and wider issues and that this will be refined in year to accommodate arising needs and opportunities. The programme aims to support sustaining effective Board practice and seeking to further improve and develop the whole Board in carrying out its role.

Year-end effectiveness report 2017/18

The Year End effectiveness report was received and discussed. Full assurance was received that the Committee had been effective in carrying out its remit as defined by its terms of reference.

Board Member Development Programme

for NHS Trusts and NHS Foundation Trusts



System leadership – key questions for NHS Boards

29TH MARCH 2018 - Birmingham

The below set of questions were generated by attendees at the 29th March Board member development event. These are focused on the theme of system leadership, and can be utilised by NHS Boards as prompts to develop their understanding and involvement in system leadership.

1. What issues can only be addressed at the system level?
2. What system(s) are we in?
3. Is there a vision and purpose to our system leadership?
4. Who is the citizen / population group in this system context?
5. What do we need to achieve for this group in the short, medium and long-term?
6. How do we generate trust in the system?
7. What is the external view of our organisation? How do we know this?
8. Do we know the other players in the system, both individuals and organisations?
9. What are the behaviours we want demonstrated in the system? How are these embedded?
10. How are decisions made
 - a. at organisational level?
 - b. at system level?

-
11. What can we influence?
 12. Do we understand patient choices and how service users navigate through the system?
 - a. Where do we fit in?
 - b. What are the collective boundaries and overlaps?
 13. Which measures are we going to use to gauge success?
 14. How is our risk appetite shaping our approach to system leadership?
 - a. What authority do we have to take individual and collective risks?
 - b. Can we identify 'red lines' and the consequence of identifying these?
 15. What happens when we go 'off track'?
 16. How do we communicate the system goals and the journey we're on?
 - a. Who is responsible for this communication?
 17. Who is in charge?
 18. How do we best utilise NED networks and influence?
 19. What are the capacity implications of our system leadership decisions?
 20. What are the implications of all of the above for the way our Board works?

Chief Executive's Report to the Public Board of Directors

Purpose of Report

This report provides the Board of Directors with feedback on changes within the national health and social care sector as well as providing an update on developments occurring within our local Derbyshire health and social care community. The report also updates the Board on feedback from external stakeholders such as our commissioners and feedback from our staff. The report should be used to support strategic discussion on the delivery of the Trust strategy.

National Context

1. NHS England has released an 'enhanced annex' to the mental health delivery plan for 2018/19. This Mental Health Delivery Plan Enhanced Annex aims to provide additional information which may guide the implementation of 18/19 Mental Health deliverables. This Annex is especially recommended for Integrated Care System (ICS, formerly known as Accountable Care System ACS) based readers, however may be used by any regional teams or STPs to support mental health delivery.

The annex reminds us about the 20 KPIs that NHS England will be expecting all STP areas to report on through the year. These areas include Children and Young People, perinatal Services, IAPT, Core Adult Mental Health Services (Crisis, Early Intervention and Older Adults/Dementia).

The further clarity around expectations linked to the delivery of the mental health five year forward view is very helpful. For example NHS England are clear: *'It is for ICS/STP partners to determine locally the expenditure required to deliver high quality mental health care to meet the needs of their population, based on their baseline performance, prevalence etc. to meet the transformation standards set out in the MHFYFV. However, allocations must be spent on the purposes for which they were originally intended and cannot be used to cross-subsidise other services or supplant existing spend'*

The report also makes it clear the expectations on us as providers to provide complete compliance with mental health minimum data set requirements and through the course of the year we can expect to see further amendments to the

I am pleased to see the profile given to co-production particularly around how we design and commission services. The report references Rethinks 'coproduction in commissioning' document and notes the 6 core principles that will be expected:

- Recognising people as assets
- Building on people's existing capabilities
- Mutuality and reciprocity
- Peer support networks
- Blurring distinctions
- Facilitating rather than delivering

In Derbyshire all senior members of the mental health workstream have already been training in co-production alongside colleagues in Derbyshire County Healthwatch.

2. Each year NHS Providers carry out a survey of all provider Organisations to understand the views of providers in relation to the regulatory environment. This survey has historically acted as a good barometer of the pressures and challenges the provider sector is facing and this year is no different with the survey noting the striking changes in the regulatory landscape over the last twelve months, the revised CQC regime as well as NHS Improvement and NHS England's focus on more system operation as well as separate providers. Some of the highlights of this year's report include:
 - Trusts are concerned that the regulatory framework is not keeping pace with the developments taking place on the ground. They highlighted that the oversight of STPs and ICSs risks becoming an extra layer of performance management. Respondents also questioned whether STPs and ICSs can take on oversight and assurance roles for local systems without a statutory footing.
 - The results demonstrate that there is a lack of clarity about the national policy direction for the system architecture, which only one in five (20%) trusts believe is clear.
 - Respondents reported that there has been an increase in the regulatory burden and in the number of ad hoc requests from the regulators over the last 12 months, with 67% reporting an increase. While the regulators have taken steps to coordinate their approaches with each other and other national bodies, these efforts have not yet been reflected in trusts' experiences. Trusts report that they continue to experience duplication in the requests from the regulators and other national bodies.
 - There is optimism about the potential positive impact of changes to CQC's inspection model over the last year and the majority of respondents agreed that the new inspection approach would enable CQC to prioritise inspections more effectively and help them improve services and quality of care.

Local Context

3. At the Joined up Derbyshire 'Place Board' during April the Board that is leading the development of Place agreed:
 - The need to focus on the prioritised delivery of the falls pathway across Derbyshire as this pathway has already been developed and approved within the system. Recognition was given to the benefits in relation to avoiding the use of bedded care that would come from this pathway delivery.
 - A group will be set up to focus on the process for implementing Comprehensive Geriatric Assessment (CGA) as a gold standard intervention in the care of frail older people in keeping with recommendations from the Royal College of GPs, the British Geriatric Society and the Silver Book.
 - Following on from a regional frailty event on 27 March 2018, a Derbyshire frailty work-stream will be convened to oversee the delivery of a consistent approach to the frailty agenda across the county. It is proposed that this will kick off with a Frailty Summit during June.

These three areas are important to the development of pathways within our Trust.

4. Derbyshire County Health and Wellbeing Board (HWB) confirmed its revised Terms of Reference Following the recent Governance Review of the HWB the Terms of Reference following a review that focused on:

- The HWB's fit with the Derbyshire Sustainability and Transformation Partnership (STP) system-wide governance structure, particularly in relation to how the HWB could provide appropriate challenge to health and social care partners, demonstrate public accountability as well as defining the strategic vision for health and social care in Derbyshire.
- The size and composition of the HWB to ensure that it does not duplicate the STP Board or other STP groups, but continues to represent the wide range of partners which need to be engaged.
- The sub-structure to the HWB which would be required to drive forward strategy development and implementation.

Key areas discussed at the April meeting included the 2016/17 Safeguarding Children and Safeguarding Adults Board. We also heard the work associated with the implementation in Derbyshire of the Special Educational Needs & Disabilities (SEND) reforms. This is a complex but welcome change moving away from 'done to statementing' to inclusive assessment, self and family determination and co-produced health and education care plans. In the County this was a significant task with some 3500 statements that needed to be converted to care plans and this month all but 109 have been completed.

We also had an enlightening demonstration of how simple regular exercise that can be delivered whilst sitting down can improve balance and agility and therefore reduce falls leading to unnecessary admission to hospital – we were even encouraged to take part in the demonstration!



Within our Trust

5. During April Executive Directors took part in their 'mentee preparation training' led by Associate Professor Stacy Johnson linked to our ground breaking Reverse Mentoring for Diversity and Inclusion project. The Board will remember that this project is all about colleagues in our Organisation from a BAME (British, Black, Asian, and minority ethnic group) mentoring Executive Directors with the specific purpose of sharing insights about what it feels to be from a BAME group and work in our organisation, this is all about listening, learning and taking action, not about individual mentors personal issues but with respect to the organisation's culture as a whole. The process is closely governed and will follow a four domain framework model. In addition through links with the University of Nottingham this work will be part of a formal research study.

6. On 17 April it was great that our new substance misuse partnership was formally

launched at an event at Derbyshire Cricket Ground led by Derby City public health. The event introduced stakeholders to the 4 year Substance Misuse Strategy as well as giving stakeholders the opportunity to get involved and understand how they would be able to contribute. This was a great showcase event for the partnership we lead and demonstrates the strength of clinicians and operational leaders working closely together to define and deliver an innovative model of care and support.

7. Ten years ago, the Trust officially entered into the Multicentre Study of Self-harm in England partnership (ourselves, Oxford University and Manchester University) funded by the Department of Health. This ten years of innovation, influence, sustainability, commitment and the marrying of research and clinical practice together is a significant milestone. The focus of the Multicentre Study of Self-harm is with the South Liaison team, CAMHS (Child and Adolescent Mental Health Services) Rise and Research team. The Trust's involvement with such a significant national research project, continues to result in many high impact journal publications and findings that strongly influence national policies and strategies; many of which can be seen to have directly led to improvements in patient care and safety. Without the dedication of the clinical staff to help ensure that the research is embedded within their day-to-day clinical practice alongside quality support from the research team, such important work would not be possible.
8. Since the last Board I have held *Ifti on the Road engagement events* at:
 - Bay Heath House, Chesterfield (Central Neighbourhood Team)
 - Killamarsh Clinic
 - Pre ELT engagement session at St Andrews House, Derby

Key themes that emerged from these sessions included:

- Admin career structure
- Benefit of new delivery models with examples of how well nurse led clinics and non-medical prescribers were working
- Differing views about the effectiveness of neighbourhoods but a general sense that the review currently being worked on would benefit from more pace
- An issue about agenda for change mileage discriminating against the lower paid workforce eg support workers in the community
- Opportunities and risks where there were medical vacancies
- The need for greater clarity around some care pathways.

Feedback from each visit has been logged on our engagement spreadsheet, actions allocated and shared with our freedom to speak up guardian.

Strategic considerations	
1) We will deliver quality in everything we do providing safe, effective and service user centred care	X
2) We will develop strong, effective, credible and sustainable partnerships with key stakeholders to deliver care in the right place at the right time	X
3) We will develop our people to allow them to be innovative, empowered, engaged and motivated. We will retain and attract the best staff.	X
4) We will transform services to achieve long-term financial sustainability.	X

Assurances <ul style="list-style-type: none"> • Our strategic thinking includes national issues that are not immediately in the health or care sector but that could be of high impact. • The Board can take assurance that Trust level of engagement and influence is high in the health and social care community • Feedback from staff is being reported into the Board
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Consultation <ul style="list-style-type: none"> • The report has not been to any other group or committee though content has been discussed in various Executive meetings

Governance or Legal Issues <ul style="list-style-type: none"> • This document presents a number of emerging reports that may become a legal or contractual requirement for the Trust, potentially impact on our regulatory licences

Public Sector Equality Duty & Equality Impact Risk Analysis	
The author has a responsibility to consider the equality impact and evidence on the nine protected characteristics (REGARDS people (Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation)).	
There are no adverse effects on people with protected characteristics (REGARDS).	
There are potential adverse effect(s) on people with protected characteristics (REGARDS). Details of potential variations /inequalities in access, experience and outcomes are outlined below, with the appropriate action to mitigate or minimise those risks.	X
Actions to Mitigate/Minimise Identified Risks <p>This document is a mixture of a strategic scan of key policy changes nationally and locally that could have an impact on our Trust and the reporting of internal actions and feedback I have received relating to the strategy delivery.</p> <p>Any implementation of national policy in our Trust would include a repeat Equality</p>	

Impact Assessment even though this will have been completed nationally.

That said some of the reports both nationally and within the Derbyshire system have the potential to have an adverse impact on people with protected characteristics for example the work around co-production will require differing approaches to be taken with a range of local communities, a 'one size fits all' consultation approach will not enable true involvement from protected groups (REGARDS).

Internally the Trust is reviewing its transformation quality impact assessment to ensure it dovetails with wider system transformation scheme QIA's and to ensure it is truly acknowledging of the differences needed between different communities. It is more complex than to say that through a general QIA there is no impact because as each community has differing needs so they would have differing outcomes against a QIA.

Any equality impact assessment carried out will determine a response to the three aims of the general equality duty:

- identifying barriers and removing them before they create a problem,
- increasing the opportunities for positive outcomes for all groups, and
- using and making opportunities to bring different communities and groups together in positive ways.

The specific focus we have on assessing ourselves rigorously against the EDS2 (Equality Delivery System 2) key lines of enquiry supports us to understand more about areas for improvement and development.

Recommendations

The Board of Directors is requested to:

- 1) Scrutinise the report, noting the risks and actions being taken
- 2) Seek further assurance around any key issues raised.

Report presented by: Ifti Majid
Chief Executive

Report prepared by: Ifti Majid
Chief Executive

Governor Meeting Timetable 2018 – 2019

DATE	TIME	EVENT	LOCATION
1/5/18	9.30am onwards	Trust Board Meeting	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
1/5/18	12.00-13.30pm	CQC Governor focus group	Meeting Room 1, Albany House Kingsway Site, Derby DE22 3LZ
1/5/18	2.00pm onwards	Council of Governors meeting	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
5/6/18	9.30am onwards	Trust Board Meeting	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
12/6/18	10.00am-12.30pm	Governance Committee	Training Room 1&2, Centre for Research and Development, Kingsway Site, Derby DE22 3LZ
3/7/18	9.30am onwards	Trust Board Meeting	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
3/7/18	2.00pm onwards	Council of Governors meeting	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
19/7/18	TBC	Training and Development Mental Health Act / CCGs	Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
21/8/18	10.00am-12.30pm	Governance Committee	Meeting Room 1, Albany House Kingsway Site, Derby DE22 3LZ
4/9/18	9.30am onwards	Trust Board Meeting	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
4/9/18	2.00pm onwards	Council of Governors meeting	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
2/10/18	9.30am onwards	Trust Board Meeting	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
16 /10/18	10.00am-12.30pm	Governance Committee	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
16/10/18	1.30-5.00pm	Induction part ii.	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
6/11/18	9.30am onwards	Trust Board Meeting	Training Room 1, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
6/11/18	2.00pm onwards	Council of Governors meeting	Training Room 1, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
4/12/18	9.30am	Trust Board Meeting	Conference Room A&B, Centre for

(Updated 10 April 2018)

FOR INFORMATION - Governor meeting timetable 2018 v10 23 April 2018 - for COG.docx

	onwards		Research & Development, Kingsway Site, Derby DE22 3LZ
11/12/18	10.00am- 12.30pm	Governance Committee	Training Room 1, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
9/1/19	2.00pm onwards	Council of Governors meeting	Conference Room A&B, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
5/2/19	9.30am onwards	Trust Board Meeting	Training Room 1, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
12/2/19	10.00am- 12.30pm	Governance Committee	Meeting Room 1, Albany House Kingsway Site, Derby DE22 3LZ
5/3/19	9.30am onwards	Trust Board Meeting	Training Room 1, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ
5/3/19	2.00pm onwards	Council of Governors meeting	Training Room 1, Centre for Research & Development, Kingsway Site, Derby DE22 3LZ

GLOSSARY OF NHS TERMS	
NHS Terms of Abbreviations	Terms in Full
A	
A&E	Accident & Emergency
ACCT	Assessment, Care in Custody & Teamwork
ACP	Accountable Care Partnership
ACS	Accountable Care System
AfC	Agenda for Change
AHP	Allied Health Professional
ALB	Arms-length body
AMHP	Approved Mental Health Professional
ASM	Area Service Manager
B	
BAF	Board Assurance Framework
BMA	British Medical Association
BAME	Black, Asian & Minority Ethnic
C	
CAMHS	Child and Adolescent Mental Health Services
CASSH	Care & Support Specialised Housing
CBT	Cognitive Behavioural Therapy
CCG	Clinical Commissioning Group
CCT	Community Care Team
CDMI	Clinical Digital Maturity Index
CEO	Chief Executive Officer
CIP	Cost Improvement Programme
CMHT	Community Mental Health Team
CNST	Clinical Negligence Scheme for Trusts
COAT	Clinical Operational Assurance Team
COF	Commissioning Outcomes Framework
COG	Council of Governors
CPA	Care Programme Approach
CPD	Continuing Professional Development
CPN	Community Psychiatric Nurse
CPR	Child Protection Register
CQC	Care Quality Commission
CQUIN	Commissioning for Quality Innovation
CRB	Criminal Records Bureau
CRG	Clinical Reference Group
CRS	(NHS) Care Records Service
CRS	Commissioner Requested Services
CTO	Community Treatment Order
CTR	Care and Treatment Review
D	
DAT	Drug Action Team
DBS	Disclosure and Barring Service
DfE	Department for Education
DHCFT	Derbyshire Healthcare NHS Foundation Trust
DIT	Dynamic Interpersonal Therapy
DNA	Did Not Attend
DH	Department of Health

GLOSSARY OF NHS TERMS	
NHS Terms of Abbreviations	Terms in Full
DoLS	Deprivation of Liberty Safeguards
DPA	Data Protection Act
DTOC	Delayed Transfer of Care
DVA	Derbyshire Voluntary Action (formerly North Derbyshire Voluntary Action)
DWP	Department for Work and Pensions
E	
ECT	Enhanced Care Team
ECW	Enhanced Care Ward
ED	Emergency Department
EDS	Equality Delivery System
EHIC	European Health Insurance Card
EHR	Electronic Health Record
EI	Early Intervention
EIA	Equality Impact Assessment
ELT	Executive Leadership Team
EMDR	Eye Movement Desensitising & Reprocessing Therapy
EMR	Electronic Medical Record
EPR	Electronic Patient Record
ERIC	Estates Return Information Collection
ESR	Electronic Staff Record
EWTD	European Working Time Directive
F	
FBC	Full Business Case
FOI	Freedom of Information
FFT	Friends and Family Test
FSR	Full Service Record
FT	Foundation Trust
FTN	Foundation Trust Network
F&P	Finance and Performance
5YFV	Five year forward view
G	
GDPR	General Data Protection Regulation
GMC	General Medical Council
GP	General Practitioner
H	
HEE	Health Education England
HES	Hospital Episode Statistics
HoNOS	Health of the Nation Outcome Scores
HSCIC	Health & Social Care Information Centre
HSE	Health and Safety Executive
HWB	Health and Wellbeing Board
I	
IAPT	Improving Access to Psychological Therapies
ICT	Information and Communication Technology
ICU	Intensive Care Unit
IDVAs	Independent Domestic Violence Advisors
IG	Information Governance
IM&T	Information Management and Technology

GLOSSARY OF NHS TERMS	
NHS Terms of Abbreviations	Terms in Full
IPR	Individual Performance Review
IPT	Interpersonal Psychotherapy
J	
JNCC	Joint Negotiating Consultative Committee
JUCB	Joined Up Care Board
JUCD	Joined Up Care Derbyshire
K	
KPI	Key Performance Indicator
KSF	Knowledge and Skills Framework
L	
LA	Local Authority
LCFS	Local Counter Fraud Specialist
LHP	Local Health Plan
LHWB	Local Health and Wellbeing Board
M	
MARS	Mutually Agreed Resignation Scheme
MAU	Medical Assessment Unit
MAPPA	Multi-agency Public Protection Arrangements
MARAC	Multi-agency Risk Assessment Conference (meeting where information is shared on the highest risk domestic abuse cases between representatives of local police, probation, health, child protection, housing practitioners, Independent Domestic Violence Advisors (IDVAs) and other specialists from the statutory and voluntary sectors.
MCA	Mental Capacity Act
MDA	Medical Device Alert
MDT	Multi-Disciplinary Team
MFF	Market Forces Factor
MHA	Mental Health Act
MHIN	Mental Health Intelligence Network
MHRT	Mental Health Review Tribunal
N	
NCRS	National Cancer Registration Service
NED	Non-Executive Director
NICE	National Institute for Health and Care Excellence
NHS	National Health Service
NHSI	National Health Service Improvement
O	
OBC	Outline Business Case
ODG	Operational Delivery Group
OP	Out Patient
OSC	Overview and Scrutiny Committee
P	
PAB	Programme Assurance Board
PAG	Programme Advisory Group
PALS	Patient Advice and Liaison Service
PARIS	This is an electronic patient record
PbR	Payment by Results

GLOSSARY OF NHS TERMS	
NHS Terms of Abbreviations	Terms in Full
PCC	Police & Crime Commissioner
PHE	Public Health England
PICU	Psychiatric Intensive Care Unit
PID	Project Initiation Document
PLIC	Patient Level Information Costs
PPT	Partnership and Pathway Team
PREM	Patient Reported Experience Measure
PROMS	Patient Reported Outcome Measure
Q	
QAG	Quality Assurance Group
QC	Quality Committee
QIPP	Quality, Innovation, Productivity Programme
R	
RAID	Rapid Assessment, Interface and Discharge
RCGP	Royal College of General Practitioners
REGARDS	Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation
RTT	Referral to Treatment
S	
SAAF	Safeguarding Adults Assurance Framework
SBARD	Situation, Background, Assessment, Recommendation and Decision (SBARD) tool
SBS	Shared Business Services
SEND	Special Educational Needs and Disabilities
SLA	Service Level Agreement
SLR	Service Line Reporting
SOC	Strategic Options Case
SOF	Single Operating Framework
SPOA	Single Point of Access
SPOE	Single Point of Entry
SPOR	Single Point of Referral
STEIS	Strategic Executive Information System
STF	Sustainability Transformation Funding
STP	Sustainability Transformation Partnership
S(U)I	Serious (Untoward) Incident
T	
TARN	Trauma Audit and Research Network
TCP	Transforming Care Partnerships
TCS	Transforming Community Services
TDA	Trust Development Authority
TMT	Trust Management Team
TUPE	Transfer of Undertakings (Protection of Employment) Regulations 1981
TMAC	Trust Medical Advisory committee
W	
WTE	Whole Time Equivalent