Derbyshire Healthcare
NHS Foundation Trust

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

COUNCIL OF GOVERNORS' MEETING

WEDNESDAY 24 JANUARY 2018
1.00 – 4.00 PM

POSTMILL CENTRE, MARKET CLOSE, SOUTH NORMANTON, ALFRETON, DE55 2EJ

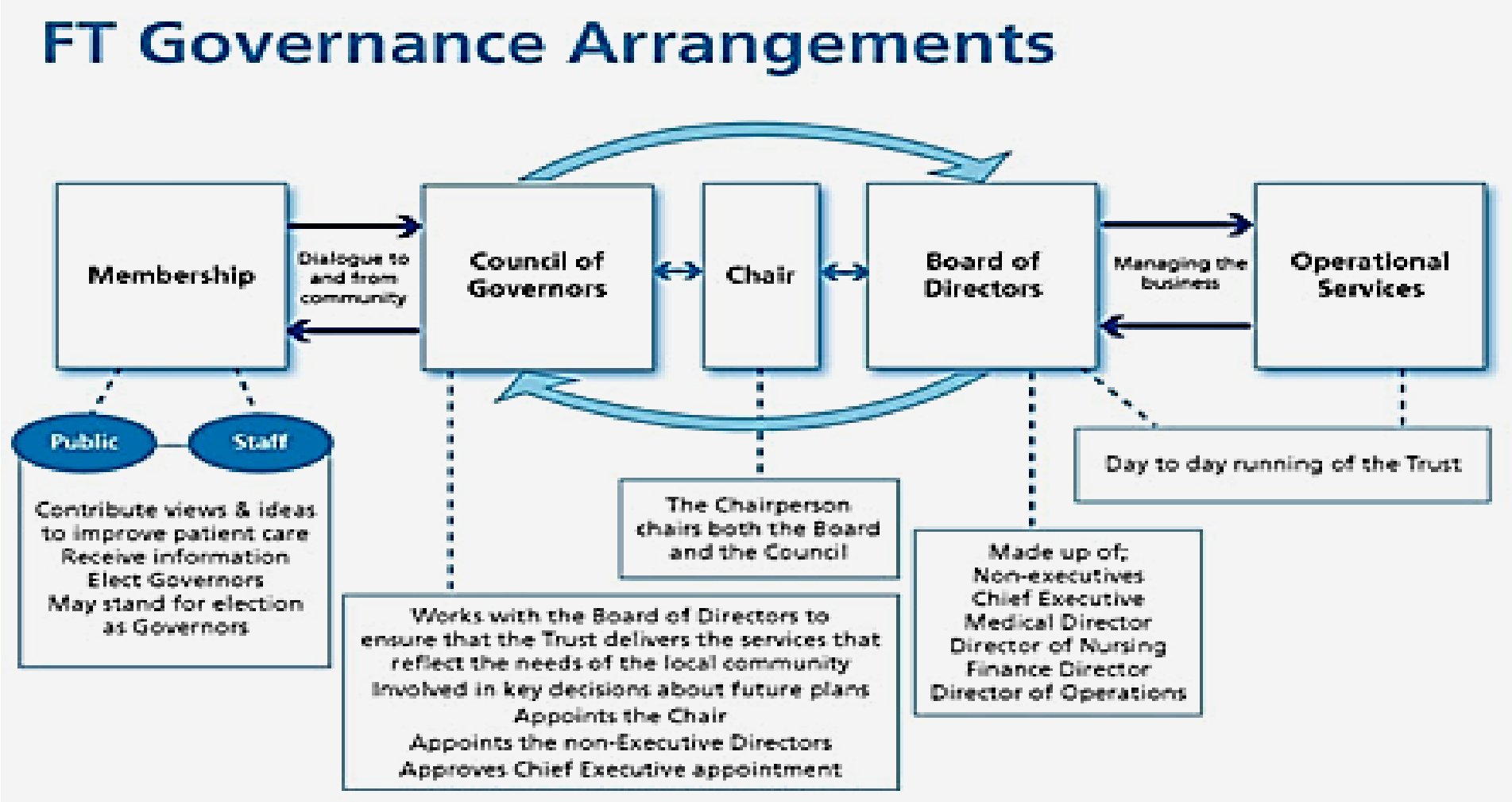
AGENDA

	SUBJECT MATTER	ENC	LED BY	TIME
1.	Welcome, introductions and Chair's opening remarks Apologies and Declaration of Interests	-	Caroline Maley	1.00
2.	Submitted questions from members of the public	-	Caroline Maley	1.05
3.	Minutes of the previous meeting held on 22 November 2017	A	Caroline Maley	1.10
4.	Matters arising and actions matrix	B	Caroline Maley	1.20
5.	Chief Executive's Report	C	Ifti Majid	1.25
STATUTORY ROLE				
6.	NED Deep Dive	Verbal	Caroline Maley	2.00
7.	Proposed changes to the Trust's Constitution	D	Sam Harrison	2.15
8.	Role of the governors in the appointment of external auditors	E	Sam Harrison	2.25
BREAK 2.35 – 2.45				
HOLDING TO ACCOUNT				
9.	Integrated Performance Report Summary	F	Non-Executive Directors	2.45
10.	Review of policy for engagement between the Board and Council of Governors	G	Sam Harrison	3.00
11.	Escalation items to the Council of Governors	Verbal	Caroline Maley	3.10
12.	Staff engagement update	Verbal	Margaret Gildea	3.15

Better together

13.	Membership Strategy	H	Denise Baxendale	3.20
14.	Governance Committee Report	I	Gillian Hough	3.30
15.	Any other business	Verbal	Caroline Maley	3.40
16.	Review of meeting effectiveness and following the principles of the Code of Conduct	Verbal	Caroline Maley	3.50
17.	Close of meeting	-	Caroline Maley	4.00
FOR INFORMATION				
Ratified minutes of the Public Board meeting held on 1 November 2017		J	-	
Governor meeting timetable Glossary of NHS terms		K L	-	
Next Meeting: Wednesday 21 March 2018, 1.00 – 4.00 pm, Conference Rooms A/B, Research Centre, Kingsway, DE22 3LZ.				

Getting the balance right



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 !

CHARIS consultants ltd

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

CHARIS consultants ltd

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

Derbyshire Healthcare NHS Foundation Trust

MINUTES OF THE COUNCIL OF GOVERNORS
HELD IN PUBLIC SESSION

WEDNESDAY 22 NOVEMBER 2017
10:30 AM – 1:30 PM

TRAINING ROOMS 1 & 2, RESEARCH & DEVELOPMENT,
ASHBOURNE CENTRE, KINGSWAY, DERBY, DE22 3LZ

PRESENT	Caroline Maley	Trust Chair
GOVERNORS PRESENT	Shelley Comery	Public Governor, Erewash North
	Rick Cox	Public Governor, High Peak
	Ruth Greaves	Public Governor, Derbyshire Dales
	Paula Holt	Appointed Governor, University of Derby
	Moira Kerr	Public Governor, Derby City West
	Lynda Langley	Public Governor, Chesterfield North
	John Morrissey	Public Governor, Amber Valley South
	Shirish Patel	Public Governor, Erewash South
	Jim Perkins	Appointed Governor, Derbyshire County Council
	Carole Riley	Public Governor, Derby City East
	Martin Rose	Public Governor, Bolsover
	April Saunders	Staff Governor, Nursing & Allied Professions
	Gemma Stacey	Appointed Governor, University of Nottingham
	Robin Turner	Appointed Governor, Derby City Council
IN ATTENANCE	Denise Baxendale	Communications & Involvement Manager
	Andrew Beaumont	Member of the Trust
	Donna Cameron	Assistant Trust Secretary (Note Taker)
	Margaret Gildea	Senior Independent Director
	Sam Harrison	Director of Corporate Affairs & Trust Secretary
	Amanda Rawlings	Director of People & Organisational Effectiveness
	Rehanna Shaheen	Support Worker for Moira Kerr
	Dr Julia Tabreham	Deputy Trust Chair & Non-Executive Director
	Richard Wright	Non-Executive Director
APOLOGIES	Amran Ashraf	Public Governor, Derby City West
	Barry Mellor	Non-Executive Director
	Teresa Cresswell	Public Governor, Chesterfield South
	Rosemary Farkas	Public Governor, Surrounding Areas
	Sarah Gray	Staff Governor, Nursing & Allied Professions
	Carolyn Green	Executive Director of Nursing & Patient Experience
	Dr Jason Holdcroft	Appointed Governor, Medical & Dental
	Gillian Hough	Public Governor, Derby City East
	Ifti Majid	Chief Executive
	Mark Powell	Chief Operating Officer
	Kevin Richards	Public Governor, South Derbyshire
	Anna Shaw	Deputy Director of Communications & Involvement
	Kelly Sims	Staff Governor, Admin & Allied Support Staff
	Dr John Sykes	Executive Medical Director
	Lyn Wilmott-Shepherd	Interim Director of Business Strategy
	Claire Wright	Deputy Chief Executive & Director of Finance
	Dr Anne Wright	Non-Executive Director

ITEM NUMBER	ITEM
DHCFT/GOV/ 2017/102	**WELCOME, INTRODUCTIONS, APOLOGIES FOR ABSENCE & DECLARATION OF INTERESTS** The Trust Chair, Caroline Maley, opened the meeting at 10.30 and welcomed all to the meeting. Apologies were received as noted above. No declarations of interests were received. Newly elected governors, Jim Perkins, Martin Rose and Rick Cox, were welcomed to their first meeting of the Council of Governors. Caroline Maley confirmed that two governors had now been confirmed into appointed governor roles to represent the voluntary sector within Derbyshire and would receive an induction and start in their roles as soon as it was possible. Caroline Maley offered apologies on behalf of Ifti Majid, the Trust's Chief Executive, who unfortunately was unable to attend. . Caroline Maley made a request to the Council of Governors to consider how to talk and interact with each other. Respect, time and space for each other is beneficial. Support will be given to governors who feel they have not been spoken to correctly.
DHCFT/GOV/ 2017/103	**SUBMITTED QUESTIONS FROM MEMBERS OF THE PUBLIC** The following question was received at the September meeting from a member: *Having a major mental breakdown, in May I was advised to attend the Hospitals A & E. My daughter was with me all the time. The receptionist told my daughter to find a seat and wait till someone calls me. There was no empathy for my mental distress, it was even more difficult as all I became was a laughing stock of other people in the waiting room. While I know that you can't account for all situations, for mental health patients in total despair to have nowhere to stay in a quiet room when in distress was totally and utterly humiliating. If possible could a quiet room be accessed for these people? So long as they are accompanied by a responsible adult. Please consider this type of help.* Caroline Maley confirmed that since September the Trust has liaised with the person who raised the issue and had also been in liaison with our own patient experience team for advice on this matter. Patient Experience advised that subject to the individual's permission, this should be referred to Royal Derby Hospital. The individual has not yet indicated that they would like the issue to be formally raised and we also passed on details for Royal Derby Hospital for the individual to contact them directly if preferred. However, as soon as we received the question it was raised with the Operational team so that they could take on board these comments and discuss how A&E and the mental health liaison service could work together to improve patient experience and avoid this situation recurring.

	Governors commented that they were aware of similar experiences and asked if they could be kept up to date. It was agreed that this would be considered at Quality Committee with a report back to a Council of Governors' meeting. Non-Executive Directors confirmed they are assured that this matter is being focussed upon. **ACTION: Julia Tabreham to raise at Quality Committee and to report back on discussions to a future Council of Governors' meeting.**
DHCFT/GOV/ 2017/104	**MINUTES OF THE PREVIOUS MEETINGS** **26 September 2017** Moira Kerr reported that she had received concerns from members about services not meeting their needs. Reflecting on the minutes, she referred to page 3, paragraph 4 and disagreed that 'governors were assured that the Trust continues to work to address the need for resources through improving retention and increased recruitment'. In light of concerns she did not feel she could be assured the Trust is recruiting enough staff when there continues to be gaps in services. It was agreed to amend the minute to 'governors heard that the Trust is doing everything it can to recruit and retain staff'. With the one agreed amendment, the minutes of the meeting, held on 26 September 2017, were accepted as a correct record. **5 October 2017** The minutes of the extraordinary meeting held on 5 October 2017, for the purpose of approving the decision of the Remuneration & Appointments Committee to appoint Ifti Majid to the role of Chief Executive, were accepted as a correct record. **31 October 2017** The minutes of the extraordinary meeting held on 31 October 2017, for the purpose of conducting business in relation to the Non-Executive Director appointment of Audit & Risk Committee, were accepted as a correct record. Caroline Maley thanked all governors for their support and engagement in the recent recruitment processes. Geoff Lewins had accepted the role of Non-Executive Director and Chair of the Audit & Risk Committee. He will join the Trust on Friday 1 December. Barry Mellor will leaving the organisation at the end of December.
DHCFT/GOV/ 2017/105	**ACTIONS MATRIX** The Council of Governors agreed to close all completed actions. All completed 'green' actions were scrutinised to ensure that they were fully complete and actions that were not complete were challenged with relevant leads.
DHCFT/GOV/ 2017/106	**CHIEF EXECUTIVE'S REPORT AND SUSTAINABILITY AND TRANSFORMATION PARTNERSHIP (STP) UPDATE** As Ifti Majid, Chief Executive, had been unable to attend it was agreed to defer the STP update until the next meeting. In the absence of Ifti

	Majid, the Board members present offered to respond or take any queries for clarification. Governors were informed that that STP is now known as the Joined Up Care Derbyshire (JUC). The Chief Executive's report provides the Council with feedback on changes within the national health and social care sector as well as providing an update on developments occurring within the local Derbyshire health and social care community. The report also updates the Council on feedback from external stakeholders and staff. The report supports 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. Ruth Greaves queried the definition of 'black adults' in the National Race Disparity Audit, commissioned by the Cabinet Office and published in October 2017. Amanda Rawlings advised that the definition would be specified within the full report. Caroline Maley added that the report states that 93% of NHS board members in England are white. This is reflective of the Trust's recent Board recruitment activities, although noting that the Trust had worked to ensure that all individuals, irrespective of ethnic backgrounds and diversity were encouraged to apply for roles. Work is underway within the Trust via NHS Improvement's NExT Director Programme to develop future Board members and leaders from ethnic minority backgrounds. Also in relation to the Race Disparity Audit, Moira Kerr noted that more than half of adults in all ethnic groups other than the Chinese group were overweight. Moira Kerr added that being overweight is a problem particularly in mental health trusts with weight problems linked to medication. Julia Tabreham advised that tackling obesity forms part of the Trust's physical health care strategy, which is reported on and challenged at the Quality Committee. There is Executive Director commitment and focus on physical health care. April Saunders, Staff Governor and the Trust's Health & Wellbeing Lead, added that the Trust is working hard on obesity with changes having been made to food provision within the Trust. The Trust is working with GP practices to update severe mental health registers in order to provide physical health checks to these patients; however, it is ultimately the decision of each individual as to what they want to eat. Caroline Maley added that this is also an area of focus for the JUC Board. Julia Tabreham offered to discuss this further outside the meeting with Moira Kerr and also to have broader discussions regarding challenges that are being discussed at Quality Committee on BME, etc. A number of questions were received regarding the JUC Board, which Ifti Majid will be asked to respond to in the deferred JUC Board update. These include clarification on engagement of GPs by the JUC Board, justification of reduction of hospital beds and the increase in community facilities, and finally a request for clarification and explanation of engagement with families and carers. Information on voluntary sector representation on the JUC Board was also requested. In relation to carers, Julia Tabreham reported that she aware of the problems in relation to carer representation which are compounded by

	the nature of contracts with Health Watch and Derbyshire Carers and offered to update Moira Kerr outside the meeting. **RESOLVED: The Council of Governors noted the report in the absence of Ifti Majid.** **ACTIONS:** **1. JUC update deferred – Ifti Majid to be asked to deliver this update at the January CoG** **2. Requests for further information relating to the JUC Board will be included in the update.** **3. Copy of JUC presentation as included in the Chief Executive's report to be emailed separately to governors via Governor Connect.**
DHCFT/GOV/ 2017/107	**NED DEEP DIVE – RICHARD WRIGHT, FINANCE & PERFORMANCE COMMITTEE** Caroline Maley invited Richard Wright, Non-Executive Director, Chair of the Finance & Performance Committee and a member of the Safeguarding Committee to share a 'deep dive' on the work of the Finance & Performance Committee, which is a way that he receives assurance on the performance of the Board. Richard reported that he is now 12 months into his appointment with the Trust which has proved to be a rewarding and interesting experience. Throughout the year, the Committee had moved focus to assurance rather than analysis of data. People attend the Committee for specific items but are not required to attend the whole meeting. Generally, there are three main themes to the agenda: contracts, performance and finance. **Contracts** This includes commissioning discussions. The Trust expects increased challenges to contracting next year and potential decommissioning of services. Contracts are directly linked to performance and financial matters. **Performance** Frequently examined areas are appointment cancellations, DNAs (patients who 'Do Not Attend' appointments), transfer of care and use of out of area beds. Data is provided to give assurance on performance. Where performance is not as expected, activities to address this and improvements in delivery are also discussed. Performance data on people issues is also received and there is important triangulation from People & Culture Committee. **Finance** Including review of the Trust's financial position and focus on planned year-end status. There is much focus on forward thinking, long term, strategy and landscape pressures and the potential impacts on the operational level. The Trust's Cost Improvement Programme (CIP) is a frequent topic. Much work has been undertaken to achieve this year's CIP target and next year's target is expected to be increasingly difficult to achieve.

	Richard Wright confirmed that the Executive Leadership Team is held to account over finance and performance and issues are scrutinised closely with assurance given on trends in data. **RESOLVED: Governors confirmed they had received a 'deep dive' on the work of the Finance and Performance Committee.** .
DHCFT/GOV/ 2017/108	**INTEGRATED PERFORMANCE REPORT AS PRESENTED TO THE PUBLIC TRUST BOARD ON 1 NOVEMBER 2017** Caroline Maley introduced the report. At the NED and Governor training session on 8 November it was agreed that this report, as presented today, should be reduced in volume for future meetings and presented from the perspective of the NEDs and how they have held Executive Directors to account through their role. Acknowledging that Richard Wright had provided an update on Finance & Performance Committee, the remaining NEDs, Julia Tabreham and Margaret Gildea, were invited to illustrate the use of information in the Integrated Performance Report in relation to their NED duties. Margaret Gildea referred to the challenges highlighted within the People Perspectives element of the IPR. The work undertaken by Amanda Rawlings and her team to address those challenges and the drive for continuous improvement through People & Culture Committee (PCC) is producing results in recruitment and retention. There is a need to ensure effective leadership is in place to support and drive training, appraisals and supervision to the required levels. PCC receives data and updates on the Pulse Check Survey and the NHS Staff Survey. As NED Chair of PCC Margaret Gildea expressed full assurance in the efforts being made to achieve improvements in both surveys. Moira Kerr did not feel assured by the document due to the number of people in Derbyshire who are not receiving services. Ruth Greaves reported she had participated in a number of Quality Visits and understood there to be staffing difficulties in the management of neighbourhoods and clinicians undertaking management roles rather than clinical roles. Amanda Rawlings responded that following the appointment of Mark Powell to the substantive role of Chief Operating Officer he is developing a piece of work to stabilise leadership and help clinicians back into clinical roles if that is their wish. Gemma Stacey enquired if the Trust had a mechanism for talent spotting and the development of leaders within nursing. Amanda Rawlings confirmed that succession planning and talent management is undertaken but not deep into the organisation. The continual development of appraisal rates will improve knowledge around aspiration of future leaders. Julia Tabreham reported that the Quality Committee is undertaking a continuous improvement drive to improve effectiveness and maximise the efficiency of the Quality Committee, in line with similar work being undertaken on all Board committees. Quality Committee continues to be informed on the pressures within the organisation, particularly increasing acuity and demand in the face of finite resources. The continuous pressure on the community mental health teams has been escalated to the Executive Leadership Team and a 'deep dive'

	requested for the Trust Board. Assurance in this area is currently limited due to service pressures and performance. However, the level of assurance in terms of scrutiny, process and Executive Director oversight is significant. Moira Kerr enquired why acuity is rising. Julia Tabreham responded that there are increasing numbers of people in the community experiencing mental health issues and an increasingly elderly and frail population. Ruth Greaves asked if it is possible to know the difference in acuity from joining a waiting list and receiving treatment and would like to see a presentation on that at some point. Caroline Maley will consider the request in terms of holding NEDs to account. **ACTION: Caroline Maley to consider the request, relating to arranging a presentation on the impact on patients' conditions whilst on waiting lists, from the perspective of the governor role of holding NEDs to account**
DHCFT/GOV/ 2017/109	**FEEDBACK AND NEXT STEPS FOLLOWING THE HOLDINGTO ACCOUNT TRAINING SESSION HELD ON 8 NOVEMBER 2017** The report of the session, led by Claire Lea, was tabled. In light of the agreed outcomes on the day of the session it had been agreed that Governance Committee will review its focus, considering how governor engagement can be developed and will continue to reflect upon holding NEDs to account. At the session it was agreed that governor observation at Board Committees would no longer continue therefore the Governor Observation Protocol would cease. Caroline Maley suggested that the CoG/NED lunch immediately before CoG meetings cease as they are only attended by a small proportion of governors. Governance Committee is requested to include, in its considerations, how to continue to develop trust and deepen relationships between NEDs and governors while focussing on holding to account, not operational matters. Further practical training for the development of governors' engagement with the public and how that engagement is used to hold NEDs to account for the performance of the Board is also to be considered. **ACTION: Governance Committee to present a report to the next Council of Governors in response to the training session recommendations.**
DHCFT/GOV/ 2017/110	**ESCLATION ITEMS TO THE COUNCIL OF GOVERNORS** NEDs provided the following responses to address the escalations outlined. However, reflecting on the outcome of the NED/Governor Training Session, these escalations are noted to be operational in nature. **Charitable Funds** Richard Wright confirmed that this matter had been discussed at Finance & Performance Committee. The Trust's charitable funds total

	approximately £60,000. There are costs associated with the administration of the charitable funds (by Derbyshire Community Health Services FT) which would be significantly increased if the Trust were to develop its charitable fundraising in the future. However, this is not an area of strategic priority for the organisation at this time and the Trust's Charitable Funds Strategy will be reviewed again next year. **Information available to people in crisis** Caroline Maley advised that the Trust cannot confirm that the information is available in the right place for everyone but that 60% of Trust staff are trained in suicide awareness, there is information on the Trust's website and a Trust Christmas Card is being distributed to service users containing information on places to go when feeling distressed. **Effectiveness of having different psychiatric teams in hospital and the community and the delivery of joined up care** Julia Tabreham responded that, from the perspective of a NED, the assurance she receives on this matter is the impact on service users, carers and families and also that there is an effective sharing of information. Carer and service user representation at Quality Committee is another way of receiving feedback on this.
DHCFT/GOV/ 2017/111	**STAFF ENGAGEMENT UPDATE** Margaret Gildea presented the report to provide the Council of Governors with an update on the Quarter 2 Pulse Check Survey and a year to date overview. Governors also received an update of the current staff survey progress and promotion activities. Amanda Rawlings added that with one week still left to go on implementation of the Staff Survey the Trust has a 39% response rate, which is the same level as last year and the same level of response as in mental health trusts nationally. Robin Turner commented that the response to the mandatory question regarding recommending the Trust as a place to work seems relatively low. Caroline Maley agreed with the comment but advised it is improving. It is an objective to be in the top 20% of Trusts to work in. **RESOLVED: The Council of Governors noted and supported the progress on staff engagement as measured by the Pulse Check progress.**
DHCFT/GOV/ 2017/112	**GOVERNANCE COMMITTEE REPORT** Carole Riley presented the report to update the Council of Governors on the recent meeting of the Governance Committee; the report was taken as read. Sam Harrison commented on the valuable presentation from Christine Williamson, the volunteer membership champion, who presented an annual report of her activities and membership recruitment. Carole Riley highlighted that following feedback from governors who had left their roles and in line with wider Trust initiatives to reduce the frequency of meetings, the Governance Committee agreed the proposal

	to reduce to bimonthly meetings. Caroline Maley added that Board Committees are revisiting the frequency of their meetings. Also, there is an ambition to shorten Board meetings which are to be held in a morning (both Public and, if required, Confidential sessions). Governors are encouraged to attend Public Board meetings. On alternative months the Board meeting will be followed by the Council of Governors Meeting. Moira Kerr commented that there are guidelines from Derbyshire Voice on length of meetings for people with mental health issues and she would be unlikely to be able to attend both the Board meeting and Council of Governors on the same day; this could be a REGARDS issue. (REGARDS is the acronym of the nine protected characteristics as outlined in the Public Sector Equality Duty & Equality Impact Risks Analysis – Race, Economic disadvantage, Gender, Age, Region or belief, Disability and Sexual orientation.) **ACTION: Carole Riley advised that the next Governance Committee, scheduled for 6 December, will discuss timings, frequency, structure and content of meetings, as well as suitability of papers. There will also be an opportunity to discuss any potential REGARDS issues as raised by Moira Kerr.** **RESOLVED: The Council of Governors noted the discussions held at the October meeting of the Governance Committee and the planned items for the December meeting.**
DHCFT/GOV/ 2017/113	**NOMINATIONS & REMUNERATION COMMITTEE REPORT** Caroline Maley presented the report to update the Council of Governors on the activity undertaken by the Committee. **RESOLVED: The Council of Governors received the update.**
DHCFT/GOV/ 2017/114	**ELECTIONS UPDATE** Denise Baxendale confirmed that of the four elections managed by the Electoral Reform Services, appointments had been made to three constituencies. Unfortunately no-one had come forward for North East Derbyshire, so this remains vacant. As previously reported, there is also a vacancy in Amber Valley North following the resignation of the previous post holder.
DHCFT/GOV/ 2017/115	**ANY OTHER BUSINESS** **Workforce Consultation** Amanda Rawlings reported that today sees the opening of a consultation for 45 days for staff to contribute and improve on the outline of the workforce structure and function which focusses on strengthening the workforce function through creating a shared function with DCHS. **ACTION: An update will be provided at the next Council of Governors Meeting.**
DHCFT/GOV/	**REVIEW OF MEETING EFFECTIVENESS INCLUDING ADHERENCE**

2017/116	**TO PRINCIPLES OUTLINED IN THE CODE OF CONDUCT** Gemma Stacey observed that there were occasions were papers were taken as read and questions answered on those papers; it is suggested that this could be done more frequently. Carole Riley felt there had been a lot of operational discussion and there needs to be a better understanding of where to 'draw the line'. Caroline Maley responded that operational matters are where that line is drawn and the purpose of the Council of Governors is to hold the NEDs to account for the performance of the Board. The Board will continue to work with governors on asking non-operational questions. It was agreed that there had been adherence to the Code of Conduct.
DHCFT/GOV/ 2017/117	**CLOSE OF MEETING** With no further business the meeting closed at 1.25 pm. The Chair wished the Council of Governors a Merry Christmas.
DHCFT/GOV/ 2017/118	**FOR INFORMATION** Governors received the following items for information: • Ratified minutes of the Public Trust Board meetings held on 27 July 2017 and 27 September 2017. • Governor Meeting Timetable • Glossary of NHS Terms **ACTION: The glossary of NHS Terms is to be reviewed and updated.**
DHCFT/GOV/ 2017/119	**DATE AND TIME OF NEXT MEETING** Date: Wednesday 24 January 2018 Time: 1.00 – 4.00 pm Venue: Postmill Centre, Market Close, South Normanton, Alfreton, Derbyshire, DE55 2EJ

COUNCIL OF GOVERNORS ACTION MATRIX - AS AT 18 JANUARY 2018							
Date of Minutes	**Minute Reference**	**Item**	**Lead**	**Action**	**Completion by**	**Current Position**	
22.11.17	DHCFT/GOV/2017/103	Submitted question from member of the public	Julia Tabreham	Following receipt of a concern regarding difficulties experienced in A&E by a person in distress, governors requested they be kept up to date regarding potential improvements to patient experience to avoid a similar siutation reoccuring. Julia Tabreham agreed to raise this at Quality Committee and report back to the Council of Governors on discussions.	24.01.18	Verbal update from Julia Tabreham in the meeting.	Green
22.11.17	DHCFT/GOV/2017/106	Chief Executive's Report & Sustainability and Transformation Partnership Update	Ifti Majid	STP update deferred due to absence of Ifti Majid. To be included in the Chief Executive's update at the January CoG Meeting.	24.01.18	Included in Chief Executive report. Complete.	Green
			Ifti Majid	Requests for further information regarding the Joined Up Care Board to be included in the next update (including clarification on engagement of GPs by the JUC Board, justification of reduction of hospital beds and the increase in community facilities, clarification and explanation of engagement with families and carers, information on voluntary sector representation).	24.01.18	Included in Chief Executive report. Complete.	Green
			Denise Baxendale	Copy of Joined Up Care Board presentation, as included in the Chief Executive's Update, to be emailed to governors via Governor Connect.	24.01.18	Issued. Complete.	Green
22.11.17	DHCFT/GOV/2017/108	Integrated Performance Report	Caroline Maley	Caroline Maley to consider the request, relating to arranging a presentation on the impact on patients' conditions whilst on waiting lists, from the perspective of the governor role of holding NEDs to account	24.01.18	Verbal update from Julia Tabreham in the meeting.	Green
22.11.17	DHCFT/GOV/2017/10p	Feedback and next steps following the Holding to Account training session held on 8 November 2017	Governance Committee	Governance Committee to present a report to the next Council of Governors Meeting in response to the recommendations resulting from the training session.	24.01.18	Revised version of report requested but still awaited from external facilitator.	Orange
22.11.17	DHCFT/GOV/2017/112	Governance Committee Report	Carole Riley	Carole Riley advised that the next Governance Committee, scheduled for 6 December, will discuss timings, frequency, structure and content of meetings, as well as suitability of papers. There will also be an opportunity to discuss any potential REGARDS issues as raised by Moira Kerr.	24.01.18	Timings and format of meetings were discussed at the December Governance Committee meeting. Following consideration of REGARDS issues, it was agreed to set CoG and Public Board meetings on the same day and review after six months at Governance Committee. Governor views have been shared by the Deputy Lead Governor with the Trust Chair.	Green

Key	**Agenda item for future meeting**		**YELLOW**	0	0%
	Action Ongoing/Update Required		**AMBER**	1	14%
	Resolved		**GREEN**	6	86%
	Action Overdue		**RED**	0	0%
				7	100%

Derbyshire Healthcare NHS Foundation Trust
Report to Council of Governors 24 - January 2018

Chief Executive's Report to the Council of Governors

Purpose of Report:

This report provides the Council 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 Council on feedback from external stakeholders such as our commissioners and feedback from our 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

National Context

1. December saw the release of the annual NHS Workforce Race Equality Standard (WRES). The WRES was introduced to enable employees from black and minority ethnic (BME) backgrounds to have equal access to career opportunities and receive fair treatment in the workplace. This is vital as the evidence shows that a motivated, included and valued workforce helps deliver high quality patient care, increased patient satisfaction and better patient safety; it also leads to more innovative and efficient organisations. For our Trust this clearly resonates with our revised values and adds weight to our strategic priority around focussing on people. Two years on, data submission against the nine indicators again this year has been 100% and the third WRES data analysis report has been completed. This 2017 report shows that the low baseline we started off from in 2015 has improved, albeit with room to improve further. The key points to note from the 2017 report include:
    - White shortlisted job applicants are 1.60 times more likely to be appointed from shortlisting than BME shortlisted applicants, who continue to remain absent from senior grades within Agenda for Change (AfC) pay bands.
    - An increase in numbers of BME nurses and midwives at AfC Bands 6 to 9 is observed once again in 2017; this pattern has persisted since 2014.
    - The number of very senior managers (VSMs) from BME backgrounds increased by 18% from 2016 to 2017 it should be noted that this is 7% of all VSMs, which remains significantly lower than BME representation in the overall NHS workforce (18%) and in the local communities served (12%).
    - BME staff are 1.37 times more likely to enter the formal disciplinary process in comparison to white staff. This is an improvement on the 2016 figure of 1.56.
    - BME staff remain significantly more likely to experience discrimination at work from colleagues and their managers compared to white staff, at 14% and 6% respectively.
    - There is no significant difference in white or BME staff experiencing harassment, bullying or abuse from the general public T
    - The overall percentage of BME staff experiencing harassment, bullying or abuse from other colleagues in the last 12 months dropped from 27% to 26%. BME staff remain more likely than white staff to experience harassment, bullying or abuse from other colleagues in the last 12 months.
    - There is a steady increase in the number of NHS trusts that have more than one BME board member. There are now a total of 25 NHS trusts with three or more BME members of the board; an increase of 9 trusts since 2016.

Whilst there are some encouraging signs progress remains slow nationally. The next step in our Trust is for us to analyse the data and understand our own year on year performance as well as how we benchmark with other Organisations. In addition we will continue with the initiatives we have in place including the continuation of our refocussed BME Network. Our reverse mentoring initiative and some joint training and development between our BME Network and our senior leaders meeting *#TeamDerbyshireHealthcare Leaders*.

2. There has been lots of stories in the papers about NHS performance over recent weeks and the pressure of winter related activity – so just how bad is it. I have included below some of the key national facts and figures that do confirm what many are saying on the frontline, the pressures this winter are severe and that demand for services continues to rise inexorably.

   It's not all bad news:

   - The focus since the start of the financial year on delayed transfers of care has seen a significant reduction and this continued in November 2017; with the average number of delayed beds 5.8% lower than the previous month and 19.8% lower than November 2016
   - By the end of November 2017 59.3% of frontline healthcare workers had been vaccinated against flu, up from 55.6% the year before
   - Performance against the key cancer targets has been relatively stable over the past few months.
   - Mental Health core targets have been largely unaffected by winter pressure.
   - By the end of November 2017 59.3% of frontline healthcare workers had been vaccinated against flu, up from 55.6% the year before

   There are some serious pressures however:

   - A&E performance in December 2017 was seriously compromised. The month saw both the highest ever number of emergency admissions – over 520,000 – and the lowest ever performance against the 4-hour standard for type 1 (major) attendances – 77.3%.
   - The number of flu cases is rising, with 7.38 hospitalised cases of influenza per 100,000 of the population this week, up from 1.55 two weeks ago. Of the 758 hospitalizations, 240 were admitted to intensive level care.
   - Despite an extra 2000 national acute beds being open, bed occupancy levels have increased, peaking at 95.8% on 3 January with 88% of hospitals reporting occupancy of over 92% that day

   Locally performance is variable, Chesterfield Royal Hospital were exceeding the national 95% A&E target at 96.06% year to date though during December performance dipped to 93.95% whist Derby Teaching Hospitals reported 73.7% against the type 1 A&E target.

3. The general data protection regulation (GDPR) is a new EU law that will come into effect on 25 May 2018 to replace the current Data Protection Act. It will introduce new requirements for how organisations process personal data. The Trust has undertaken work to identify what is required for us to comply with the new legislation. This includes reviewing our processes for consent to process data, ensuring individuals' rights to access data, and ensuring we have processes in place to keep information up to date and only keep for as long as necessary. The Audit and Risk Committee is overseeing our progress towards reaching compliance and we are building on the

solid foundations of past good performance for information governance across the Trust.

Local Context

4. As part of Joined up Care Derbyshire our system has submitted the Derbyshire GPFV STP Workforce plan which was reviewed by the DCO NHSE Assurance panel and given an initial score of 48% and a rating of "partial assurance" (the pass score is 50%). The comments received from NHSE were addressed and a revised version submitted on 15th November 2017. Feedback from NHSE North Midlands is that they will be recommending an improved score of 59% to the regional team. This score represents a rating of assured with conditions" as opposed to full assurance, however the improved position is welcome.

   In addition the mental health workstream (led by myself) submitted an 'initial commentary' against the national workforce expectation associated with the delivery of the mental health workforce strategy to support the delivery of the mental health five year forward view. We have not to date had any feedback on our initial commentary that clearly flags up a gap in expectation between the resources available to fund the national strategy and how those resource are materialising locally.

5. Our STP (Joined Up Care Derbyshire) has taken part in a Kings Fund event to learn more about what has supported improvements in those areas leading the move towards more integrated working:
   - The need to have aligned clinical operating model and business operating model over all the system
   - System architecture must enable the model of care to be delivered.
   - The need to understand what primary care can and cannot offer to contribute to the system model
   - Focus on cost rather than price or income – North Cumbria noted that this has transformed relationships and ways of working within their STPs footprint.
   - Digital technology and workforce – demonstrable link of the cultural change needed to support and enable our workforce to respond to the efficiency opportunities generated through technological advancements.
   - A need to track, analyses and monitor general practice data

   The next STP stocktake meeting led by Dale Bywater, Regional Director for NHS Improvement, has been confirmed March 2018 10am. This meeting will provide an opportunity to showcase some of the good work that has taken place across Derbyshire. It will also provide an opportunity to identify any areas where we feel that we would benefit from some additional support from regulators.

   It is positive to note that all system triangulation issues have now been understood and resolved for 2017/18 however there is more work to do to define and mitigate the risks associated with 2018/19
   - Commissioners need to describe the extant 17/18 QIPP schemes and how these will roll into 18/19.
   - Providers need to work on their own CIPs to understand the potential surplus/deficits and how these compare with 18/19 control totals.
   - STP workstream leads and SROs need to specify where they may need more financial and/or contractual support to value the potential impact of the financial mitigation that their workstream should deliver in 18/19.

- The Capped Expenditure Process ideas are being valued by DoFs as approaches to further mitigate the expected financial position

Senior clinicians in the Derbyshire System have been working together to develop principles and standards that will support development and delivery of all clinical pathways. Those standards include:

- Consistency with national and local strategic direction and plans; so that that improvements in population health are achieved in an integrated way, with all parts working together with collective ownership of delivery as one Derbyshire system (Triple Integration – Health and Social Care, Community and Specialist Care, Physical and Mental Health)
- Improved delivery of care which maximises the potential benefits for the people of Derbyshire to improve their experience of care in a way which is safe, effective and person centred (addresses the care and quality gap)
- Measurable improvements in population health and reduced inequalities (addresses the health and wellbeing gap)
- Reduction of the per capita cost of care by driving more efficient and effective use of resources (addresses the finance and efficiency gap)

The Derbyshire system has now agreed a joint estates strategy that augments the strategies of all individual Organisations. The are 5 key priorities noted in the strategy

- Acute hospital optimisation;
- Community Hospital optimisation through Better Care Closer to Home in the north part of the county and projects in Heanor and Belper;
- Links to 'One Public Estate' initiatives to help with rationalisation of surplus property and to enhance partnership working on estate utilisation;
- Review the utilisation of buildings and develop new ways of working (e.g. increase agile working through the use of technology) to help improve efficiency of use
- Identify joint priorities for new capital investments

6. In January the Mental Health Workstream leadership team combined with HealthWatch Derbyshire to undertake a days facilitated training around co-production and in particular co-production in the context of statutory consultation. The key learning I took from the session was that 'continuous engagement' is the key to ensuring co-production that support a formal consultation process. This resonates with the approach we are now starting to take with colleagues within the Trust and I have undertaken to ensure we develop mechanisms in association with HealthWatch Derbyshire to develop local stakeholder groups that we are able to engage with both as a workstream and as a Trust to get continuous feedback from our local communities

Within our Trust

7. In December I met with Guy Freeman who is the Refugee Support Coordinator at the British Red Cross in Derby. It was very helpful to get an understanding of the role of the British Red Cross as well as understanding the wider issues and resources associated with supporting individuals and families who are dispersed to Derby as part of the 'no choice accommodation' section of the asylum seeker process. I was also able to have some first-hand feedback about the new 'initial accommodation centre' due to open imminently. During the meeting I agreed with Guy a quid pro quo arrangement whereby we would provide some mental health awareness training to his

team and he would provide some training to some of our local teams around the asylum seeking process – real local partnership in action!

8. The Christmas period is always difficult for those individuals and their families who need to be in hospital. I would like to applaud the efforts of our staff, that I saw first-hand in my pre-Christmas ward visits, to make the environment as festive as possible. Myself and Caroline had the pleasure of judging the Christmas decorations at the Radbourne Unit and whilst the decorations themselves were fantastic I was particularly impressed with the involvement of people who use our services. I would also like to note the commitment of all of our colleagues who worked over the Christmas and New Year period to ensure the safety of people in Derbyshire who needed the support of our services.

9. Since our last Board meeting on the 29th November I have been fortunate to visit a number of teams as part of our 'Ifti on the Road' initiative including:
    - Hartington Unit
    - St Andrews House (All Teams)
    - Dynamic Psychotherapy Service
    - Radbourne Unit

    I have been delighted at how many colleagues have come along at these sessions to share thoughts, ideas and concerns. There has been a real mixture of people raising individual and personal issues along with teams attending 'en masse' to discuss issue that were important to all team members.

    Common themes included:
    - Access to car parking, desk space and a sense of overcrowding in some of our buildings
    - Unhappiness with the safety planning process in particular how we need to ensure it is adaptable to different service user groups
    - Consultation around change, timeliness, style and approach
    - Opportunities for personal development in particular gaining new skills not necessarily associated with promotions.

    All feedback has been captured and actions are in place to understand more about the issues raised and where appropriate specific actions have been taken, for example a review of the usage of car parking at St Andrews and limiting its use by non-Trust staff. In addition our communications and engagement team are developing feedback mechanisms using a number of media to help colleagues to understand what actions have been taken following their raising issues.

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

- Our strategic thinking includes national issues that are not immediately in the health or care sector but that could be of high impact.
- CoG can take assurance that Trust level of engagement and influence is high in the health and social care community
- Feedback from staff and other stakeholders is being reported to CoG

Consultation

- The report has not been to any other group or committee though content has been discussed in various Executive meetings

Governance or Legal Issues

- 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

Recommendations

The Council of Governors 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

Update on the STP

2017

Our Society is changing and we need to change

- Nationally life expectancy is rising by an average of five hours a day
- 5.1% of Derbyshire's 1 million population are over the age of 80
- 1.1% of the population are less than a year old
- We have a high number of people living with:

  Dementia Lung conditions Diabetes

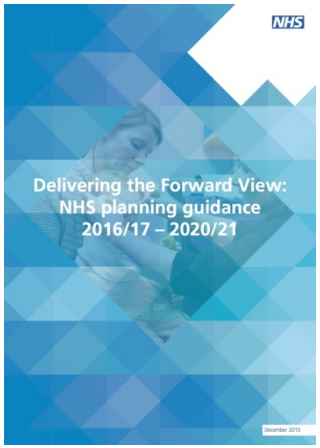
NHS Five Year Forward View 2014

- *The traditional divide between primary care, community services, and hospitals – largely unaltered since the birth of the NHS – is increasingly a barrier to the personalised and coordinated health services patients need."*

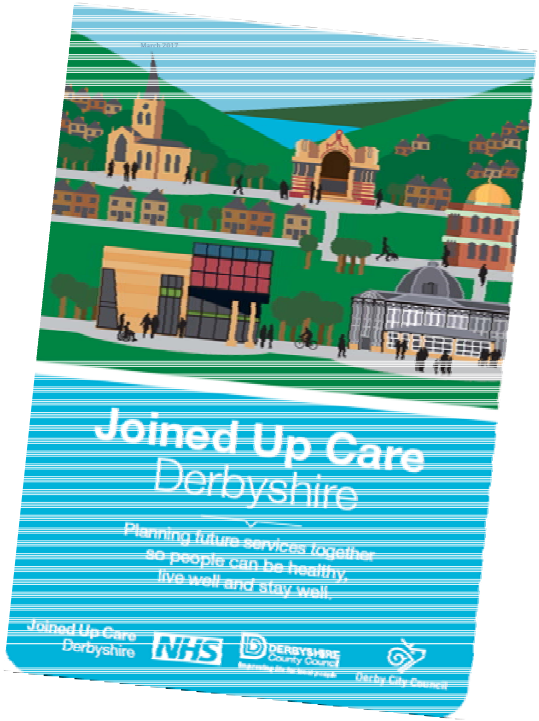
Why bring services together?

- We need to treat long term conditions better and provide care in the right place, when they need it, at the right time.
- Health and social care need to work seamlessly together
- We need to be as efficient as possible
- We need to make sure services are tailored and targeted to people and their communities
- Preventing physical and mental ill health and helping people to make better lifestyle choices

How the NHS and local authorities are integrating care?



2016 – NHS sets up 44 sustainability and transformation partnerships (STP) covering all England - last October each STP published their plans.



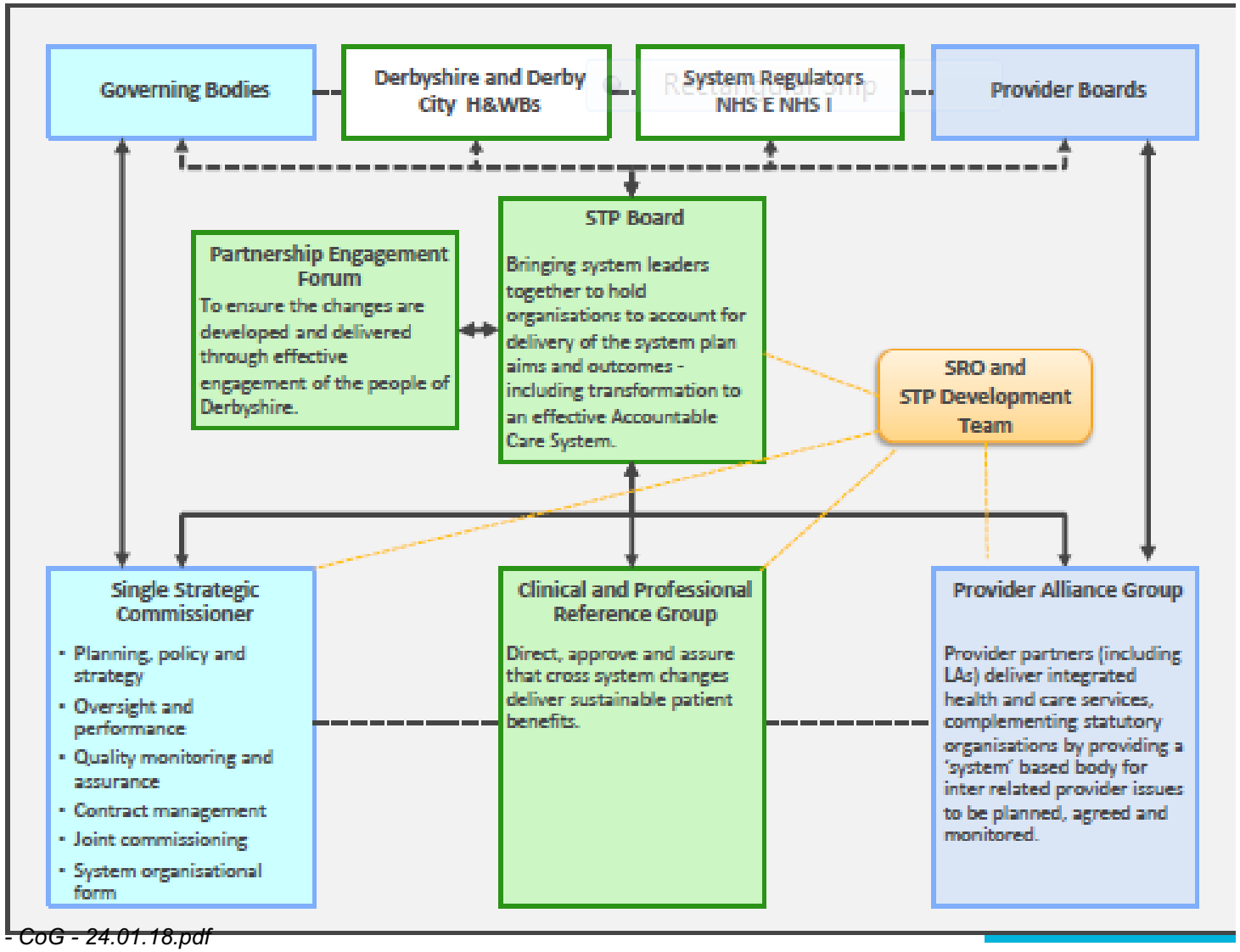
Derbyshire's STP, is called Joined Up Care Derbyshire. Business cases supporting the priority areas are all online

So what is the plan?

- For the NHS to meet patients' needs better in future, there are three gaps that need to close which were all set out in the Five Year Forward View.
- To do this, every part of the NHS needs to understand:
  - local priorities and challenges related to the three gaps
  - how these are likely to evolve over the next five years

How is the Partnership moving forward?

All partners agreed a Governance structure which will help and support the system to make the changes it needs.



How is the Partnership moving forward?

The work we are doing in partnership, supports the national direction to move towards Accountable Care Systems.

What is an ACS?

NHS organisations (commissioners and providers) in partnership with local authorities, take on collective responsibility for resources and population health, providing joined up, better coordinated care.

- Acting on national priorities - taking strain off A&E, making it easier to see a GP, improving access to cancer and mental health services.
- More control over funding available supporting transformation.
- Accountability for improving health and wellbeing of population.

Joined Up Care Derbyshire

How is the Partnership moving forward?

The four commissioners who plan, agree, contract for and monitor services on behalf of our local populations have appointed a Joint Accountable Officer – Dr Chris Clayton.

This will support the aim for Derbyshire to have a single strategic commissioning organisation that drives forward service transformation.

The four Derbyshire commissioners are:

Erewash Clinical Commissioning Group

Hardwick Clinical Commissioning Group

North Derbyshire Clinical Commissioning Group

South Derbyshire Clinical Commissioning Group

Joined Up Care Derbyshire

So what's in the plan?

Our priorities:

1.To do more to prevent ill health and help people take good care of themselves.

2.To tailor services so they look after and focus on people in their communities, so people get better, more targeted care and support.

3.To make it easy for people to access the right care, whenever it is needed, so everyone gets better quality, quicker support across the system. This would help keep Accident & Emergency, Minor Injury Units and Urgent Care Centres free for patients who really need them.

4.To get health and social care working seamlessly together so people get consistently high quality, efficient, coordinated services, without gaps or duplication.

5.To make organisations as efficient as possible so money is pumped into services and care, with running costs kept low.

Joined Up Care
Derbyshire

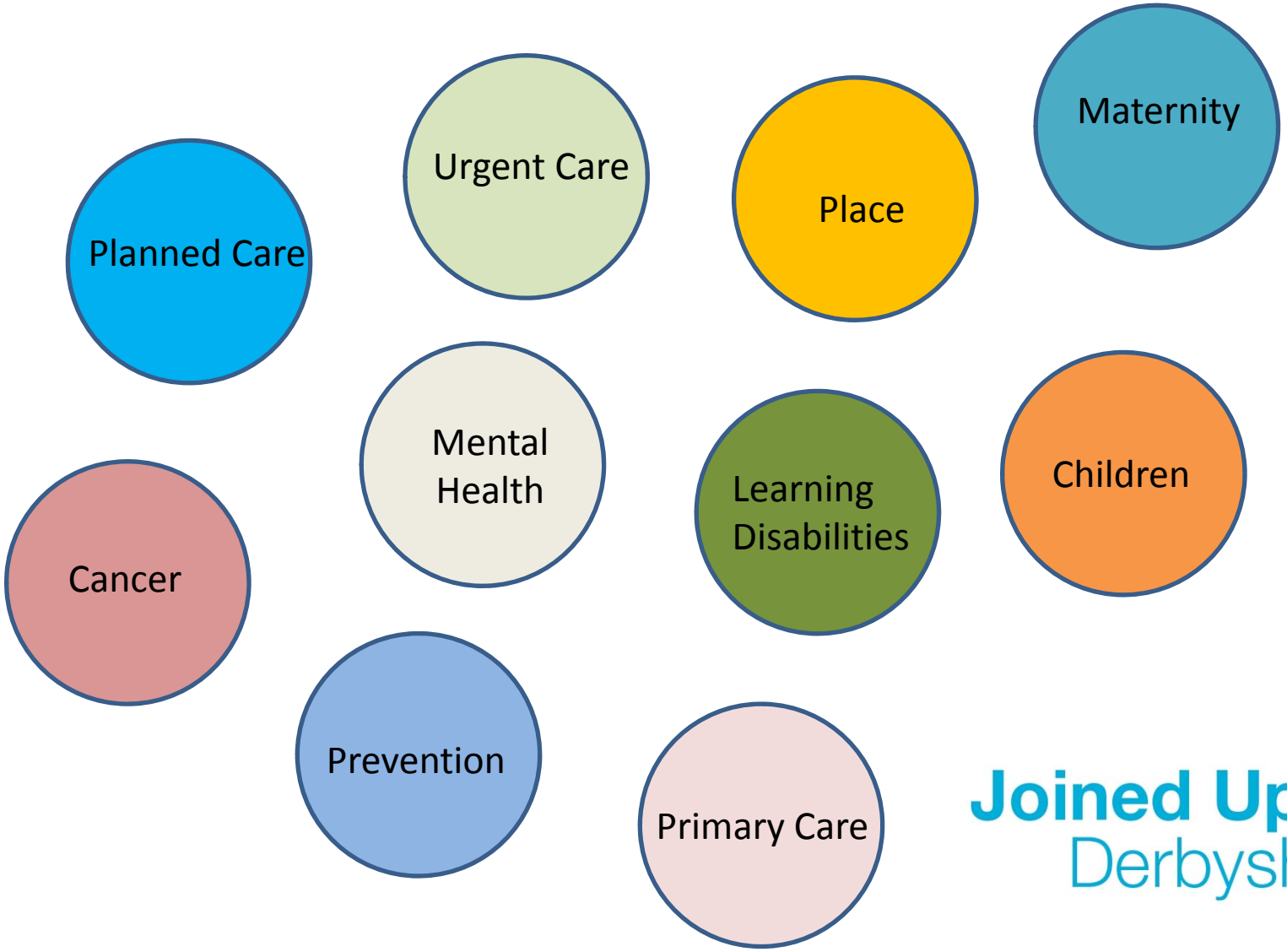
Financially – how are we shaping up

The financial gap does not go away and continues to be a challenge:

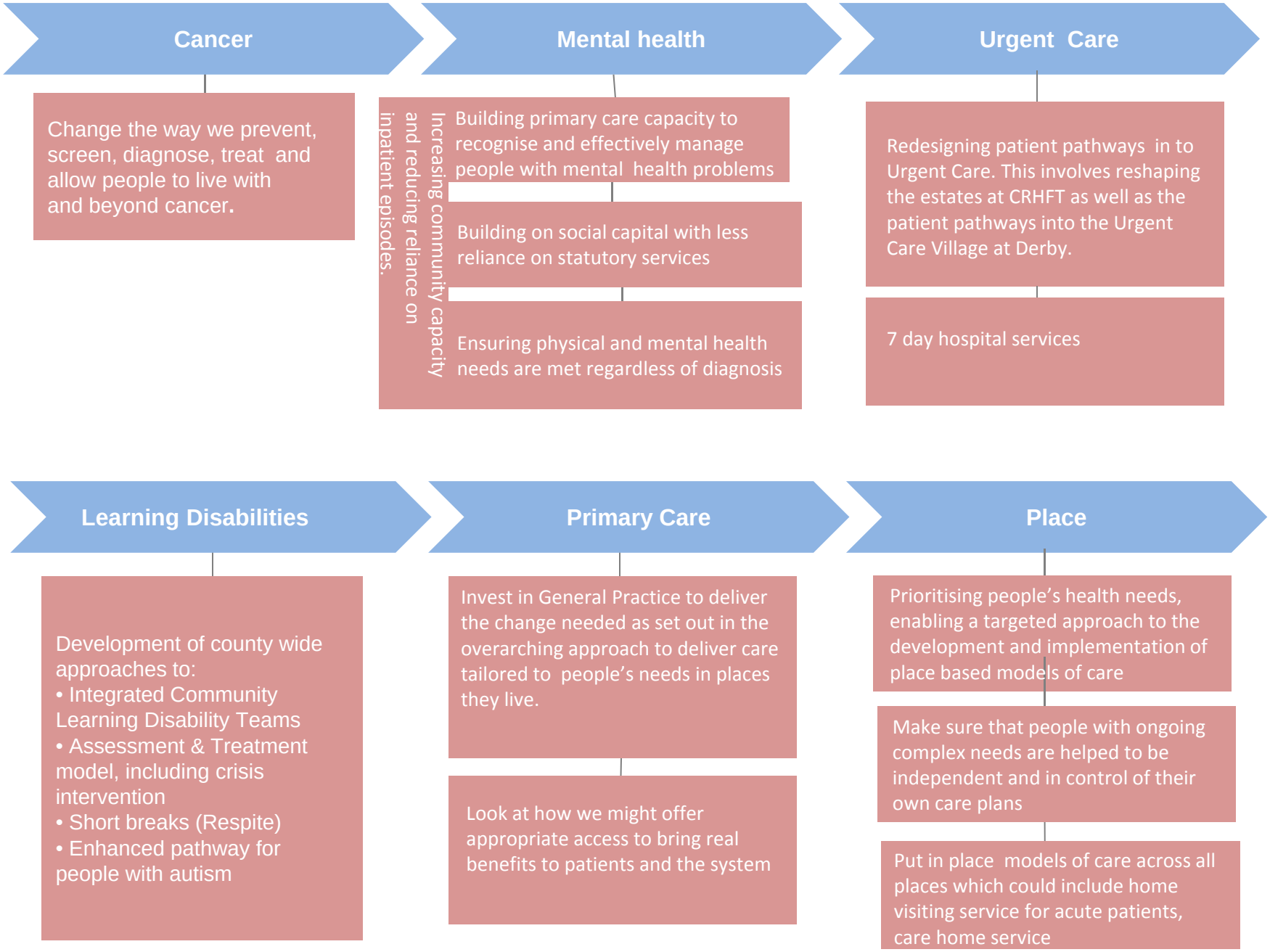
We have an estimated funding gap of £240m in our health system and £136m in our local authority over the next three years if we don't change the way we work

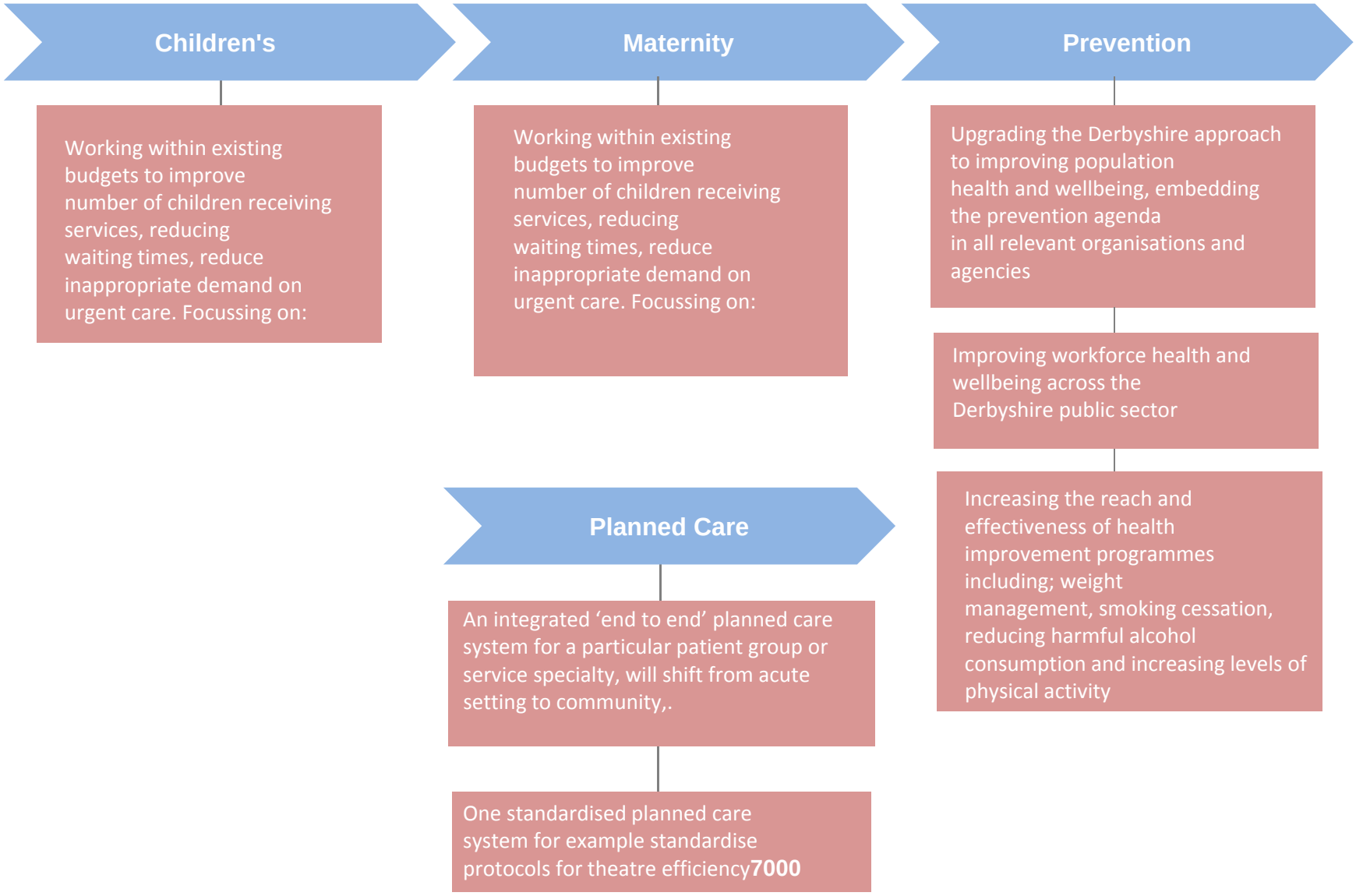
So what's in the plan?

To deliver the priorities there are 10 work areas



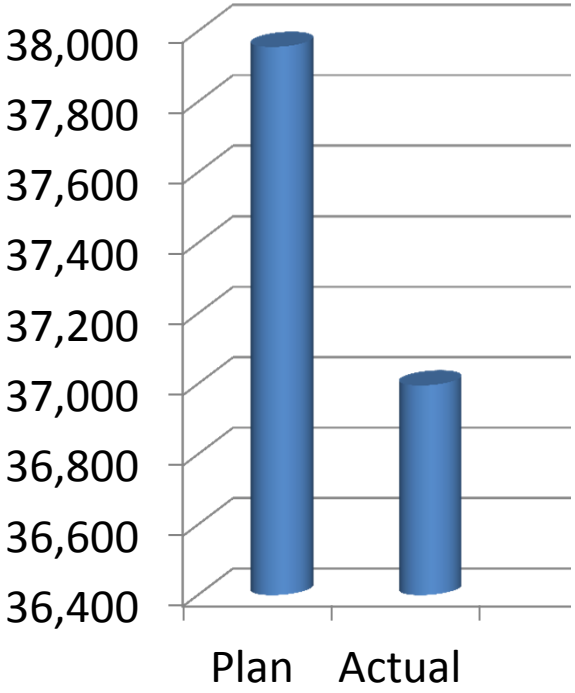
Joined Up Care Derbyshire


Cancer
Change the way we prevent, screen, diagnose, treat and allow people to live with and beyond cancer.
Mental health
Increasing community capacity and reducing reliance on inpatient episodes.
Building primary care capacity to recognise and effectively manage people with mental health problems
Building on social capital with less reliance on statutory services
Ensuring physical and mental health needs are met regardless of diagnosis
Urgent Care
Redesigning patient pathways in to Urgent Care. This involves reshaping the estates at CRHFT as well as the patient pathways into the Urgent Care Village at Derby.
7 day hospital services
Learning Disabilities
Development of county wide approaches to:
• Integrated Community Learning Disability Teams
• Assessment & Treatment model, including crisis intervention
• Short breaks (Respite)
• Enhanced pathway for people with autism
Primary Care
Invest in General Practice to deliver the change needed as set out in the overarching approach to deliver care tailored to people's needs in places they live.
Look at how we might offer appropriate access to bring real benefits to patients and the system
Place
Prioritising people's health needs, enabling a targeted approach to the development and implementation of place based models of care
Make sure that people with ongoing complex needs are helped to be independent and in control of their own care plans
Put in place models of care across all places which could include home visiting service for acute patients, care home service


Children's
Working within existing budgets to improve number of children receiving services, reducing waiting times, reduce inappropriate demand on urgent care. Focussing on:
Maternity
Working within existing budgets to improve number of children receiving services, reducing waiting times, reduce inappropriate demand on urgent care. Focussing on:
Prevention
Upgrading the Derbyshire approach to improving population health and wellbeing, embedding the prevention agenda in all relevant organisations and agencies
Improving workforce health and wellbeing across the Derbyshire public sector
Increasing the reach and effectiveness of health improvement programmes including; weight management, smoking cessation, reducing harmful alcohol consumption and increasing levels of physical activity
Planned Care
An integrated 'end to end' planned care system for a particular patient group or service specialty, will shift from acute setting to community,.
One standardised planned care system for example standardise protocols for theatre efficiency7000

So what have we done?

Together as a system we have reduced the number of times people have had to stay in hospital by more than 1,000 during April – July this year.



Significant reduction in the number of mental health patients requiring admission that have been placed outside of Derbyshire.

Joined Up Care
Derbyshire

Getting people back home

Chesterfield Royal Hospital, Derbyshire Community Health Services and Derbyshire County Council are pooling expertise and resources to successfully put a nationally recognised way of working in place that's getting people back home - or to a residential nursing home - when they're medically fit to leave.

Around one third of patients admitted to hospital in a medical emergency are over 80 years old and for this group in particular a prolonged stay in hospital runs the risk of reduced mobility, loss of muscle strength, lack of independence and risk of infection.

'Discharge to Assess' means bringing lots of services together to get a patient home, keep them safe and make sure they're supported while they continue to recover.

'Implementation of the Dementia Rapid Response Team and the Functional Rapid Response Team reducing how long older people with dementia or a functional illness stay in hospital

Joined Up Care
Derbyshire

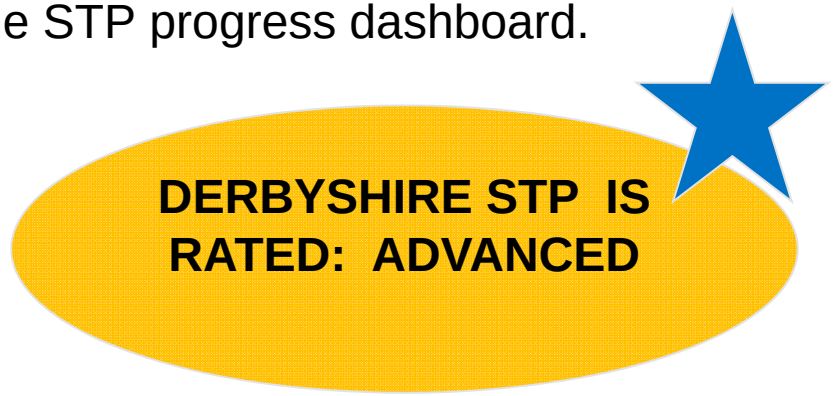
Measuring progress

- In November 2016 NHSE said that the Derbyshire plans for health and social care was "*a credible base for operational planning"* and leadership and governance was considered to be strong.

- However, some nervousness was expressed to the speed of how expected changes were to be delivered and further work was suggested in relation to some of the financial assumptions made.

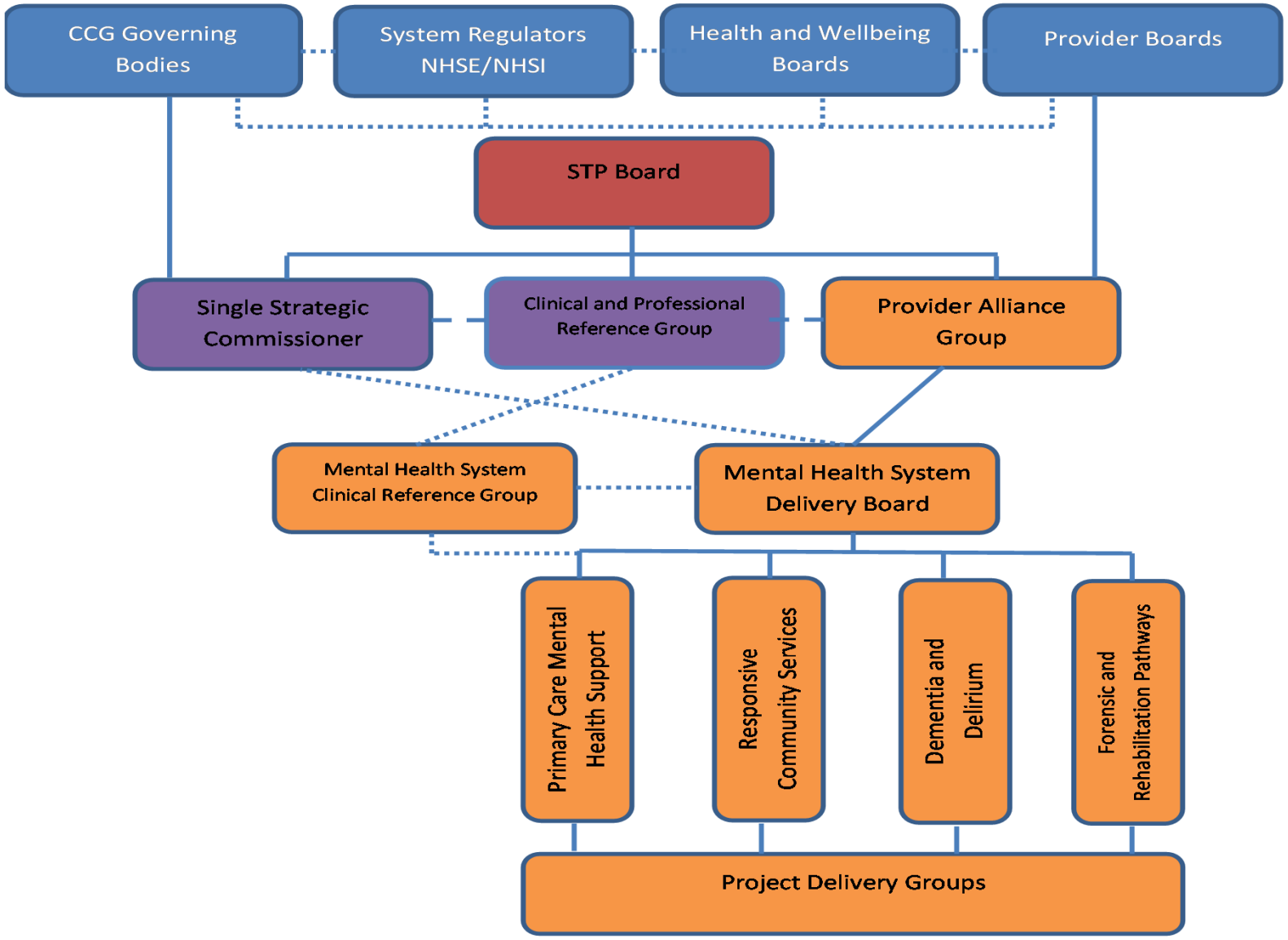
- Overall, the plan was felt to represent a good starting position and work began on developing the plans to the next stage

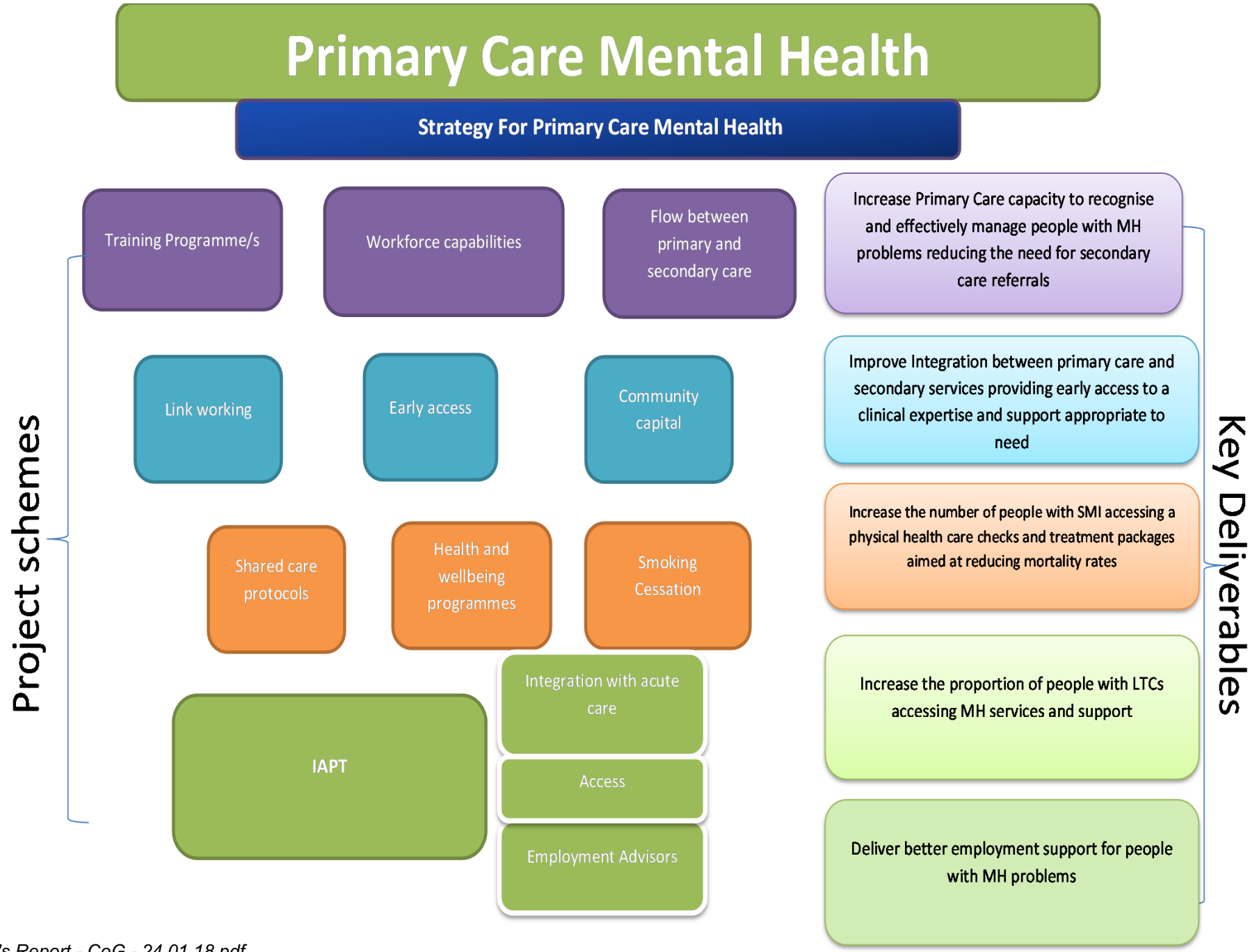
- In July 2017 NHS England published the STP progress dashboard.

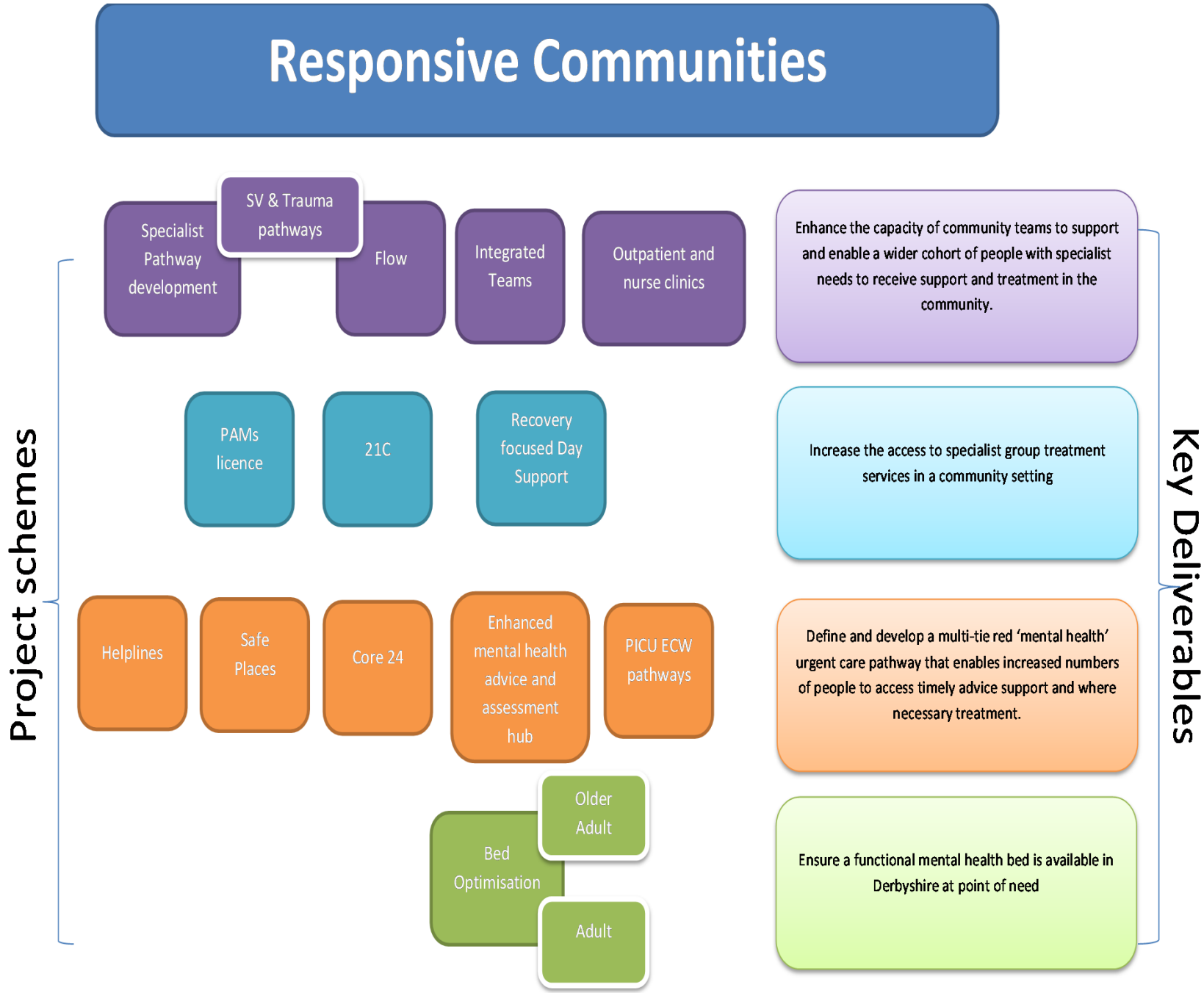


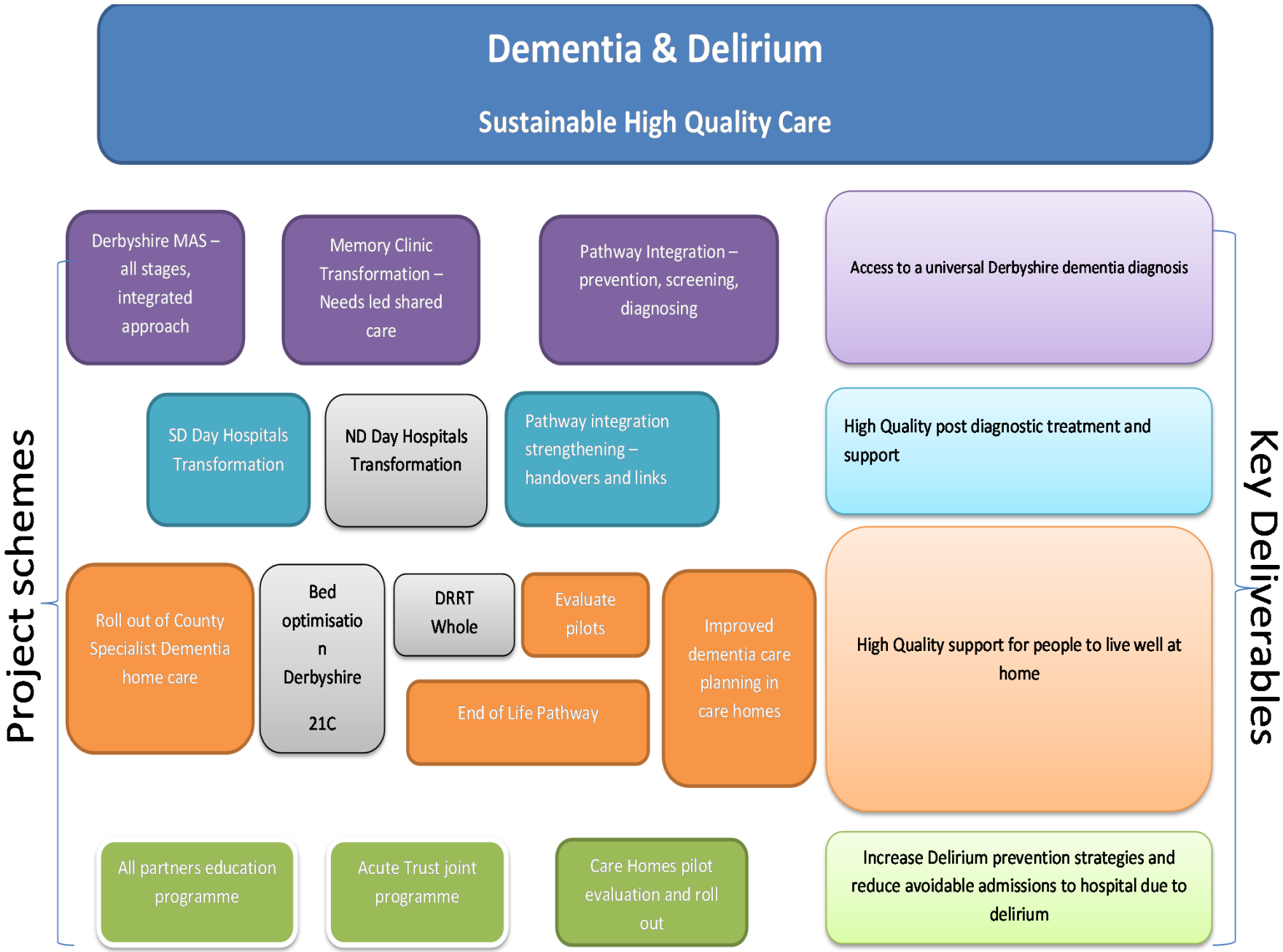
Mental Health Workstream

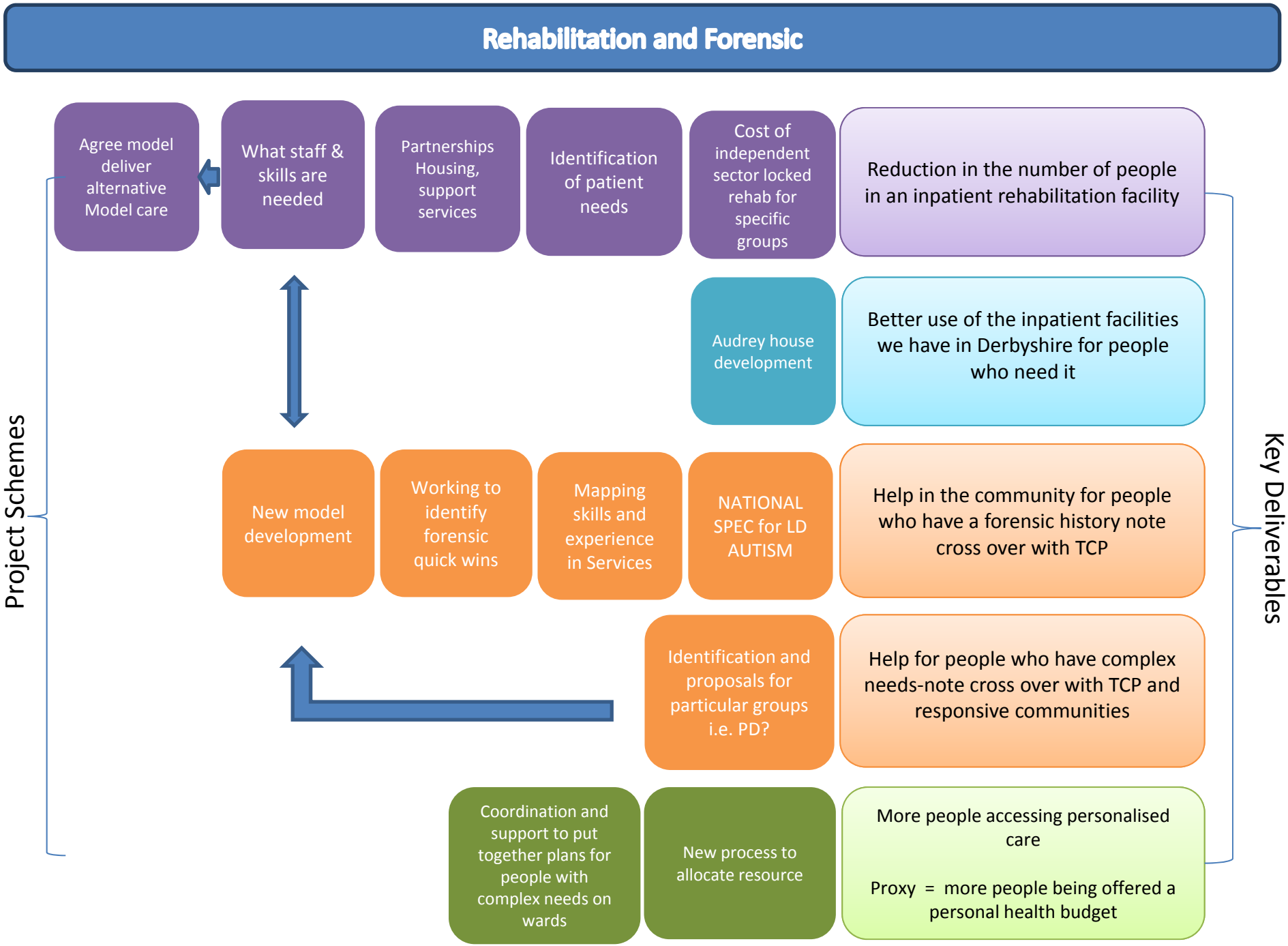
Mental Health System Delivery Board Governance Chart




Primary Care Mental Health
Strategy For Primary Care Mental Health
Project schemes
Training Programme/s
Workforce capabilities
Flow between primary and secondary care
Link working
Early access
Community capital
Shared care protocols
Health and wellbeing programmes
Smoking Cessation
IAPT
Integration with acute care
Access
Employment Advisors
Key Deliverables
Increase Primary Care capacity to recognise and effectively manage people with MH problems reducing the need for secondary care referrals
Improve Integration between primary care and secondary services providing early access to a clinical expertise and support appropriate to need
Increase the number of people with SMI accessing a physical health care checks and treatment packages aimed at reducing mortality rates
Increase the proportion of people with LTCs accessing MH services and support
Deliver better employment support for people with MH problems


Responsive Communities
Project schemes
Specialist Pathway development
SV & Trauma pathways
Flow
Integrated Teams
Outpatient and nurse clinics
PAMs licence
21C
Recovery focused Day Support
Helplines
Safe Places
Core 24
Enhanced mental health advice and assessment hub
PICU ECW pathways
Bed Optimisation
Older Adult
Adult
Enhance the capacity of community teams to support and enable a wider cohort of people with specialist needs to receive support and treatment in the community.
Increase the access to specialist group treatment services in a community setting
Define and develop a multi-tie red 'mental health' urgent care pathway that enables increased numbers of people to access timely advice support and where necessary treatment.
Ensure a functional mental health bed is available in Derbyshire at point of need
Key Deliverables


Dementia & Delirium
Sustainable High Quality Care
Project schemes
Derbyshire MAS – all stages, integrated approach
Memory Clinic Transformation – Needs led shared care
Pathway Integration – prevention, screening, diagnosing
SD Day Hospitals Transformation
ND Day Hospitals Transformation
Pathway integration strengthening – handovers and links
Roll out of County Specialist Dementia home care
Bed optimisation Derbyshire 21C
DRRT Whole
Evaluate pilots
End of Life Pathway
Improved dementia care planning in care homes
All partners education programme
Acute Trust joint programme
Care Homes pilot evaluation and roll out
Key Deliverables
Access to a universal Derbyshire dementia diagnosis
High Quality post diagnostic treatment and support
High Quality support for people to live well at home
Increase Delirium prevention strategies and reduce avoidable admissions to hospital due to delirium


Rehabilitation and Forensic
Project Schemes
Key Deliverables
Agree model deliver alternative Model care
What staff & skills are needed
Partnerships Housing, support services
Identification of patient needs
Cost of independent sector locked rehab for specific groups
Reduction in the number of people in an inpatient rehabilitation facility
Audrey house development
Better use of the inpatient facilities we have in Derbyshire for people who need it
New model development
Working to identify forensic quick wins
Mapping skills and experience in Services
NATIONAL SPEC for LD AUTISM
Help in the community for people who have a forensic history note cross over with TCP
Identification and proposals for particular groups i.e. PD?
Help for people who have complex needs-note cross over with TCP and responsive communities
Coordination and support to put together plans for people with complex needs on wards
New process to allocate resource
More people accessing personalised care
Proxy = more people being offered a personal health budget

Getting out and talking to people

2017

Starting the conversation

Working in partnership with Healthwatch Derby and Derbyshire and the voluntary sector we have visited markets, meetings, and events across Derbyshire and spoken to approximately 1,000 people about the future of health and social care.

More than 200 carers have given us their thoughts on the ideas set out for the future of health and care

Starting the conversation

More than 200 people have answered our questionnaire

Please get in touch and have your say:
http://www.southernderbyshireccg.nhs.
cations/joinedupcarederbyshire/

- In addition to these opportunities to get involved with the conversation on the future health and care services for Derbyshire there is also engagement work taking place on specific areas including:

- Derby and Burton Collaboration - http://www.burtonderbycollaboration.co.uk/

- Belper - http://www.southernderbyshireccg.nhs.uk/have-your-say/consultations/belper-health-services/

- Others include self care and gluten free: http://www.southernderbyshireccg.nhs.uk/have-your-say/consultations/

Joined Up Care
Derbyshire

Derbyshire Healthcare NHS Foundation Trust
Report to the Council of Governors – 24 January 2018

Proposed Changes to the Trust's Constitution

Purpose of Report

The Council of Governors is asked to consider and support amendments to the Trust's Constitution, noting that the amendments will require the approval of both the Trust Board and the Council of Governors.

Executive Summary

The Constitution is one of the most important documents within any foundation trust (FT) and all FTs are required to have one. The constitution is an organisation's governing document. It is a set of fundamental principles and processes according to which the foundation trust is governed and contains detailed information about how the trust will operate. It sets out, for example, the Trust's membership area, gives information on the various membership constituencies, and determines the size and composition of the Trust Board and Council of Governors (COG). It also prescribes the rules by which any election to the CoG is to be conducted. Having clear rules about how the organisation operates gives reassurance to patients and service users that the governance of the Trust is sound. All constitutions must comply with statutory requirements (those set out in legislation, such as the National Health Service Act 2006 and the Health and Social Care Act 2012) and therefore some of the content is consistent across all foundation trusts. Legislation also specifies a number of items that must appear within all FT constitutions.

Any amendments to the constitution require the approval of both the Trust Board and the CoG so it is vital that governors are satisfied that they understand what it is that they are being asked to approve. Any changes that a FT makes to its constitution take effect as soon as the approval process has been completed, but an amendment which goes against anything set out in legislation will not have effect. FTs are required, both in law and as part of their provider licence, to inform the regulator of the changes but it has no role in determining whether the constitution is legally compliant. Changes to a FTs constitution used to require the regulator's approval8 but this is no longer necessary and it is for individual foundation trusts to approve the content.

A summary of the changes proposed are:

- Public Constituency Change
- Staff Constituency Change
- Partnership Organisations Change
- Composition of the Council of Governors Change – proposed changes to constituencies and composition were approved by Governance Committee on 6 December. The addition of two staff governors will not cause publicly elected governors to be outweighed in terms of representation
- Increasing quorum of the Council of Governors from 20% to one third, with a minimum of six – approved by Governance Committee on 6 December

- Decreasing the number of governors to terminate tenure of a governor from 75% to 70% - proposed by Lead Governor and agreed by Governance Committee on 3 July 2017
- Increasing the membership of the Governors Nominations & Remuneration Committee by one public and one staff governor (previously approved by Council of Governors on 18 July 2017 and introduced with immediate effect)
- Significant transactions
- Equality best practice – removing references to gender – in response to a request by governors
- Regulatory body changes - 'Monitor' will be amended to National Health Service Improvement (NHSI) unless specific to Acts or Publications

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

Changes will be made to the Constitution in line with guidance.

Consultation

The final draft of the revised document must be submitted to both the Board and the Council of governors for approval. There is no requirement for this to be done in any particular order – the only requirement is that both groups approve the document by majority vote. This means, provided the meetings are quorate, more than half of those present at each meeting must vote to approve the changes. It is not possible for the Board or Council to delegate responsibility for approval to a working group or committee; any changes must be approved by the Board and Council. If either the Board or the Council (or both) do not approve the changes, they do not take effect and the existing constitution remains in force.

Once the Board and Council have approved the changes, they take immediate effect. The revised constitution should then 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.

Governance or Legal Issues

Changes are proposed in line with the Constitution:

39. Amendment of the Constitution

39.1 The Trust may make amendments of its Constitution only if:

39.1.1 more than half of the members of the Council of Governors voting approve the amendments, and

39.1.2 more than half of the members of the Board of Directors voting approve the amendments.

39.2 Amendments made under paragraph 39.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.

39.3 Where an amendment is made to the Constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):

39.3.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and

39.3.2 the Trust must give the Members an opportunity to vote on whether they approve the amendment.

39.4 If more than half of the Members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.

39.5 Amendments by the Trust of its Constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the Constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

Equality Impact Risk Analysis

The author has a responsibility to consider the equality impact and evidence on the nine protected characteristics (REGARDS people).

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

Recommendations

The Council of Governors is requested to

1. Approve the following changes to the Constitution:
   - 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. Acknowledge the changes that need to be approved by the Board and also Council of Governors.

3. Acknowledge that changing the termination of tenure voting will require a change to the Code of Conduct for the Council of Governors.

4. NHSI will be notified and an updated version of the constitution forwarded to them and placed on the Trust's website.

Report presented by: **Sam Harrison, Director of Corporate Affairs & Trust Secretary**

Report prepared by: **Sam Harrison, Director of Corporate Affairs & Trust Secretary**
Donna Cameron, Assistant Trust Secretary
Denise Baxendale, Communications & Involvement Manager

THE PUBLIC CONSTITUENCY

Annex 1 of the Constitution – The Public Constituency

Over the past six years the Trust has struggled to gain interest from prospective governors in some geographical constituencies. Experience from other trusts who have developed their Constitution more recently than ours, indicate that larger geographical areas can often attract more interest and lead to contested elections.

On 6 December the Governance Committee looked at a variety of options to consider how this could be achieved within our Derbyshire and surrounding area constituencies.

Discussion took place on the size of some of the proposed constituencies and the benefits and drawbacks of larger and smaller constituencies. Governors suggested an additional fourth option to those suggested for public constituencies and decided to vote on their preferred option for each constituency. It was agreed that the following configurations were preferred by the majority of governors:

Public Constituencies

Current Public Constituencies	**Public Governors**	**Proposed Public Constituencies**	**Public Governors**
Amber Valley North Amber Valley South	1 (vacant) 1	Amber Valley	2
Erewash North Erewash South	1 1	Erewash	2
Bolsover North East Derbyshire	1 1 (vacant)	Bolsover & North East Derbyshire	2
Chesterfield North Chesterfield South	1 1	Chesterfield	2
Derby City East	2	Derby City East	2
Derby City West	2	Derby City West	2
Derbyshire Dales High Peak	1 1	High Peak & Derbyshire Dales	2
North East Derbyshire	1 (vacant)	No change	1
South Derbyshire	1	No change	1
*Surrounding Areas	1	No change	1

Minimum number of members per constituency will be updated to reflect the new constituency; numbers will be combined.

***Surrounding Areas**

During the recent recruitment process for a Non-Executive Director it became apparent that there was clarification required with regard to the ‘Surrounding Areas’ constituency as outlined in the Trust’s Constitution. For example the Constitution includes counties that border with Derbyshire with the exception of Warwickshire and

West Yorkshire; and does not include the City Councils of Stoke on Trent, Nottingham, Leicester and Greater Manchester.

The Governance Committee on 6 December proposed that Surrounding Areas is extended to include all **regions,** including cities within them, that border Derbyshire including:

- East Midlands
- West Midlands
- Yorkshire and the Humber
- North West

STAFF CONSTITUENCY

Annex 2 of the Constitution – The Staff Constituency

Governors highlighted that they would like to review the staff membership constituency with a view to increasing the number of staff governors. This was reviewed at the Governance Committee on 6 December 2017 where it was proposed to increase the number of staff governors in order to provide additional capacity following feedback from existing staff governors and to split Nursing and Allied Professions constituencies. The proposed addition of two staff governors will not cause publicly elected governors to be outweighed in terms of representation which is a key element of the Constitution.

Current Staff Constituencies	**Staff Governors**	**Proposed Staff Constituencies**	**Staff Governors**
Medical and Dental	1	Medical and Dental	1
Nursing and Allied Professions	2	Nursing	2
Administration and Allied Support	1	Allied Professions	1
		Administration and Allied Support	2

PARTNERSHIP ORGANISATIONS

Annex 3 of the Constitution – Composition of the Council of Governors

The composition of the Council of Governors within the existing Constitution includes an appointed governor from Derbyshire Constabulary. Previous discussions on this subject have outlined that Derbyshire Constabulary no longer feel it is appropriate to identify an appointed governor and therefore it is appropriate to remove this post from the Constitution.

Please note there is no change to the Qualifying Local Authorities.

Current Partnership Organisations	Appointed Governor	Proposed Partnership Organisations	Appointed Governor
Southern Derbyshire Voluntary Sector Mental Health Forum	1	Derbyshire Mental Health Forum (formerly Southern Derbyshire Voluntary Sector Mental Health Forum)	1
North Derbyshire Voluntary Action	1	Derbyshire Voluntary Action	1
University of Nottingham	1	University of Nottingham	1
The University of Derby	1	The University of Derby	1
Derbyshire Constabulary	1		

Current Wording

2.4 The Trust shall nominate those organisations to be designated as Partnership Organisations for the purposes of this Constitution. The organisations so nominated as Partnership Organisations are:

2.4.1 Southern Derbyshire Voluntary Sector Mental Health Forum;
2.4.2 North Derbyshire Voluntary Action;
2.4.3 University of Nottingham;
2.4.4 The University of Derby; and
2.4.5 Derbyshire Constabulary.

Proposed Wording

2.4 The Trust shall nominate those organisations to be designated as Partnership Organisations for the purposes of this Constitution. The organisations so nominated as Partnership Organisations are:

2.4.1 Derbyshire Mental Health Forum;
2.4.2 Derbyshire Voluntary Action;
2.4.3 University of Nottingham; and
2.4.4 The University of Derby.

COMPOSITION OF THE COUNCIL OF GOVERNORS

Annex 3 of the Constitution – Composition of the council of Governors

Agreement to the proposed changes to constituencies and partnership organisations will culminate in a change to the composition of the Council of Governors. There is no proposal to change eligibility criteria or appointment process for composition. It is a requirement that the Council of Governors shall at all times be constituted so that more than half of the Council of Governors shall consist of Governors who are elected by members of the Trust other than those who are members of the Staff Constituency. The addition of two staff governors will not cause publicly elected governors to be outweighed in terms of representation.

Current Composition

	Electing/Appointing Body	Number of Governors	Total
1.	**Public Constituencies**		
	1.1 Derby City – East	2	
	1.2 Derby City – West	2	16
	1.3 Amber Valley – North	1	
	1.4 Amber Valley – South	1	
	1.5 Bolsover	1	
	1.6 Chesterfield – North	1	
	1.7 Chesterfield - South	1	
	1.8 Derbyshire Dales	1	
	1.9 Erewash – North	1	
	1.10 Erewash – South	1	
	1.11 High Peak	1	
	1.12 North East Derbyshire	1	
	1.3 South Derbyshire	1	
	1.14 Surrounding Areas	1	
2.	**Staff Constituency**		
	2.1 Medical and Dental Staff Class		
	2.2 Nursing and Allied Professions Staff Class	1	4
	2.3 Administration and Allied Support Staff Class	2	
		1	
3.	**Appointed Governors**		
	3.1 Derby City Council	1	
	3.2 Derbyshire County Council	1	7
	3.3 Southern Derbyshire Voluntary Sector Mental Health Forum	1	
	3.4 North Derbyshire Voluntary Action	1	
	3.5 Derbyshire Constabulary	1	
	3.6 The University of Nottingham	1	
	3.7 University of Derby	1	
	Total number of Governors		**27**

Proposed Composition

	Electing/Appointing Body	Number of Governors	Total
1.	**Public Constituencies**		
	1.1 Derby City – East	2	16
	1.2 Derby City – West	2	
	1.3 Amber Valley	2	
	1.4 Bolsover and North East Derbyshire	2	
	1.5 Chesterfield	2	
	1.6 High Peak and Derbyshire Dales	2	
	1.7 Erewash	2	
	1.8 South Derbyshire	1	
	1.9 Surrounding Areas	1	
2.	**Staff Constituency**		
	2.1 Medical and Dental Staff Class	1	6
	2.2 Nursing Staff Class	1	
	2.3 Allied Professions Staff Class	1	
	2.4 Administration and Allied Support Staff Class	1 2	
3.	**Appointed Governors**		
	3.1 Derby City Council	1	6
	3.2 Derbyshire County Council	1	
	3.3 Derbyshire Mental Health Forum	1	
	3.4 Derbyshire Voluntary Action	1	
	3.5 The University of Nottingham	1	
	3.6 University of Derby	1	
	Total number of Governors		**28**

QUORUM

Annex 6 of the Constitution - Standing Orders of the Council of Governors

At an Extraordinary Council of Governors Meeting, held on 5 October 2017, a public governor requested that the quorum for Council of Governors be considered and increased. The Governance Committee considered the matter at its meeting on 6 December 2017 and agreed with the proposed revision below.

Current Wording

3.26 Quorum – no business shall be transacted at a meeting of the Council of Governors unless at least 20% of the Council of Governors are present and that those present include at least one Staff Governor and Two Public Governors

Proposed Wording

3.26 Quorum - no business shall be transacted at meetings of the Council of Governors unless at least one third of the Council of Governors are present, with a minimum of six, a majority of whom must be Governors elected by the Public Constituencies, and one Staff Governor.

COUNCIL OF GOVERNORS: TERMINATION OF TENURE
Annex 5 – Additional Provisions – Council of Governors

At the Governance Committee on 3 July 2017, governors discussed the number of governors required to terminate the office of a governor for reasonable cause. It was agreed that the figure of three quarters, or 75%, be lowered to 70%. This would also require an update in the Governor Code of Conduct to reflect this change.

Current Wording

4.1.4 If the Council of Governors resolves to terminate his term of office for reasonable cause on the grounds that in the reasonable opinion of three quarters of the Governors present and voting at a meeting of the Council of Governors convened for that purpose that his continuing as a Governor would or would be likely to:

Proposed Wording

4.1.4 If the Council of Governors resolves to terminate his term of office for reasonable cause on the grounds that in the reasonable opinion of 70% of the Governors present and voting at a meeting of the Council of Governors convened for that purpose that his continuing as a Governor would or would be likely to:

MEMBERSHIP OF GOVERNORS NOMINATIONS & REMUNERATION COMMITTEE

Annex 5 (Additional Provisions – Council of Governors)

The Committee has struggled to achieve quoracy with the membership as outlined in the Constitution. Proposed changes to the Terms of Reference were approved by the Council of Governors, on 18 July 2017, to increase membership. Quorum will remain unchanged (three governors, two of whom must be public governors). This change will need to be reflected in the Constitution.

Current Wording

9.2 The Nominations Committee for Non-Executive Directors will comprise:

9.2.1 the Chairman (or, if the Chairman is not available, the Deputy Chairman or one of the other Non-Executive Directors who is not standing for appointment);

9.2.2 four Elected Governors including Public Governors and Staff Governors and *two* Appointed Governors;

9.2.3 no two Governors will be appointed from the same Public Constituency or Staff Class of the Staff Constituency,

9.2.4 not more than one may be a Local Authority Governor and not more than one may be a Governor appointed by the voluntary sector.

Proposed Wording

9.2 The Nominations Committee for Non-Executive Directors will comprise:

9.2.1 the Chairman (or, if the Chairman is not available, the Deputy Chairman or one of the other Non-Executive Directors who is not standing for appointment);

9.2.2 six Elected Governors including Public Governors and Staff Governors and two Appointed Governors;

9.2.3 no two Governors will be appointed from the same Public Constituency or Staff Class of the Staff Constituency,

9.2.4 not more than one may be a Local Authority Governor and not more than one may be a Governor appointed by the voluntary sector.

SIGNIFICANT TRANSACTIONS
Paragraph 39 – Trust Constitution
The constitution meets the requirement that it must include provision about significant transactions. A significant transaction requires the approval of the Council of Governors before the Trust is able to enter into it. It is up to the Trust how it wishes to define significant transactions, or indeed whether it wishes to specify any description at all. The only requirement is that the Trust's definition of a significant transaction is included in the constitution, otherwise the constitution must state that it contains no such description. The Trust would need to determine on a case-by-case basis whether a proposed transaction is significant.

The wording in the Trust's constitution regarding Significant Transactions was raised and discussed as part of the proposed merger discussions and it was felt appropriate to update our Constitution in this respect with a removal of the definition to 'future proof' the constitution to align with any future Monitor guidance.

Current Wording

39A Significant transactions

39A.1 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors voting approve entering into the transaction.

39.6 "Significant transaction" means any transaction that meets one of the criteria set out in the table below:

Ratio	Description	Significant*
Assets	The gross assets** subject to the transaction, divided by the gross assets of the Trust	≥25%
Income	The income attributable to: • the assets; or • the contract associated with the transaction, divided by the income of the Trust.	≥ 25%
Capital	The gross capital*** of the company or business being acquired/divested, divided by the total capital*** of the Trust following completion, or the effects on the total capital of the Trust resulting from a transaction.	≥ 25%

Proposed Wording

39A Significant Transactions

39A.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.

39.6 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.

39.7 “Significant transaction” means a transaction defined as significant by Monitor;

EQUALITY BEST PRACTICE

In response to a request from governors and in responding to advice on best practice within the Trust, It is now proposed to remove all references to gender from the Constitution, replacing words such as “he” with “they”, and “Chairman with “Chair”.

REGULATORY BODY CHANGES

NHS Improvement is the new name for the health and social care regulator which was created when Monitor and the NHS Trust Development Authority joined together in 2016.

All references to ‘Monitor’ will be amended to NHSI (Monitor) unless specific to Acts or Publications.

Derbyshire Healthcare NHS Foundation Trust
Report to the Council of Governors – 24 January 2018

The role of governors in appointing the external auditors

Purpose of Report

The purpose of this report is to raise the issue of the forthcoming requirement to appoint external auditors and engage with the Council of Governors to determine the process to be followed.

Executive Summary

It is a statutory duty of the Council of Governors, under the 2006 Act, to appoint the Trust's External Auditor.

The current contract for the provision of External Audit services by Grant Thornton LLP expires on 31/10/18.

The original contract commenced on 1/11/12 and there are no further extension options open to the Trust. Governors may recall that at the point when the full five year term was reached in 2017 the Trust was involved in potential merger discussions and as a result it was agreed to extend the appointment of Grant Thornton beyond the five year term until such time as the future arrangements were determined. As such this contract must be subject to a compliant Official Journal of the European Union (OJEU) tender process due to its' value (above £50,000).

There are two ways in which this process can take place:

1. The Trust could either decide to run a stand-alone Official Journal of the European Union (OJEU) process or 'open procurement'.
2. Utilise a compliant Shared Business Services (SBS) framework to run a mini-competition. Foundation Trusts are allowed to use framework agreements for procuring external audit.

To run a stand-alone OJEU process would take a minimum of seven months and involve a considerable amount of time from the team assigned to assessing the bids and developing the service specification. This would involve a stage of assessing the bidder's generic ability to provide the services and then a stage of assessing the bidders' ability to deliver the Trust's specific technical and commercial requirements.

Frameworks are developed to ensure ease of access and offer a compliant route to market for the NHS using a comprehensive list of approved suppliers. SBS has delivered £400 million in savings to the NHS back office services, supports the delivery of national policy, such as Sustainability and Transformation Programmes (STP), and helps achieve efficiency savings highlighted by Lord Carter. SBS ensures competitive pricing and drives cost savings and improved efficiencies. The benefits of using a compliant SBS framework to run a mini-competition include:

- Pre-assessed providers in terms of their generic ability to provide the services.

- Much shorter timescale of approximately three months focussed on assessing the quality of the bid in terms of the Trust's specific technical and commercial requirements.
- Nil cost to utilise the compliant (SBS) framework, as the Trust is a client of SBS for the provision of its' Finance and Payroll services

The SBS framework has the following approved suppliers for the provision of External Audit Services:

- BDO
- Deloitte
- Ernst & Young
- Grant Thornton
- Mazars
- Moore Stephens
- PwC

Governors will need to make sure they choose the right external auditor and monitor their performance. However, they are supported in this task by the Audit & Risk Committee, which provides information to the governors on the external auditor's performance as well as overseeing the Trust's internal financial reporting and internal auditing. Typically a small 'task and finish group', representing the Council of Governors, works with members of the Audit & Risk Committee to undertake the selection process, but the final decision is made by the Council of Governors. Typically the group will meet to agree the process and establish the criteria for appointment and follow formal and fair procurement processes, including shortlisting. The recommendation is made to the Council of Governors.

Governors are asked to consider if they would wish to be involved in the task and finish group for the selection. It is anticipated that 2 - 4 governors would be required to sit on this group. The process for the appointment is set out in Appendix 1, as taken from the GovernWell document – a guide for governors on appointing the external auditor. It is expected that interested governors will need to be available for 4 – 5 meetings, between March and July 2018, to follow the procurement process.

Subject to agreement, governors will be contacted after the Council of Governors meeting and asked to express their interest in taking part in this process, with the Lead Governor and Deputy Lead Governor asked to liaise to finalise the group.

Strategic Considerations (All applicable strategic considerations to be marked with X in end column)	
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.	

4) We will **transform** services to achieve long-term financial sustainability.	x

Assurances

The appointment procedure will be agreed and established with governors to ensure that the appointment is formal, rigorous and transparent. Any appointment will take place in line with the Trust's Constitution, Standing Financial Instructions and procurement guidelines.

Consultation

The Audit & Risk Committee, on 16 January 2018, formally agreed to initiate the replacement of the External Auditor.

Governance or Legal Issues

It is a legal requirement under the 2006 NHS Act that Foundation Trusts have an external auditor in place at all times.

Paragraph 33 of the Trust's Constitution states:

33. Auditor

33.1 The Trust shall have an auditor.

33.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.

To support the Council of Governors in this role support will be provided from the Audit and Risk Committee, as per its Terms of Reference:

External audit

7.12 To make a recommendation to the Council of Governors in respect of the appointment, re-appointment and removal of an external auditor and related fees as applicable. To the extent that the recommendation is not adopted by the Council of Governors, this shall be included in the annual report, along with the reasons that the recommendation was not adopted.

7.14 To assess the External Auditor's work and fees each year and based on this assessment, to make the recommendation above to the Council of Governors with respect to the re-appointment or removal of the Auditor. This assessment should include the review and monitoring of the External Auditor's independence and objectivity and effectiveness of the audit process in light of relevant professional and regulatory standards.

7.15 To oversee the conduct of a market testing exercise for the appointment of an auditor at least once every five years and, based on the outcome, make a recommendation to the Council of Governors with respect to the appointment of the Auditor.

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) (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	
No risks have been identified.	

Recommendations

The Council of Governors

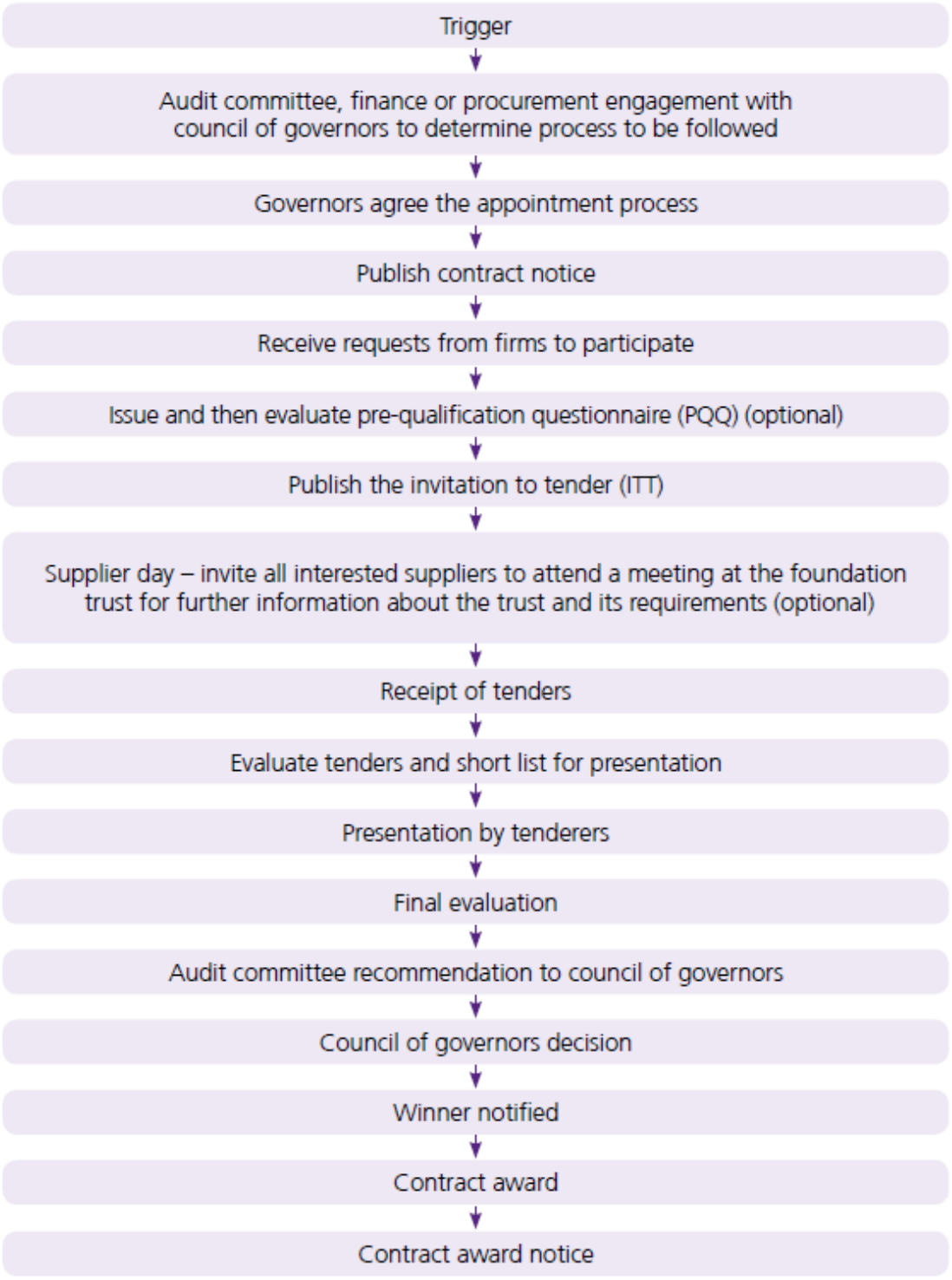
1. Is asked to receive notification of the intention to appoint an external auditor and the requirement for governors to be involved in the process.
2. Agree the procurement proposals.
3. Agree to establish a task and finish group to work to progress the appointment.

Report presented by: **Geoff Lewin, NED, Chair of Audit & Risk Committee**
Sam Harrison, Director of Corporate Affairs & Trust Secretary

Report prepared by: **Sam Harrison, Director of Corporate Affairs & Trust Secretary**
Richard Houghton, Head of Strategic Procurement & Tendering
Donna Cameron, Assistant Trust Secretary

APPENDIX 1

PROCESS FOR APPOINTMENT



Governwell, 2014. Appointing the external auditor: a guide for governros

Derbyshire Healthcare NHS Foundation Trust
Report to Council of Governors – 24 January 2017

Integrated Performance Report Month 7

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 Council of Governors with an integrated overview of performance as at the end of October 2017 and is abbreviated from the report presented to the Trust Board on 29 November 2017. 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 at month 6 and 7 continue to be worked on through the plans that are referenced in the report below.

1. Single Oversight Framework

The Trust is compliant against all Single Oversight Framework operational standards, except for Priority Metrics.

The new Single Oversight Framework (SOF) published mid-November has replaced the "data completeness priorities metrics" and "data completeness identifiers metrics" indicators with a single "data quality maturity index – mental health services data set score" indicator. The proposed target is 95%. In the latest published national data the Trust scored 98.9% and therefore would expect to be compliant with this target in the future.

Within the NHSI financial metrics four out of five are relatively strong, but the agency metric continues to be challenging, both in terms of the ceiling and the medical staff cost reduction target. (The in-month agency spend is lower due to aggregated impact of data cleanse on accruals). This has had the beneficial impact of increasing the headroom from the 50% threshold.

The cumulative financial effect of the issues identified in this report is the same as last month. In surplus terms, the Trust is ahead of plan year to date by £1.1m. The forecast remains to achieve the control total at the end of the financial year.

Cost reduction planning is focussing on closing the gap for 2017/18 and addressing

2018/19 planning requirements. Discussions continue with Commissioners regarding QIPP (Quality, Innovation, Productivity Programme) 2017/18 and 2018/19.

The numbers reported in the attached finance report are consistent with the numbers reported in the monthly finance return sent to NHS Improvement on 15th November 2017.

2. Areas of concern 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.

3. Performance Triangulation

3.1 Inpatient Services

Pressures remain in the inpatient areas as previously reported to Board. The italic narrative below provides a brief update on some of the actions that were referenced in the previous Integrated Performance report.

1. Red2Green programme which focuses on most efficient use of the resource available to reduce length of stay, therefore impacting positively on bed occupancy and the need for placing patients out of area. Trust Management Team has oversight of this programme.

   Whilst Red2Green is still early in the implementation stage, there have been no Adult Acute Out of Area placements during the last 3 weeks. This is a significant difference from previous performance.

2. Inpatient staffing and recruitment plan focusing on recruitment and retention strategies, for example recruitment fairs, overseas employment, return from retirement schemes, advance recruitment of students from universities, rotation schemes, development of internal bank.

   Improvements have been made in recruiting to a number of posts at the Hartington Unit resulting in greater stability in the overall workforce across the Unit. Both local and Trust wide initiatives have enabled this improvement to take place

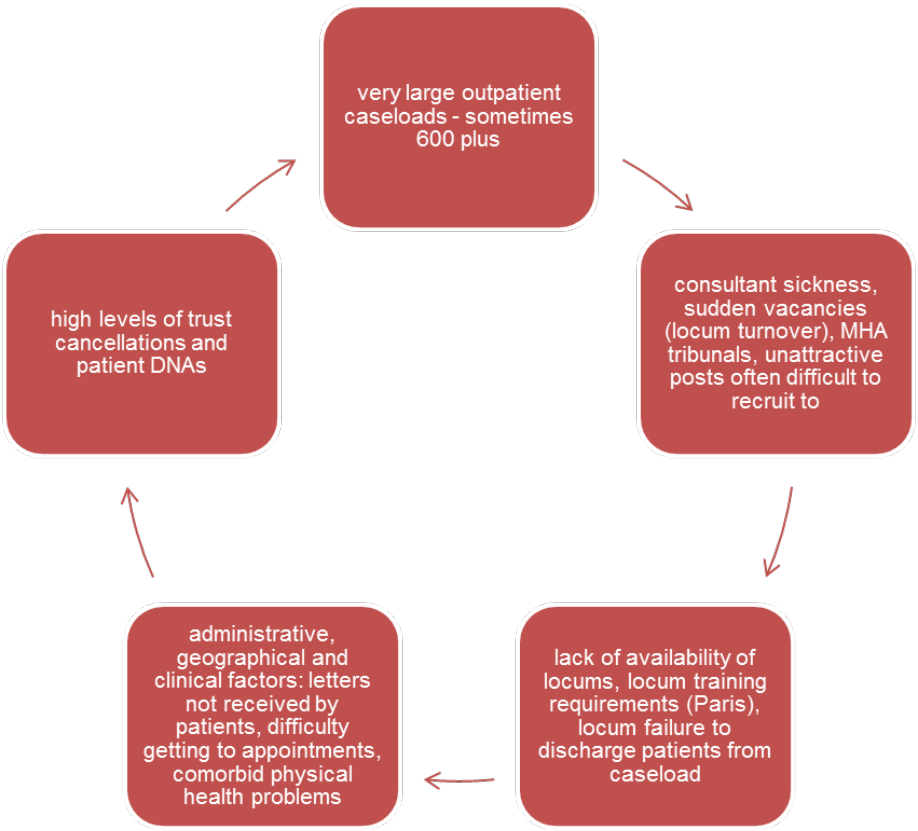
3.2 Community Services

Pressures remain in Community Services as previously reported to Board. The italic narrative below provides a brief update on some of the actions that were referenced in the previous Integrated Performance report.

1. A review of Neighbourhood model is being undertaken focusing upon the clinical model and how more capacity could be created from limited resources. Trust Management Team will have oversight of this work. *Outline scope and objectives of this work was discussed with Neighbourhood senior team at their Performance Review meeting on 20 November with final outline scope to be provided to the Trust Management Team for approval on 4 December*

2. Supervision and appraisal action plans are in place and monitored and are showing some improvement.
   These were reviewed at the Neighbourhood Performance review meeting on 20th November where improvements were noted in line with the agreed trajectory.

In addition, the actions to improve performance in clinic cancellations and Did Not Attend (DNAs) continue to be implemented following the report that was provided at the last Board meeting.



1. Contact details for all patients are being checked and updated as regularly as possible in order that appointment letters and reminder texts can be received by patients.
2. If patients do not attend appointments, medical staff telephone them to establish the reason for non-attendance and conduct a telephone appointment with the agreement of the patient. This should lead to a reduction in future DNA rate but is only possible with accurate contact details.
3. Ensuring that appointment letters are sent and that this is in a timely manner that gives patients the opportunity to rearrange appointments if necessary.
4. The monitoring of clinic cancellation data will be reviewed monthly in the medical management meeting and Clinical Directors will assist in investigating and supporting areas where rates of cancellations and DNAs are high.
5. Medical and clinic administrators reminded of the process of virtual clinics and the need to ensure that all planned leave is arranged at least 6 weeks in advance. The 6 week rule will be monitored through rates of clinic

cancellations.

6. Ongoing work to improve recruitment to vacant consultant posts and to improve the efficiency of locums once in post by expediting training in systems including PARIS to enable them to begin to work clinically sooner.

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: **Non-Executive Directors**

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

Donna Cameron, Assistant Trust Secretary

Financial Perspective

Highlights
- Surplus ahead of plan year to date
- Forecast achievement of control total
- Cash better than plan
- Delivery of Cost Improvement Programme

Challenges
- Containment of agency expenditure within ceiling set by NHSI
- Receipt of full CQUIN income assumed in forecast
- Reduction in Out of Area costs
- High level of non-recurrent CIP
- Additional action required to achieve forecast control total

Operational Perspective

Highlights
- The level of DNAs has reduced below the target his month

Challenges
- Data completeness - Priority Metrics
- Clustering continues to be a challenge
- Cancellations in outpatients
- A patient under 18 has been admitted onto our wards for safety reasons
- The process of monitoring discharge emails sent in 2 working days is under review
- 7 patients have had their discharge delayed this month.

People Perspective

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

Challenges
- Monthly and annual sickness absence rates remain high, but are reducing.
- Budgeted Fte vacancies remain high, but continue to reduce.
- Appraisal compliance rates remain low, but have increased.

Quality Perspective

Highlights:
- No of incidents of prone restraint is reducing, from a high in August
- No of patients with a safety plan is steadily increasing
- All seclusion forms (now electronic) have been successfully cross matched against reported incidents and vice versa
- The no of outstanding actions following complaint investigations is reducing
- The no of outstanding actions following the CQC comprehensive review report (2016) is reducing significantly

Challenges:
- The no of incidents resulting moderate to catastrophic actual harm has increased this month. A breakdown identifies reported deaths have increased from 10 to 16 (7 of these natural causes), falls resulting in significant harm increasing from 2 to 6, and significant self-harm increasing from 3 to 7. However, the no of reportable serious incidents has remained stable.
- No of incidents of physical assault (patient on staff) was high in July, then dropped significantly in August but started to increase again during September and October
- Timely responses to complaints remains a challenge
- The number of policies overdue for review has increased. 16 of 29 policies out of date only became overdue on 31/10/2017
- No of outstanding actions following serious incident investigations has increased. However, the number of overdue investigations for externally reportable incidents has been reduced to 6 (from 26, 3-4 months ago)

Derbyshire Healthcare NHS Foundation Trust
Report to the Council of Governors – 24 January 2018

Review of Policy for Engagement between the Trust Board and Council of Governors

Purpose of Report

To present the results of evaluation of the policy, proposed revision and future policy review.

Executive Summary

The policy for engagement between the Trust Board and the Council of Governors was recommended by the Council of Governors in September 2016 and approved by the Trust Board on 5 October 2016. The policy was introduced in January 2017 and it was agreed to evaluate it after one year.

The policy outlines the commitment from the Trust Board and the Council of Governors to develop engagement opportunities to carry out their respective roles effectively. The policy was initially produced as part of the Governance Improvement Action Plan requirement and as part of implementation of good governance practice (NHS Improvement, NHS Foundation Trust Code of Governance recommendation).

Both the Trust Board and the Council of Governors agreed the policy should be reviewed after one year to reflect upon the implementation of the policy.

At a meeting of the Governance Committee, on 18 October 2017, governors noted the initiatives undertaken in year and agreed that the policy had worked well with a range of engagement opportunities carried out and now embedded as business as usual. This is supported by the results fed back from the Council of Governors Annual Effectiveness Survey 2017. Initiatives that have been maintained and undertaken during the year include:

- Induction and ongoing training provided to Trust Board and the Council of Governors on their respective roles through Board Development sessions and governor training programme respectively.
- Formal questions/concerns have been raised to the Trust Board by the Council of Governors. Escalations from the Governance Committee are working well in this respect.
- The Chair has successfully met with the Lead Governor and Deputy Lead Governor and welcomes the opportunity for 1:1 meetings with individual governors on an ongoing basis.
- Non-Executive Directors have presented on their work including their Committee Chair responsibilities during the year and there is a schedule for this to continue on an ongoing basis.

- There has been a good level of Executive Director attendance at Council of Governors meetings during the year.

- The Lead Governor role has continued effectively during the year with the addition of the Deputy Lead Governor role to provide support across the range of duties of this post.

- The Lead Governor has overseen the appraisal of Non-Executive Directors through the Governors' Nominations & Remuneration Committee.

- Governors were actively involved in preliminary processes in the consideration of the 'significant transaction' of the proposed acquisition of the Trust by Derbyshire Community Healthcare NHS Foundation Trust.

- There have been no concerns as defined within the context of the policy (performance of the Trust Board, compliance with the licence or the welfare of the Trust as item 4.1) during the year.

One amendment has been requested following review and that is to reflect the addition of the Deputy Lead Governor Role (as per point 3.3.4 in the policy – Appendix 2).

Board members reviewed the policy at a Board Development session on 20 December and also reflected upon the recently undertaken Board Effectiveness Survey and Council of Governors Annual Effectiveness Survey, both of which explored engagement with the Board. The Board Effectiveness Survey, undertaken in November 2017, specifically sought Board members' views on engagement with the Council of Governors (Appendix 1) and results show satisfaction from Board members that this is sufficient. Board members confirmed that they were satisfied with the effectiveness of the policy and no further amendments were raised.

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

The policy for engagement clarifies the respective roles and responsibilities of the Trust Board and the Council of Governors

The policy outlines commitment of the Trust Board and the Council of Governors to uphold to the Nolan principles, which are the foundation of the role of both Director and governor

Consultation

The policy was reviewed by the Governance Committee at its meeting on 18 October 2017. The Board reviewed the policy during a Board Development Session on 20 December 2017.

Governance or Legal Issues

The policy outlines the commitment by the Board of Directors and governors to develop engagement and two-way communication to carry out their respective roles effectively in line with a requirement of the Monitor Code of Governance, July 2014, provision A.5.6

A.5.6. The council of governors should establish a policy for engagement with the board of directors for those circumstances when they have concerns about the performance of the board of directors, compliance with the new provider licence or other matters related to the overall wellbeing of the NHS foundation trust.

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

Recommendations

The Council of Governors is requested to:

1. Approve the updated policy which has been endorsed by the Trust Board (at Appendix 2).
2. Agree to review the policy in 2019.

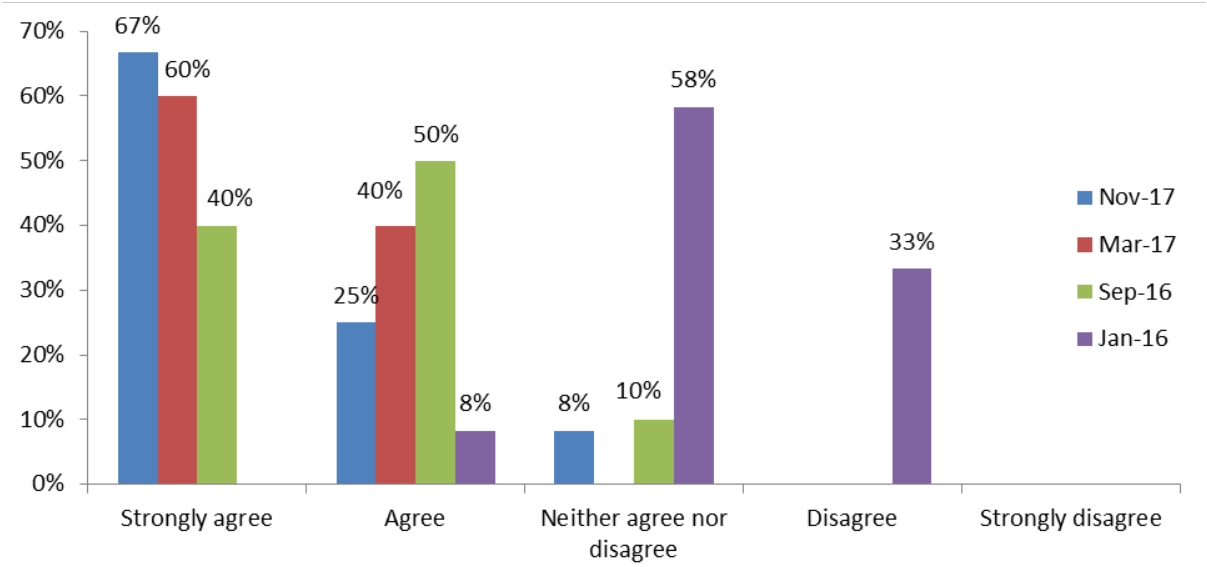
Report presented by: **Sam Harrison, Director of Corporate Affairs & Trust Secretary**

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

APPENDIX 1

EXTRACT FROM BOARD EFFECTIVENESS SURVEY NOVEMBER 2017

Q8 There are sufficient levels of engagement between the Board and the Council of Governors



Derbyshire Healthcare NHS
NHS Foundation Trust

Policy for Engagement between the Trust Board and the Council of Governors

See also:	Located in the following policy folder on the Trust Intranet

Service area	Issue date	Issue no.	Review date	
Trust wide	Jan 2017	01	Oct 2019	
Ratified by	**Ratification date**	**Responsibility for review:**		
Board of Directors	Oct 2016	Board of Directors		

Document published on the Trust Intranet under: Corporate Policies and Procedures

Did you print this document?

Please be advised that the Trust discourages retention of hard copies of policies and can only guarantee that the Policy on the Trust Intranet site is the most up-to date version

Derbyshire Healthcare NHS
NHS Foundation Trust

Checklist for Policy for Engagement between the Trust Board and the Council of Governors

Name / Title	Policy for Engagement between the Trust Board and the Council of Governors		Working name/title of the policy/procedure
Aim of Policy	To outline the commitment by the Board of Directors and governors to developing engagement and two-way communication to carry out their respective roles effectively.		Brief summary of main aim of the policy
Sponsor	Samantha Harrison, Director of Corporate Affairs and Trust Secretary		Name and job title of person taking through approval and signing off
Author(s)	Samantha Harrison, Director of Corporate Affairs and Trust Secretary		Job titles of those involved in producing the document
Name of policy being replaced	N/A	**Version No of previous policy:**	Name and version number of the previous policy this replaces (If applicable)

Reason for document production:	GIAP Requirement
Commissioning individual or group:	Trust Board and Council of Governors

Individuals or groups who have been consulted:	**Date:**	**Response**
Governance Committee	6 June and 7 July 2016	Approved
Council of Governors	6 September 2016	Formally approved subject to Trust Board agreement
Board	Oct 2016	Approved

Version control (for minor amendments)

Date	Author	Comment

Derbyshire Healthcare NHS
NHS Foundation Trust

Policy for Engagement between the Trust Board and Council of Governors

1. Introduction

2. Purpose

3. Relationship between the Trust Board and Council of Governors

4. Handling of concerns.

5. Associated documents

Appendix A
Powers and duties of the Trust Board and the Council of Governors

Appendix B
Role of the Senior Independent Director

Appendix C
Grounds and Procedure for the Removal of the Chair or any Non-Executive Director

Appendix D
Disputes Resolution Procedure

Name of policy document:	Engagement between the Trust Board and Council of Governors
Issue No:	01

Derbyshire Healthcare NHS
NHS Foundation Trust

Policy for Engagement Between the Trust Board and the Council of Governors

1. Introduction

The Trust Board is accountable to the community it serves and discharges that responsibility through its relationship with the Council of Governors. The Council of Governors represents the community and its major stakeholders, including staff, through elected and nominated members.

The Board leads the Trust by undertaking four key roles:

- setting strategy
- supervising the work of the executive in the delivery of the strategy and through seeking
- assurance that systems of control are robust and reliable
- setting and leading a positive culture for the board and the organisation
- giving account and answering to key stakeholders, particularly Councils of Governors.

The statutory general duties of the Council of Governors are:

- to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
- to represent the interests of the members of the corporation as a whole and the interests of the public.

The Trust Board recognises that it needs to enable the Council to hold it to account, in the first instance through the Non-Executive Directors. The Trust Board commits to consult governors on all strategic issues and material service developments before decisions are made, recognizing that governor feedback enables a better informed and more effective Board.

Governors provide an important assurance role for the Trust by scrutinising the performance of the Board. The Trust Board and Council of Governors commit to work together constructively, based on openness and transparency, good communication and strong mutual understanding. They respect the different roles of each and the have common aim to work in the best interests of the organisation.

This policy outlines the commitment by the Board of Directors and governors to developing engagement and two-way communication to carry out their respective roles effectively.

- The Trust Board and Council of Governors are committed to building and maintaining an open and constructive working relationship. Under-pinning such a relationship is the need for clarity on the respective roles and responsibilities.

Name of policy document:	Engagement between the Trust Board and Council of Governors
Issue No:	01

- NHS Improvement's Code of Governance (2013) recommends that each Foundation Trust should have a Policy for Engagement between the Trust Board and the Council of Governors, which clearly sets out how the two bodies will interact with one another for the benefit of the Trust.

- This policy for engagement clarifies the respective roles and responsibilities of the Board and the Council of Governors, and describes the information flow between the two groups. The policy describes the involvement of governors in forward planning, and the role they plan in respect of holding the Trust Board to account.

- This policy for engagement also sets out a process should the governors have a concern about the performance of the Board, compliance with the licence or the welfare of the Trust. It also describes the process should the governors have significant concerns about the performance of the Chair or Non-Executive Directors.

- This policy is intended to provide clear guidance and a useful framework for both the Trust Board and Council of Governors and has been approved by each respectively.

The policy also encompasses those activities which we have developed within the Trust such as the twice yearly Board/Council of Governor sessions and Governor/NED informal sessions. Also referenced are the opportunities recently offered to representative governors to attend Board Committees to observe discussions.

In developing this policy both the Board and the Council of Governors are keen to maintain commitment to the Nolan principles which are a foundation of our roles:

The Nolan Principles - The Seven Principles of Public Life

Selflessness
Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership
Holders of public office should promote and support these principles by leadership and example.

2. Purpose

2.1 The Board is committed to building and maintaining an open and constructive working relationship with the Council of Governors. The Board believes that it is important that the respective powers and roles of the Trust Board and the Council of Governors are clear, and are followed in practice.

2.2 There may be times where the Council of Governors has concerns about the running of the Trust. NHS Improvement's Code of Governance recommends that the Council of Governors should establish a Policy for Engagement with the Trust Board for those circumstances when they have concerns about the performance of the Trust Board, compliance with its licence or the welfare of the Trust.

2.2 The purpose of this policy is therefore to:

- set out the systems and structures to promote a constructive working relationship between the Council of Governors and the Trust Board
- set out a process for dealing with problems that may arise, as recommended by NHS Improvement's Code of Governance.

2.3 This policy complements the Trust's arrangements for governor communication with NHS Improvement and the Care Quality Commission (CQC) where governors have concluded that a Trust has failed, or is failing, to act in accordance with its constitution, or Chapter 5 of the Health and Social Care Act (2006) and where it is considered that the intervention of NHS Improvement or the Care Quality Commission may be appropriate. That is, it is the role of the Lead Governor to contact regulators in this instance.

3. Relationship between the Trust Board and the Council of Governors

3.1 Powers and Duties, Roles and Responsibilities

3.1.1 The respective powers and roles of the Trust Board and the Council of Governors are set out in their Standing Orders and the Trust Constitution.

3.1.2 The Trust Board and the Council of Governors should understand their respective roles and seek to follow them in practice. Any concerns or queries should be raised with the Chair, Director of Corporate Affairs/Trust Secretary or Lead Governor.

3.1.3 The Trust will provide induction and ongoing training regarding roles and responsibilities.

3.2 Trust Board and Council of Governors

3.2.1 In order to facilitate communication between the Trust Board and Council of Governors, there will be an opportunity for governors to raise questions linked to the agenda of each public Trust Board meeting. As per established arrangements for questions to the Trust Board, these should be submitted to Board Secretary at least 48 hours prior to the Board meeting.

3.2.2 The Council of Governors will have the opportunity to submit formal questions/concerns to the Trust Board, and will receive a response within seven working days of the meeting.

3.2.3 Governors may, by informing the Chair, request an item to be added to the agenda of the Council of Governors for discussion, or via the Governance Committee, or raise as 'any other business' at the Council of Governors meeting.

3.2.4 Governors will have the opportunity to raise questions about the affairs of the Trust with any Director present at a meeting of the Council of Governors. Wherever possible, questions should be submitted to the Chair in advance of the meeting, to enable a reasonable time to be allocated during the meeting. Where this is not possible, a written response will be provided within seven days of the meeting.

3.2.5 Whilst a confidential part of Board of Director meetings will be held in private the agenda from these meetings will be made available for governors. The public Trust Board papers will be sent to governors electronically and are also available from the Trust website prior to the meeting.

3.3 Role of the Chair

3.3.1 The Chair is responsible for leadership of the Trust Board and the Council of Governors, ensuring their effectiveness on all aspects of the role and setting their agenda. The Chair is responsible for ensuring that the two groups work together effectively, and that they receive the information they require to carry out their duties.

3.3.2 In the Chairman's absence meetings of the Council of Governors will be chaired by the Deputy Chair of the Trust Board.

3.3.3 The Chair will ensure that the views of governors and members are communicated to the Trust Board and that the Council of Governors is informed of key Trust Board decisions.

3.3.4 The Chair will meet with the Lead Governor and the Deputy Lead Governor, and will have 1:1 meetings with individual governors as reasonably requested.

3.4 Role of the Trust Board

3.4.1 The Trust Board will formally meet with the Council of Governors twice a year to review the Trust's performance against the annual objectives, the Quality Accounts and compliance with the Monitor licence.

3.5 Role of Non-Executive Directors and the Senior Independent Director

3.5.1 Non-Executive Directors will be invited to attend meetings of the Council of Governors, make presentations and answer questions as appropriate.

3.5.2 Non-Executive Directors will commit time to build effective relationships with governors and governors and Non-Executive Directors will agree to spend time together to understand each other's perspectives and build good levels of mutual understanding. Non-Executive Directors will schedule to meet informally with governors on a regular basis.

3.5.2 The Senior Independent Director will be available to the Council of Governors and individual governors if they have concerns which contact through the normal channels of Chair has failed to resolve or for which such contact is inappropriate. The Senior Independent Director should attend sufficient meetings of the Council of Governors Council to listen to their views in order to help develop a balanced understanding of the issues and concerns of the governors and members.

3.5.3 The role of the Senior Independent Director is set out in Appendix B.

3.5.4 The process to be followed in dealing with concerns is set out in Section 4.

3.6 Role of Executive Directors

3.6.1 Executive directors (including the Chief Executive or deputy) will be invited to attend Council of Governors meetings, and be asked to facilitate discussions and answer questions as appropriate.

3.7 Role of the Governors

3.7.1 Governors are required to meet the statutory duties as set out in Appendix A.

3.8 Role of the Lead Governor of the Council of Governors

3.8.2 As Lead Governor:

- Act as a direct link between the governors and NHS Improvement in situations where it would be inappropriate to go through the Chair
- Act as the point of contact between the Council of Governors and the Care Quality Commission
- Prioritise agenda items for the Council of Governors and ensure action plans are followed
- Maintain regular communication with the Chair, conducting regular reviews of the performance of the Trust
- Member of the Nominations and Remuneration Committee
- Member of the Governance Committee
- Represent concerns that governors may have (either as a body, or individually) to the Chair
- Together with the Chair address inappropriate action by any governor subject to Nominations and Remuneration Committee approval
- Lead the appraisal process for the Council of Governors, and facilitate the Council of Governors review of effectiveness
- Maintain a close working relationship with the Senior Independent Director (SID) of the Board of Directors
- Together with the SID carry out the appraisal of the Chair
- Agree the format of regular Council of Governor/Non-Executive Director meetings
- As representative of the Trust's Council of Governors establish and maintain working relationships with NEDs, the Board of Directors and forge links with

external bodies such as CQC, Health and Wellbeing Board and Council of Governors of other foundation trusts.

3.9 Council of Governors involvement in forward planning

3.9.1 When the Trust Board is engaged in strategic planning (e.g. annual planning, strategic direction) governors will be involved in the process so that the views of members can be properly canvassed and fed into the process.

3.10 Accountability

3.10.1 The Council of Governors has a role to hold the Non-Executive Directors individually and collectively to account for the performance of the Trust Board, including ensuring the Trust Board acts so that the Trust does not breach its licence. In order to carry out this role, the Council of Governors will be provided with high quality information that is relevant to the decisions they have to make. The information needs of the Council of Governors will be discussed as part of the induction process and subject to ongoing review, and the governors will be consulted in the planning of agendas of Council of Governors Council meetings.

3.10.2 NHS Improvement's Code of Governance provides that the Trust Board will notify the Council of Governors of any major new developments or changes to the Trust's financial condition, performance of its business or expectations as to its performance, that if made public would be likely to lead to a substantial change to the financial well-being, healthcare delivery performance or reputational standing of the Trust.

3.10.3 The Health & Social Care Act 2012 places a mandatory duty on the Board of Directors to consult with and seek the agreement of the Council of Governors on 'significant transactions' including mergers, acquisition, dissolution, separation, raising additional services from activities other than via its principal purpose and raising the threshold of funds raised from private patients as outlined in the Trust's Constitution.

3.10.4 The Council of Governors have the powers to call an Executive Director to the Council of Governors for the purpose of obtaining information about the Trust's performance of its functions or the Director's performance of their duties.

4. Handling of Concerns

4.1 A concern, in the meaning of this policy, must be directly related to either:

- The performance of the Trust Board, or
- Compliance with the licence, or
- The welfare of the Trust

Other matters that do not constitute a concern can be raised with the Chair to be discussed at the appropriate forum (see para 3.2.2-3.2.4).

4.2 Stage 1 – Informal

4.2.1 In the event that the Council of Governors has a concern of the type described above, every attempt should be made to resolve the matter firstly by discussion with the Chair. Where it affects financial matters, the Director of Finance should be involved. The Lead Governor should normally represent the Council of Governors in these matters, and they will consider whether additional representation is required.

4.2.2 Every attempt should be made to resolve concerns in an appropriate way, and as quickly as possible. This may involve the Chair convening a meeting with governors, and/or requesting reports from the Chief Executive, Director of Finance or another director or officer of the Trust, or a report from the Audit and Risk Committee or other committee, and providing comments on any proposed remedial action.

4.2.3 The outcome of the matter will be reported to the next formal meeting of the Council of Governors, who will consider whether the matter has been resolved satisfactorily.

4.3 Stage 2 – Formal

4.3.1 This is the formal stage where stage 1 has failed to produce a resolution and the services of an independent person are required. In this case the Senior Independent Director assumes the role of mediator, as recommended by the Code of Governance, and conducts an investigation.

4.3.2 The decision to proceed to Stage 2 and beyond will always be considered by the full Council of Governors, at an extraordinary, private meeting. This is to ensure that any decision is a collective Council of Governors decision. The decision to proceed to Stage 2 must be collectively agreed by a majority of the Council of Governors present at a meeting which is quorate. In the event that the Council of Governors does not agree to proceed to Stage 2, that decision is final.

4.3.3 Evidence requirements
Any concern should be supported by relevant evidence. It cannot be based on hearsay alone, and should meet the following criteria:

- Any written statement must be from an identifiable person(s) who must sign the statement and be willing to be interviewed under either stage of this process.

- Other documentation must originate from a bona fide organisation and the source must be clearly identifiable. Newspaper articles will not be accepted as prima facie evidence but may be admitted as supporting evidence.

- Where the concern includes hearsay, e.g. media reports, the Council of Governors may require the Trust Board to provide explanations and, if necessary, evidence to show that the hearsay reports are untrue.

4.3.4 Investigation and Decision of the Senior Independent Director.

4.3.4.1 The Senior Independent Director's role is to seek to resolve the matter in the best interests of the Trust.

4.3.4.2 The Senior Independent Director will produce a written report of their findings and recommendations and present it to the Council of Governors and Trust Board. The report will address the issues raised by the Council of Governors, and will also consider whether action is required to repair any breakdown in the relationship between the Trust Board and the Council of Governors.

4.3.4.3 The decision of the Senior Independent Director will be final in resolving the matter in the best interests of the Trust.

4.3.4.4 In the event that the Council of Governors' remain dissatisfied with the Senior Independent Director's decision, the options in paragraph 3.4 may be considered.

4.4 Action in event of Stage 2 failing to achieve resolution

4.4.1 If the Council of Governors does not consider that the matter has been adequately resolved, they have four options:

- Accept the failure to reach a resolution of the matter and consider the matter closed; or

- Seek the intervention of another independent mediator (i.e. a Chair or Senior Independent Director from another NHS Foundation Trust) in order to seek resolution of the matter, or

- Inform NHS Improvement if the Trust is at risk of breaching its licence.

- Follow the Dispute Resolution Procedure (as outlined at Appendix D).

4.5 Removal of the Chair or any Non-Executive Director

4.5.1 In relation to concerns raised in accordance with this policy, the Council of Governors should only exercise its power to remove the Chair or any Non-Executive Directors after exhausting all other means of engagement with the Trust Board.

4.5.2 The procedure for removing the Chair or a Non-Executive Director is set out in Appendix C.

Appendix A

Powers and duties of the Trust Board and the Council of Governors

Trust Board:	**Council of Governors:**
All the powers of the Trust are to be exercised by the Trust Board. The Trust Board may do anything which appears to it to be necessary or desirable for the purposes of or in connection with the functions of the Trust, subject to any restrictions in its licence. The powers of the Trust Board include, but are not limited to, the ability to borrow and invest money, acquire and dispose of property, enter into contracts, accept gifts of property (including property to be held on Trust for the purposes of the Foundation Trust or for any purposes relating to the health service), and employ staff.	The Council of Governors cannot veto decisions made by the Trust Board.
The Trust Board must submit forward planning information and annual reports and accounts to NHS Improvement, after consulting with the Council of Governors and having regard to their views.	The Council of Governors is to be consulted on forward planning by the Trust Board, and the Trust Board must have regard to their views.
The Trust Board will present the annual report and accounts and the auditors report to the Council of Governors and will lay a copy of the annual accounts, and any report of the auditor on them before Parliament, and once it has done so, send copies of these documents to NHS Improvement, along with the annual report.	The Council of Governors is to be presented with the annual report and accounts and the report of the auditor on them, at a general meeting of the Council of Governors.

Trust Board:	Council of Governors:
It is for the non-executive directors to appoint and remove the Chief Executive. The appointment of the Chief Executive requires the approval of the Council of Governors.	The Council of Governors is to approve the appointment of the Chief Executive by the non-executive directors. The appointment requires the approval of a majority of the Council of Governors.
It is for a committee consisting of the chairman, the chief executive and the other non-executive directors to appoint or remove the executive directors	The Council of Governors is to appoint the chair and other non-executive directors of the NHS Foundation Trust at a general meeting of the Council of Governors. The appointment requires the approval of a majority of the members of the Council of Governors. If the Council of Governors is to remove the chair or non- executive directors of the NHS Foundation Trust, such removal must occur at a general meeting of the Council of Governors and it requires the approval of three quarters of the members of the Council of Governors.
The Trust Board must establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors	The Council of Governors is to decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors. The decision requires the approval of a majority of the members of the Council of Governors.
The Trust Board must establish a committee of non-executive directors to act as an Audit Committee	The Council of Governors is to appoint or remove the external auditor at a general meeting of the Council of Governors. The appointment and removal requires the approval of a majority of the members of the Council of Governors.
Provide active leadership of the Trust within a framework of prudent and effective controls which enable risk to be assessed and managed.	Represent the interests of the Trust's members and partner organisations in the local health economy.

Trust Board:	Council of Governors:
Set the Trust's strategic aims, taking into consideration the views of the Council of Governors, ensuring that the financial and human resources are in place for the Trust to meet its objectives, and review management performance.	Regularly feedback information about the Trust, its vision and its performance to the constituencies and the stakeholder organisations that either elected or appointed them.
Ensure compliance by the Trust with its licence, its Constitution, mandatory guidance issued by regulators, relevant statutory requirements and contractual obligations.	Act in the best interests of the Trust and adhere to its values and governor Code of Conduct.
Ensure the quality and safety of healthcare services, education, training and research delivered by the Trust and apply the principles and standards of clinical governance set out by relevant NHS bodies.	Hold the Non-Executive Directors individually and collectively to account for the performance of the Trust Board including ensuring the Trust Board acts so that the Trust does not breach its licence.
Ensure that adequate systems and processes are maintained to measure and monitor the Trust's effectiveness, efficiency and economy as well as the quality of its healthcare delivery.	Acknowledge the overall responsibility of the Trust Board for running the Trust and should not try to use the powers of the Council of Governors to veto decisions of the Trust Board.
Regularly review the performance of the Trust in these areas against regulatory requirements and approved plans and objectives.	Establish a policy for engagement with the Trust Board for those circumstances when they have concerns about the performance of the Trust Board, compliance with its licence or the welfare of the Trust.
Establish the values and standards of conduct for the Trust and its staff in accordance with NHS values and accepted standards of behaviour in public life, and operate a Code of Conduct that builds on the values of the Trust and reflects high standards of probity and responsibility.	Inform the Independent Regulator if the Trust is at risk of breaching its licence if these concerns cannot be resolved at a local level.
Ensure that there is a formal, rigorous and transparent procedure for the appointment or election of new members to the Trust Board, and satisfy itself that plans are in place for orderly succession of appointments to the Trust Board so as to maintain an appropriate balance of skills and experience within the Trust and on the Trust Board, and ensure planned and progressive refreshing of the Trust Board.	Agree a process for the evaluation of the Chair and the non-executive directors, with the Chair and the non-executive directors, and agree the outcomes of the evaluations.

Derbyshire Healthcare NHS
NHS Foundation Trust

Trust Board:	**Council of Governors:**
Present a balanced and understandable assessment of the Trust's position and prospects.	Agree with the Audit and Risk Committee of the Trust Board the criteria for appointing, reappointing and removing external auditors.
Maintain a sound system of internal control to safeguard public and private investment, the Trust's assets, patient safety and service quality.	Work with the Trust Board on such other matters for the benefit of the Trust as may be agreed between them.
Establish formal and transparent arrangements for considering how they should apply the financial reporting and internal control principles and for maintaining an appropriate relationship with the Trust's auditors.	Assess its own collective performance and its impact on the Trust, and communicate this to the members of the Trust.
Consult and involve members, patients, clients and the local community, and monitor how representative the Trust's membership is and the level of effectiveness of member engagement.	Hold constituency meetings to ensure Member's interests are represented and Trust information is fed back.
Ensure that the Trust co-operates with other NHS bodies, local authorities and other relevant organisations with an interest in the local health economy.	
Work with the Council of Governors on such other matters for the benefit of the Trust as may be agreed between them.	Raise issues and matters for discussion: Contact Chair/Involvement Manager to identify an appropriate forum and to submit items for meetings, eg ☐ Request items to be included in the Council of Governors (or Governance Committee) agenda or raise matters under Any Other Business ☐ Raise formal questions for response by the Trust Board ☐ Ask questions of the Chief Executive at Council of Governors meetings.
Follow the principles of openness and transparency in its proceedings and decision making unless this conflicts with a need to protect the wider interests of the public or the Trust (including commercial in confidence matters) and make clear how potential conflicts of interests are dealt with.	

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Trust Board:	Council of Governors:
Undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	

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Appendix B

Role of the Senior Independent Director

The Senior Independent Director (SID) will be a Non-Executive Director of the Trust Board.

The SID's role will be

- To be available to the Trust Directors if they have concerns which cannot be resolved through the normal channels (or is inappropriate) of the Chair or Chief Executive.

- To support the Chair in resolving disputes between individual Trust Board members in respect of their role as a director of the Trust.

In respect of the Council of Governors

- To be available to members and governors if they have concerns which cannot be resolved through the normal channels (or is inappropriate) of the Chair or Chief Executive. To maintain sufficient contact with governors to understand their issues and concerns, including building an effective relationship with the Lead Governor.

- To help resolving disagreements between the Council of Governors and Trust Board in accordance with the policy setting out the approach to be taken in these circumstances

- To agree a process for evaluating the performance of the Chair and to agree appropriate processes for reporting such evaluation annually to the governor Nominations and Remuneration Committee.

- To work with the Chair to establish a policy for engagement of the Council of Governors with the Trust Board.

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APPENDIX C

Grounds and Procedure for the Removal of the Chair or any Non-Executive Director

Introduction

The Council of Governors has the power to remove the Chair and any Non-Executive Director of the Trust. Such removal must occur at a general meeting of the Council of Governors and requires the approval of three quarters of the members of the Council of Governors.

In relation to concerns raised under the Policy for Engagement, the Council of Governors should only exercise its power to remove a Non-Executive Director after exhausting all other means of engagement with the Trust Board, as set out in that policy.

Grounds for removal

The removal of a Non-Executive Director should be based on the following criteria. Grounds for removal can include the following:

a) s/he is not qualified, or is disqualified, from becoming or continuing as a Non-Executive Director under the Constitution
b) s/he has failed to attend meetings of the Trust Board for a period of six months
c) s/he has failed to discharge his/her duties as a Non-Executive Director
d) s/he has knowingly or recklessly made a false declaration for any purpose provided for under the Constitution or in the 2006 Act
e) s/he has knowingly or recklessly failed to declare a conflict of interest
f) his/her continuing as a Non-Executive Director would be likely to:
I. prejudice the ability of the Trust to fulfill its principal purpose or other of its purposes under the Constitution or otherwise to discharge its duties or functions
II. harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provisions of goods or services
III. adversely affect public confidence in the goods and services provided by the Trust; or otherwise bring the Trust into disrepute
g) s/he has failed or refused to comply with the regulatory framework, the Standing Orders, or any Code of Conduct which the Trust shall have published from time to time
h) s/he has refused without reasonable cause to undertake any training which the Trust requires all Non-Executive Directors to undertake
i) s/he purports to represent the views of any professional body, political party or trade union of which he is a member
j) it is not in the interests of the Trust for the Non-Executive Director to continue to hold office

k) s/he does meet the criteria as outlined in the Trust Fit and Proper Persons Test policy.

The following list provides examples of matters which may indicate to the Council of Governors that it is no longer in the interests of the Trust that a Non-Executive Director continues in office. The list is not intended to be exhaustive or definitive; the Council of Governors will consider each case on its merits, taking account of all relevant factors.

a) If an annual appraisal or sequence of appraisals is unsatisfactory
b) If the Non-Executive Director loses the confidence of the Trust Board
c) If the Non-Executive Director loses the confidence of the public or local community in a substantial way
d) If the Non-Executive Director fails to monitor the performance of the Trust in an effective way
e) If the Non-Executive Director fails to deliver work against pre- agreed targets incorporated within their annual objectives
f) If there is a terminal breakdown in essential relationships, e.g. between a Chair and a Chief Executive or between a Non-Executive Director and the Chair or the rest of the Trust Board.

Procedure

a) Any proposal to remove a Non-Executive Director can be proposed by a Council member, the Chair, or the Trust Board.
b) The Non-Executive Director will be notified in writing of the allegations, and be invited to submit a response.
c) The Non-Executive Director is entitled to address the Council of Governors at the meeting considering the proposal to remove him/her.
d) The Trust Board may make representations to the Council of Governors whether they are for, or against the resolution, or even if they are divided.
e) The Council of Governors may consider any relevant evidence, e.g. appraisal documentation or witness statements.
f) The Council of Governors should take professional advice, via the Director of Corporate Affairs/Trust Secretary, prior to removing a Non-Executive Director.
g) In relation to concerns raised in accordance with the Policy for Engagement, the Council of Governors should only exercise its power to remove a Non-Executive Director after exhausting all other means of engagement with the Trust Board.

Chair of meetings

The Chair may normally express an opinion on the appointment and removal of a Non-Executive Director, but does not have formal voting rights at the Council of Governors.

The Chair should also consider, however, whether in particular circumstances a conflict of interest arises in dealing with the removal of a Non-Executive Director, and if so, stand aside for that part of the meeting.

For the removal of the Chair, the Senior Independent Director will preside at meetings of the Council of Governors.

Removal and disqualification of governors

The process for the removal and disqualification of governors is covered in Annex 5 of the Trust's constitution.

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Appendix D

Dispute Resolution Procedure

In the event of dispute between the Council of Governors and the Trust Board, where the above policy has been followed as appropriate through informal (Stage 1) and formal (Stage 2) procedures at outlined at 4.2 and 4.3, the dispute resolution procedure can be considered as a further option should Stage 2 procedures fail to achieve a resolution:

1. In the first instance the Chairman on the advice of the Director of Corporate Affairs/Trust Secretary, and such other advice as the Chairman may see fit to obtain, shall seek to resolve the dispute.

2. If the Chairman is unable to resolve the dispute he shall appoint a special committee comprising equal numbers of Directors and Governors to consider the circumstances and to make recommendations to the Council of Governors and the Board of Directors with a view to resolving the dispute.

3. If the recommendations (if any) of the special committee are unsuccessful in resolving the dispute, the Chairman may refer the dispute back to the Trust Board who shall make the final decision.

4. Under the 2006 Act, as amended, NHS Improvement has appointed a Panel for Advising Governors (the Panel) to which governors of NHS foundation trusts may refer a question concerning whether their trust has failed, or is failing, to act in accordance with its constitution, or Chapter 5 of the 2006 Act.

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REGARDS EIRA (Equality Impact Risk Analysis) Screening Template (Stage 1)

To be completed and attached to any policy document or framework when submitted to the appropriate committee for consideration and approval.

Name of activity/proposal/policy/function	Policy for Engagement between the Trust Board and the Council of Governors
Date screening commenced	June 2016
Name and role of person undertaking this REGARDS EIRA	Sam Harrison, Director of Corporate Affairs & Trust Secretary

Step 1: Give an overview of the aims, objectives, intended outcomes and who will benefit from the activity or proposal (equality relevant and succinct)?
To outline the commitment by the Board of Directors and governors to developing engagement and two-way communication to carry out their respective roles effectively.

Step 2 Evidence & Engagement – What early data or evidence have you used to substantiate your decisions? Please provide details of who you have engaged, dates and add links to research and data

The policy has been developed from reviewing best practice and incorporates comments arising from discussion by governors at the Governance Committee at its 6 June 2016 and 7 July 2016 meeting. The governors subsequently approved the policy at the Council of Governors meeting on 6 September for onward consideration by the Board of Directors. It was approved by the Board of Directors at its meeting on 5 October 2016.

Step 3: Impact - What impact does this activity/policy or changes in function have on those within the REGARDS/protected characteristic groups?

Area of potential impact REGARDS Impact Positive or Negative (- or +) Not sufficient to just tick please provide details	Reduce discrimination -/+		Promote/increase equality of opportunity or access -/+		Reduce inequalities -/+		Promote good community relations -/+	
Race (Ethnicity)								
Economic Disadvantage								
Gender/Sex & Gender Reassignment								
Age								
Religion or Belief								
Disability								
Sexual Orientation								
Pregnancy & Maternity								
Marriage & Civil Partnership								
Other equality groups/people e.g. carers, homeless, substance misuse, unemployed, offenders, veterans & sex workers								

Step 4 : Risk Assessment

Does this activity propose major changes in terms of scale or significance for DHCFT? YES: is there a clear indication that, although the policy is minor it is likely to have a major affect for people from REGARDS equality groups e.g. service design, delivery, reoccurring issues of inequality or unequal access. Please tick appropriate box below

YES		No	
High Risk : Complete Full REGARDS EIRA		**No Impact/Low Risk**: Go to step 5	

Step 5 : REGARDS Completion Statement

Name of policy document:	Engagement between the Trust Board and Council of Governors
Issue No:	01

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If this proposal has <u>No impact/equality neutral/low impact</u> - please spell out/ provide evidence/links and justification for how you reached this decision. Please remember that a REGARDS EIRA can be called upon at any time to justify decision making or asked for as part of audit. This policy's affect in respect of protected characteristics is neutral.	
Sign off that this is low risk and does not require a full EIRA Name Reviewer/Assessor: Author Date 17 October 2016	

Derbyshire Healthcare NHS Foundation Trust
Report to the Council of Governors – 24 January 2018

Membership Strategy 2018-2021

Purpose of Report

To present the draft Membership Strategy 2018-2021 for approval following discussion and update at the Governance Committee held on 6 December.

Executive Summary

Membership strengthens the links between healthcare services and the local community. It is voluntary and free of charge and obligation. Members are able to give their views on relevant issues for governors to act upon, as well as helping to reduce stigma and discrimination regarding the services offered by the Trust. Members' views are represented at the Council of Governors, by governors who are appointed for specific groups of members known as constituencies. Constituencies cover service users, staff, partner organisations and public members. Public governors are elected to represent their particular geographical area and have a duty to engage with local members.

The Membership Strategy seeks to ensure mechanisms are in place to effectively engage and communicate with members. It also outlines processes to ensure the Trust complies with its responsibilities regarding membership; to maintain a stable membership that is reflective of the communities we serve; and to support governors in engaging with their members and the public.

The Membership Strategy outlines the objectives, methods and projected outcomes for membership activities over the forthcoming three years. It includes:

- How we intend to focus our membership recruitment activities
- Activities for membership engagement and how these will be measured
- How the Trust can work with governors to support their engagement with members

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

Governors are elected to represent their local communities. The Membership Strategy seeks to outline ways in which governors can engage with existing members in their constituencies.

Consultation

A draft of the Membership Strategy 2018-2021 was submitted to Governance Committee on 6 December for governor input and discussion. The Membership Strategy 2018-2021 was amended following governor comments.

Governance or Legal Issues

The Membership Strategy is presented to the Council of Governors for ratification.

Equality Impact Risk Analysis

The author has a responsibility to consider the equality impact and evidence on the nine protected characteristics (REGARDS people).

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 gaps/inequalities are outlined below, with the appropriate action to mitigate or minimise those risks.	X

Actions to Mitigate/Minimise Identified Risks

The Membership Strategy encompasses measures to ensure that REGARDS groups are represented within the Trust's membership and that public membership is reflective of the public constituencies we represent.

Recommendations

The Council of Governors is requested to

1. Approve the Membership Strategy 2018-2021.
2. Agree six monthly review of membership engagement activity to measure effective implementation of the strategy

Report presented and prepared by: Denise Baxendale, Communications & Involvement Manager

Derbyshire Healthcare
NHS Foundation Trust

Membership Strategy
2018 – 2021

Date: 2017

Contents:

1. Introduction

Derbyshire Healthcare NHS Foundation Trust (DHCFT) currently has membership of more than 6,200 public members throughout Derbyshire and its surrounding areas. The Trust's 2,400 staff also form part of the membership.

The Trust's members are central to the way the organisation's governance structure operates as a Foundation Trust. Members are represented by governors, who are elected from and by the Trust's membership. The governors, through the Council of Governors, hold the Trust's Non-Executive Directors to account for the performance of the Board of Directors.

Through the Council of Governors, members form a vital resource in offering feedback on services, issues important to local people and future developments within the Trust, in order to ensure the Trust is publicly accountable for the services it provides. Membership strengthens the links between healthcare services and the local community as well as helping to reduce stigma and discrimination regarding the services offered, which are predominantly mental health services.

Governors have a key responsibility to engage with and represent the interests of members and the public and to share this insight with the Trust.

The Membership Strategy seeks to ensure mechanisms are in place for the Trust to effectively engage and communicate with members as well providing clear support and expectations for governor engagement. It also outlines processes to ensure the Trust complies with its responsibilities regarding membership; to maintain a stable membership that is reflective of the diverse and vibrant communities we serve.

The Membership Strategy outlines the objectives, methods and projected outcomes for membership activities over the forthcoming three years. It supports the wider Communications Strategy 2018-2021.

2. Aims

This membership strategy aims to:

- Understand the needs and engagement preferences of our existing membership, ensuring two way communication processes are in place between the Trust and its members
- Provide opportunities to attract a new and diverse membership, ensuring that the Trust's membership reflects the communities we serve
- Tackle stigma and prejudice through our work with members and the wider public
- Ensure governors effectively engage with their membership and feed their local insight and intelligence into the Trust.

3. Vision and values

Derbyshire Healthcare prides itself on being a Trust with strong, underlying values that are reflected through all our staff and governors. It is therefore vital that all messages

communicated on an internal or external basis echo the Trust's vision and values. This set of high level messages will be core to all communications and engagement techniques when recruiting new members and engaging with our existing members and governors. It is also important that governors reflect these values in their engagement and interaction with local members and the public, as outlined in the Governor's Code of Conduct.

This strategy is being written at a time when the Trust is refreshing its vision and values in order to ensure they are accessible and meaningful. There are clear synergies between the refreshed Trust approach and the aims of this strategy and these values will be reflected through our work with members and governors:

Vision:
"To make a positive difference in people's lives by improving health and wellbeing."

Values:

- **People first** – We put our patients and colleagues at the centre of everything we do.
- **Respect** – We respect and value the diversity of our patients, colleagues and partners and support a respectful and inclusive environment.
- **Honesty** – We are open and transparent in all we do.
- **Do your best** – We work closely with our partners to achieve the best possible outcomes for people.

4. The Trust's Strategy 2016-21

The Trust's Strategy for 2016-21 was developed to meet the needs of our service users and to help staff understand their role in achieving the vision. It sets out the direction of travel for Derbyshire Healthcare NHS Foundation Trust for the next five years within the context of the wider health and care agenda, both nationally and locally.

Through the Strategic Transformation Partnership (STP), Joined Up Care Derbyshire, the Trust is a key partner, working and sharing learning to transform health and care services across Derbyshire. We will engage with our governors and members regarding any potential changes both directly, and through the STP.

The Trust has identified a key focus on staff engagement for the next year, which is to be recognised through a refresh of the Trust Strategy. Through the Membership Strategy, this approach will also be reflected through a particular focus on the role of staff governors and ensuring they are effectively promoted and supported to engage with staff working across the organisation.

5. Membership defined

The model of an NHS Foundation Trust means that control is vested in the Trust Board; ultimately accountable to its membership through the Council of Governors. Staff, patients, service users, carers, partner organisations and the public all have the opportunity to become members, and thereby influence decisions made by the Trust. Anyone over the age of 16 years, who lives within Derbyshire or the surrounding areas, is eligible to become a member.

The Trust's Constitution outlines three distinct groups of governors, to represent the Trust's members and our stakeholder groups. These are outlined as public, staff and appointed governors. Further details about the make-up of the Council of Governors is included in the Trust's Constitution, which is publicly available through the Trust's website.

The Trust currently has a number of ways of engaging with its membership, including:

- *Connections* members magazine (currently twice a year)
- *Members' News* e-newsletter that keeps members informed about the Trust's latest news (monthly)
- Invitation to events and meetings, including an Annual Members' Meeting
- Voting in the Council of Governor elections
- The opportunity to participate in surveys and/or consultations and provide direct feedback into the Trust
- NHS discounts through the use of a Trust membership card, including discounts off holidays, insurance and at local shops and restaurants.

Members are also eligible to stand for election to the Council of Governors and opportunities are promoted accordingly.

What can members do?

- Get a better understanding of healthcare services in Derbyshire
- Help reduce stigma and discrimination
- Represent the needs of their local community by becoming a governor of the Trust or sharing their views with a local governor
- Work with the Trust to shape the delivery of NHS services across Derbyshire
- Provide direct feedback to shape and improve local health services
- Become a volunteer within local NHS services.

Membership constituencies

The Trust's constituencies are currently divided into 14 areas throughout Derbyshire and the surrounding areas. Each constituency is represented by one publically elected governor, with the exception of Derby City East and Derby City West – each of these constituencies has two publically elected governors. Membership cards, held by each member, include the constituency which the member lives in.

6. Membership recruitment

Ongoing recruitment of new members is a necessity in order to raise awareness of the Trust with the general public and to maintain membership figures, as the database naturally depletes over time. It is important when attracting new members that the rationale of 'quality over quantity' is used, ensuring that people are aware of what they are signing up to and why. There must be a clear message that we are engaging with people in order to give them a say in how local healthcare is provided. New members must also be provided with details of the governor who represents their constituency, so they have a clear contact point for engagement.

The Trust is fortunate to have a Membership Champion in place, who supports the teams activities on a voluntary basis, promoting events, recruiting members and feeding back from our local communities. The Membership Champion will also continue to be invited to present an annual report to governors on the events attended which will include numbers of members recruited and feedback from events.

It is important to be aware of the timeliness and impact of the welcome information provided in order to capture the interest of new members. We will endeavour to send out the information within two weeks of joining.

The **key** objectives for membership recruitment are two-fold in respect of geography and demographics. Through this membership strategy, we aim to:

- Increase membership recruitment in areas where we have lower numbers (i.e. North East Derbyshire and Chesterfield being priority areas followed by High Peak and Erewash South)
- Increase membership where there are governor vacancies and/or in areas where it is difficult to elect governors
- Increase diversification of our membership, by proactive recruitment of members that represent the Derbyshire demographics (see below)
- Ensure it is easy to become a member and clear what membership entails
- Know more about our members, their interests and preferences.

Demographics:
It is a requirement for the Trust to ensure its membership is reflective of community in terms of diversity. This is broadly achieved at present and the Trust is committed to maintaining this representation through future membership recruitment activities. There are a number of areas where the Trust wishes to proactively increase its membership to strengthen the diversity of Trust members. Through comparing our membership demographics with those of the Derbyshire population, our key priorities for member recruitment include the following groups (although this does vary according to constituency):

- Younger members – between the ages of 16 and 39. Above this age the Trust currently has a higher percentage of members when compared with local residents. To achieve this we intend to utilise our links with CAMHS. This year CAMHS have formally linked in with the Local Authority participation groups and are working on developing this partnership. Once established this will enable us to actively engage with a younger audience given the Trust's wide variety of children's services. The Trust understands the need to listen to the younger people and actively involve them in local decision making. It also appreciates that this can have a ripple effect in helping to reduce the stigma and discrimination around mental health. We will also seek to engage with new parents through the children's services.
- People who identify themselves as the following ethnic groups: White Gypsy or Irish Traveller, mixed White and Black Caribbean/Asian, Asian/Asian British (Pakistani, Bangladeshi, Chinese and other Asian). Black of Black British, other Ethnic group (Arab and any other Ethnic Group)
- Members of the LGBT+ community – the Trust has actively sought to increase its knowledge of our membership further and asked additional questions regarding sexual orientation, however data in response to these questions is currently low.

We therefore will directly seek to engage further with the LGBT+ community and increase our membership in this respect, working closely with the Trust's equality and diversity team.

- People who identify themselves as having a disability: sensory, physically, learning disability, mental health problem. We will seek to engage further with this group of members and increase our membership in this respect, working closely with the Trust's equality and diversity team.
- Gender – men of all ages are currently under-represented through the Trust's membership and we will seek to achieve greater balance in this respect where possible. The Trust also currently has no members who say they are transgender and we would like to increase gender diversity in this respect through our work with LGBT+ communities.

Whilst the groups outlined above are the overarching focus for membership recruitment, data is produced according to each constituency and shared with public governors to understand priority areas for recruitment, as the data does differ according to each area.

Although there will continue to be membership recruitment, the main focus will be on creating an active membership through regular one way and more importantly, two way communication and engagement. Membership forms include service interests to better target individuals with particular events and information. A piece of work needs to be carried out around those who became members prior to the revision of the joining leaflet in order to target them in the same way and segment messages better in order to heighten membership engagement. This could be progressed via an online survey, through the magazine and via direct correspondence with our members.

7. Membership Engagement (Public and staff)

Engaging with members is imperative to grow and maintain an active database. Members, whether service users, carers, staff or members of the public are potential ambassadors for the Trust and encouraged to act as such through clear messaging about the quality of our service delivery and values. It must be acknowledged that there will always be differing levels of involvement from members but the aim must be to increase this involvement overall. Derbyshire Healthcare has approximately 2,400 staff that each in their own way represents the Trust to its patients, carers, and wider internal and external stakeholders. The Trust must continue to engage with staff as members to ensure they are aware of what this means. NHS staff are important sources of information for the public, and have a strong influence over perceptions of the NHS and its services.

The **key** objectives for membership engagement are to:

- Increase membership engagement with the Trust and its governors
- Provide mechanisms for members to provide feedback to the Trust
- Increase awareness of governors and the role they play
- Further develop and enhance member focused communications through the membership magazine and e-bulletin
- Include the role and promotion of staff governors in the Trust's wider focus on staff engagement.

We aim to achieve these engagement objectives through the following activities:

- General events – There will continue to be a membership presence at key events taking place across the Trust. Examples of these events include the Annual Members' Meeting, World Mental Health Day, Time to Talk Day, and League of Friends Summer Fayre. These events provide opportunities to both engage with existing members and recruit new members. Attendance at such events will be focused on recruiting members that support the objectives outlined above.
- Targeted events – Targeting key areas of the community, for example by location, or groups (i.e. LBGT+ and ethnic groups), which we have identified to be under-represented in our membership. Examples of these events include Gay Pride (in Derby and Chesterfield), Caribbean Carnival and International Women's Day.
- We will seek to increase the number of email addresses and mobile telephone numbers we hold for our members. This will support an increasing move to non-printed communications which has been supported by our members. Currently we have 62.32% of members who are not email recipients (of which 16.67% have an email address but whose preferred method of contact is via the post). We will also continue to use the text messaging facility provided by MES to communicate with our members.
- We will proactively seek to have a presence within local areas where current membership figures are low, to aid our recruitment and engagement in these areas. For example Chesterfield South, Erewash North, North East Derbyshire.
- We will aim to increase the number of members who define themselves as carers, through closer working with the carers team. For example this will include a feature in the *Who Cares?* newsletter.
- Literature – Reviewing our literature and promoting membership on leaflets, posters and via social media, in a variety of ways which meet the individual needs of our members, ensuring that materials are available in wider languages and formats upon request.
- Staff – Staff will be made aware of the benefits that family, friends, service users and carers will receive from membership and given the tools to encourage these people to sign up. Former members of staff will continue to be contacted and given the option of becoming public members. We will build this into exit interviews.

Internal promotion of staff governors and their role will take place to ensure better understanding amongst staff members. Staff governors will be supported to engage will members of staff as part of the Trust's overarching focus on staff engagement, through the TEAM DHCFT approach.

- Welcome information – This will be reviewed annually to ensure it is timely, reflective of the Trust messages and is useful in its content.
- Evaluate effectiveness of alternative methods of communicating with members (e.g. via text message) to shape future mechanisms
- Support appointed governors to increase awareness and engagement across their constituencies
- Website – we will continue to maintain our website and enhance our Governor Zone.

- Email communication – We will continue to email out the monthly Members' News bulletin to those with email addresses, providing news about the Trust and wider developments
- Magazine – We will continue to provide members with a targeted membership magazine twice a year and adjust its content following feedback from members and governors
- Surveys – Ask members to take surveys so we can tailor our membership packages to suit their needs. For example, themes for events, topics for the AMM.
- AMM – Encourage members to attend and participate in the meeting
- Social media – the Trust's main corporate use of social media is via Twitter and Facebook. We have almost 3,000 followers on Twitter and nearly 1,000 followers on Facebook. Twitter and Facebook are key tools in reaching members of the public, particularly some of those we see as 'seldom heard' and the under 40s prioritised for recruitment. We will continue to increase the use of Twitter and Facebook specifically for membership messages and encourage all members to follow the Trust.

The Trust's governors are central to the engagement of members and governors are encouraged to participate in all activities outlined above. In order to provide additional support and promotion of our governors to aid engagement with members, the following activities will be undertaken:

- Supporting governors to meet with their constituents – Governors will be supported to communicate and engage with their constituents in the most appropriate way. This will be via our existing links with local communities and through advertising, PR and events and development of materials to support this. We will encourage governors to inform us of activities that are taking place in their constituencies
- Raising awareness of our governors i.e. encouraging them to address their constituents by writing a piece for Members News (public governors), Weekly Connect (staff governors) with who they are, what they do and how they can be contacted.
- Governor buddying – new governors will be offered governor buddies to support them **in their engagement activities.**
- Providing governors with relevant and timely information – Governors will continue to receive 'Governor Connect'.
- Providing governors with appropriate training – Governors will be offered in-house training which may be required or requested as well as the national GovernWell programme. A training programme will be devised with input from the Lead and Deputy Lead Governor.
- Trust initiatives – Governors will continue to be encouraged to be more actively involved in Trust initiatives for example in the monthly judging of the DEED (Delivering Excellence Every Day) scheme and staff awards.
- Quality Visit Programme – Governors will continue to be encouraged, and supported, to attend Quality Visits.
- Advertising governor contact details – will continue to be promoting how to contact governors.
- Council of Governors – Governors will be given the opportunity to report any feedback from their constituents to the council.

Measuring success

Success will be measured by the following:

- A stable membership which continues to be representative of the communities we serve
- An increase in members reflecting the priority groups for recruitment (as outlined above)
- An increase in the number of email addresses and member demographics on file
- Greater participation in membership focused surveys
- Attendance of members at the Annual Members Meeting (AMM)
- Greater demonstrable involvement and communication between governors and their members

It may be necessary to develop further action plans and adapt the activities outlined above during the life of this Membership Strategy, according to the needs of the organisation and effectiveness of approaches undertaken.

9. Conclusion

It is vital that in order for DHCFT to operate in an effective, open and honest way, it has the feedback and input of its members. An active and engaged membership is key to this process and, via the governors, members should have the opportunity to hold non-executive directors to account. Members should also be given tools to influence decisions made by the Trust in order to assure excellent quality of care in a compassionate environment.

It must be remembered, and acknowledged, throughout the recruitment and engagement processes the importance and value of Trust members. They are a fundamental part of the organisation and have a real power in decision making and holding the Trust to account and it is the Trust's duty to give them the opportunity to do so via the methods outlined in the strategy.

This strategy will be annually reviewed via the Governance Committee and fully reviewed every three years in line with the Communications Strategy to ensure the messaging is clear and consistent to all.

Derbyshire Healthcare NHS Foundation Trust
Report to the Council of Governors – Wednesday 24 January 2018

Report from Governance Committee

Purpose of Report
This paper provides an update on the meeting of the Governance Committee held on 6 December.

Executive Summary
Since the last summary was provided in November, the Governance Committee has met once – on 6 December 2017.

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
- Appropriate 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
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	

Recommendations

The Council of Governors is requested to:

1. Note the discussions held at the Governance Committee meeting on 6 December 2017.

Report presented by: **Gillian Hough, Chair of Governance Committee**

Report prepared by: **Denise Baxendale, Communications and Involvement Manager**

Report from Governance Committee
The Governance Committee of the Council of Governors (CoG) has met once since its last report to the Council of Governors in November (6 December 2017). Fourteen governors attended. This report provides a summary of the issues discussed.

Holding to Account
Feedback on the joint CoG and Non-Executive Director (NED) training and development session held on 8 November was led by Julia Tabreham and Gillian Hough. Overall the session was felt to be very useful and those that participated found it a valuable approach which encouraged open and honest discussion. Governors referred to the Report Summary produced by the external facilitator Claire Lea and agreed it would be beneficial to include a list of questions in the Report Summary as examples of how to ask questions effectively.

Membership & Engagement
Feedback was received from engagement opportunities which included attending a GP PPG (Patient Participation Group), Staff Forum and representing governors on the judging panel for the Trust's design a seasonal card competition.

Governors received a 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 suggested possible routes to engage with members and the public.

The draft Membership Strategy 2018-2021 was presented for governor input and discussion. The Membership Strategy seeks to ensure mechanisms are in place to effectively engage and communicate with members. It also outlines processes to ensure the Trust complies with its responsibilities regarding membership; to maintain a stable membership that is reflective of the communities we serve; and to support governors in engaging with their members and the public. One amendment was noted and it was agreed to recommend to the Council of Governors that the Strategy be approved and implementation monitored on a six monthly basis. It was reiterated that member engagement by governors was a key priority for the forthcoming year and would be one of the key areas of regular focus of the Governance Committee going forwards.

Code of Conduct and Governance
Constitution Amendments - Governors discussed the proposed update to Council of Governor Constituencies which remain as defined when Foundation Trust Status was achieved in 2011. Over the past six years the Trust has struggled to gain interest from prospective governors in some geographical constituencies. Experience from other trusts who have developed their Constitution more recently, indicate that larger geographical areas can often attract more interest. Governors considered the options provided in the report and agreed on the options that were preferred by the majority of governors and were agreed to be presented to CoG for approval and then to the Board of Directors who also are required to approve any Constitutional changes.

Carole Riley presented the report on Meeting Structures which outlined a number of options for governors to consider regarding the structure, timing and contents of governor meetings for governors to consider. It was noted that the Chair of the Trust Board and Council of Governors is currently undertaking a review of Board, Board Committees and governor meetings and is keen to receive feedback from governors to inform planning going forwards. The model that a number of other foundation trusts are using is to hold the Board and Council of Governors on the same day enabling governors to witness NEDs holding the Board to account as part of public Board meetings. It was agreed to proceed with the scheduling of CoG meeting on the same day as Public Board meetings and then review this arrangement in six months' time. Governors agreed that the Governance Committee will focus on governor membership engagement issues and holding NEDs to account.
Sam Harrison presented a report which outlined increasing the quorum for formal decision making of the Council of Governors from 20% to one third. This has been benchmarked against sixteen foundation trusts. Governors recommend that the increase be made with the proviso that there is a minimum of six governors present. Governors received the anonymised record of governor attendance at COG meetings.

Training & Development
The proposed governors' training and development programme for next year was presented and agreed. This had been developed from discussion with the Lead Governor and Deputy Lead governor, taking into account the statutory roles of governors and with the aim of ensuring governors were supported in effectively delivering their duties. The programme included the externally facilitated Membership and Engagement session in January which had been arranged at the request of governors to help them focus on and identify clear actions to take forwards their own engagement activity Options to attend the national NHS Providers GovernWell Training Programme were highlighted and expressions of interest requested.

Escalation Items to the Council of Governors
There were no items to escalate to COG relating to holding NEDs to account. Items that were to be presented to the CoG for approval as outlined included the Membership and Engagement Strategy (for approval) and Constitution changes (for approval).

Any Other Business
It was explained to governors that all Trust staff are required to give details of a family member or friend for contact in case of an emergency. It was agreed that all governors should be encouraged to provide the same information for use in emergency situations.

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 1 November 2017

MEETING HELD IN PUBLIC

Commenced: 1pm Closed: 4.30pm

PRESENT:	Caroline Maley	Trust Chair
	Dr Julia Tabreham	Deputy Trust Chair and Non-Executive Director
	Margaret Gildea	Senior Independent Director
	Barry Mellor	Non-Executive Director
	Dr Anne Wright	Non-Executive Director
	Richard Wright	Non-Executive Director
	Ifti Majid	Chief Executive
	Claire Wright	Director of Finance & Deputy Chief Executive
	Dr John Sykes	Medical Director
	Carolyn Green	Director of Nursing & Patient Experience
	Mark Powell	Acting Chief Operating Officer
	Amanda Rawlings	Director of People & Organisational Effectiveness
	Samantha Harrison	Director of Corporate Affairs & Trust Secretary
	Lynn Wilmott-Shepherd	Interim Director of Strategic Development
IN ATTENDANCE:	Anna Shaw	Deputy Director of Communications & Involvement
	Sue Turner	Board Secretary (minutes)
For DHCFT 2017/1	Kayleigh Daltrey	Lead Dietitian and Service Manager
For DHCFT 2017/1	David Harrison	Catering Manager
For DHCFT 2017/1	Mohamed Sheilabi	Specialist Dietitian
For DHCFT 2017/1	Jalak Chag	Dietitian
For DHCFT 2017/1	Rebecca Abbott	Dietetic Assistant
VISITORS:	John Morrissey	Lead Governor and Public Governor, Amber Valley South
	Carole Riley	Deputy Lead Governor and Public Governor, Derby City East
	Sarah Bennett	CQC Inspector, Mental Health Hospitals Team, Central West
	Russell McAusland	Senior Accounts Manager, Liaison
	Robert Foulkes	Member of the public
	Jacinta Litherland	Sign language interpreter
	Natalie Gallagher	Sign language interpreter

DHCFT 2017/151	**CHAIR'S WELCOME, OPENING REMARKS, APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST** Trust Chair, Caroline Maley, opened the meeting and welcomed everyone. No apologies for absence or declarations of interests were received. Following confirmation of Ifti Majid's post as Chief Executive Caroline Maley congratulated him on his substantive appointment and looked forward to working with him to take the Trust forward. Ifti Majid advised that a change was required to be made to his entry in the Register of Declarations of Interest. This would be updated and brought to the next meeting of the

	Board. Caroline Maley advised that today's agenda had been revised to include a presentation to be made by Ifti Majid on the Sustainability and Transformation Partnership (STP).
DHCFT 2017/152	**MINUTES OF THE MEETING DATED 27 SEPTEMBER 2017** The minutes of the previous meeting, held on 27 September were agreed and accepted as an accurate record, subject to the first sentence of item Service Receiver Story DHCFT2017/133 being corrected to read that a chief nurse fellow was currently on a placement with the Trust. The second sentence of the Integrated Performance and Activity Report item DHCFT2017/138 would be amended to reflect that the Finance and Performance Committee is monitoring the Trust's financial risks.
DHCFT 2017/153	**ACTIONS MATRIX AND MATTERS ARISING** 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.
DHCFT 2017/0154	**CHAIR'S VERBAL REPORT** Caroline Maley attended several meetings last month that focussed on the sustainability of the Board. These included the recruitment and appointment of the substantive Chief Executive as well as a new Non-Executive Director (NED) and she was pleased that governors, service users and carers had been involved in the recruitment process for both these posts. Caroline had also progressed the Trust's involvement in NHS Improvement's 'NeXT Director Scheme' which is aimed at increasing the number of under-represented groups appointed to trust boards. As part of this scheme, Caroline was pleased to announce that a senior finance officer from Sherwood Forest Hospitals NHS Foundation Trust would be undertaking a six month placement within the Trust. This placement is designed to help people gain an insight into balancing a portfolio career and progress their ambitions to become a Non-Executive Director (NED). The placement holder would also be mentored by two experienced NEDs in order to learn about the role. Caroline had carried out appraisals for NEDs Julia Tabreham and Margaret Gildea, and discussed their objectives for next year. She was pleased to report that a well-run Board Development session was facilitated by NHS Providers on 11 October which enabled Board members to develop their thinking in order to ensure effective decision making. Caroline attended a meeting of the Mental Health Act Committee on 26 October and saw some significant improvements being made in the work the Committee is undertaking. She also attended a Schwartz round which gave her a good insight into the challenges staff face on the wards and the personal impact these challenges have on them. She also undertook quality visits to Chesterfield Central Neighbourhood team and Ward 34 and attended the Trust's Medical Advisory Committee whose members are consultant colleagues. Caroline was pleased to have been invited by two community psychiatric nurses in Derby City to talk about their passion for forensic work which gave valuable insight as to how the Trust can take forensic services forward. Much contact was made with governors in October through meetings of the Nominations and Remuneration Committee, Governance Committee and Council of Governors and regular discussions were held with the Lead Governor and Deputy Lead Governor.

	Caroline also attended STP meetings in October and participated in an STP summit at the end of the month when she learnt from the experience of other STP leads in the country which really added value. **RESOLVED: The Board of Directors noted the activities of the Trust Chair throughout the month of October**
DHCFT 2017/155	**CHIEF EXECUTIVE'S REPORT** 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 commissioners and feedback from staff. The report was used to support strategic discussion on the delivery of the Trust strategy. Ifti Majid referred to the Race Disparity Audit that was released in October which reviewed how public services treat different ethnicities across the UK and spoke about how this is helping him understand the disparities that affect the Trust and its community services from a staff and service user perspective. He particularly focused on how leadership is represented in the NHS. In 2016 only 7% of very senior managers and 11% of senior managers were from an ethnic minority group. 93% of NHS board members in England are white. Ifti is currently only one of four foundation trust chief executives from a BME background in the country and he noted that this was very poor compared to the number of Board members that come from a BME background. Ifti drew attention to the introduction of the Trust's reverse mentoring scheme operating through the BME Network that will be launched this Friday which will demonstrate how far the Trust has come in understanding what it feels like to work within the organisation, what the opportunities are and what the disparities might be. He talked about how he had met with staff who were able to tell him what it feels like to work in the Trust. He was very proud to be able to have this dialogue with staff and was very gratified to hear that staff are saying that they have seen an improvement. He felt it was good to hear this directly from people rather than just through the Staff Survey or the Pulse Check and it gave him an opportunity to observe people's ability make positive improvements to the organisation. The importance of having a stable leadership to enable teams to perform at a high level was the message coming through and he was very pleased to receive this this type of feedback. Ifti Majid's report also included the refreshed version of the Adult Autism Strategy that set out how commissioners are going to respond to the national requirements and the priority areas here in Derbyshire. The refreshed strategy was seen as an improvement on the previous version and Ifti was pleased to report that the Trust will have further opportunity to contribute to the Strategy through the Health and Wellbeing Boards and he invited Board members to provide him with their comments for inclusion in a further version of the Autism Strategy. Having discussed how the Trust could improve the environment and treatment pathways for people who are on the autism spectrum the Board supported the development of the Autism Strategy, although it was agreed that further clarity was required as to the Trust's statutory responsibilities in the provision of care. Ifti Majid proposed that he would draft a letter to commissioners with support from executive colleagues recommending that the Trust works with commissioners to ensure a partnership approach is taken in providing equitable outcomes for people with autism. The Board was concerned about the statutory requirements for the treatment of autism and proposed that risks relating to compliance are integrated in the Board Assurance Framework (BAF) under risk 1b. **ACTION: Letter to be drafted to commissioners with support from executive**

	colleagues regarding equitable treatment for people with autism **ACTION: BAF risk 1b to be updated to include risks associated with autism treatment compliance** **RESOLVED: The Board of Directors noted the Chief Executive's update**
DHCFT 2017/156	**STP UPDATE** Ifti Majid presented an update on the Sustainability and Transformation Partnership (STP) that will work under the Joined Up Care Derbyshire business case. The presentation also served as a reminder about the original aim of the STP in improving health and wellbeing, quality and supporting improved effectiveness. It also set out how foundation trusts, local authorities for both Derby city and the county and GPs will treat long term conditions better and provide care in the right place, when people need it at the right time working together with social care. Ifti talked about how the STP is moving in partnership supporting the national direction to towards an Accountable Care System (ACS) which aims to manage the way people are living longer and being supportive in meeting people's general health and wellbeing. He explained how mental health clinical reference groups are devising mental health priorities to provide intensive support for people with dementia in local communities and are developing innovative and specific pathways for people with delirium. He also explained how rehabilitation and forensic work streams will be set up in the community for people who have forensic history. More help will also be provided for people who have complex needs such as learning disabilities and autism. The presentation outlined the need to talk to people in Derbyshire to establish different ideas. The STP has set up partnership working with Healthwatch Derby and Derbyshire and various stakeholder events have been held across the county that are designed to talk to people about the future of health and social care. Caroline Maley concluded that it was useful to receive the presentation that showed what the STP is trying to achieve and which also complements the Trust's model of care. She was aware that there are some fundamental areas within the STP that still need to be understood and taken forward and she saw this as an opportunity for the Trust to be system leaders within the STP. The Board's Committees will be involved in STP progress and she proposed that STP updates become regular agenda items at forthcoming meetings. **RESOLVED: The Board of Directors noted the STP update presentation**
DHCFT 2017/157	**INTEGRATED PERFORMANCE AND ACTIVITY REPORT (IPR)** The IPR provided the Trust Board with an integrated overview of performance as at the end of September 2017 that focussed on workforce, finance, operational delivery and quality performance. The report showed that the Trust continues to perform well against many of its key indicators with improvement continuing across many services despite the pressure felt within inpatient and community services. This report included a further enhancement of the Quality Dashboard that identified trends over the past six months and the past two quarters. This month the executive summary focused on the main inter-relationships between current performance concerns along with actions and mitigations that the Executive team are taking forward. Acting Chief Operating Officer, Mark Powell, highlighted the key issues that remain a challenge within inpatient and community services and outlined the action plans that are in place to mitigate the challenges around inpatient staffing and recruitment. He talked about the Red2Green programme which has been designed to focus on the most efficient use of resource available to reduce length of stay which will impact positively on bed

	occupancy and the need for placing patients out of area. Mark drew attention to the programmes of work that have been designed to mitigate the risks outlined in the community services section of the report and assured the Board that challenges around agency spend are being managed on a day to day basis and are also addressed through the People & Culture Committee. He was pleased to report that recent decisions have had a positive effect on the recruitment pipeline as well as the overall recruitment position. He was especially pleased to report that work has taken place to appoint specific members of staff into positions that have previously been difficult to recruit to. From a financial perspective, Director of Finance and Deputy Chief Executive, Claire Wright reported that the financial effect of issues identified in the report remained the same as the previous month. The Trust is ahead of plan for the year to date by £1.1m and the forecast to achieve the control total at the end of the financial year remains in place. Since the start of the year the forecast for agency has been increasing and the Trust is now very close to achieving a rating of 4 in agency spend ceiling by the end of the year. She emphasised the need to stay within this range in order to meet the objective of being less than 50% above the agency ceiling rate by the end of this year. Claire reported that additional cost improvement action is required to achieve the 2017/18 control total financial plan, highlighting the associated risk that this year's non-recurrent CIP will create for 2018/19. She also alerted the Board to the risk that commissioner driven disinvestment schemes have not yet been agreed. Discussions are taking place with commissioners and the risks associated with QIPP (Quality, Innovation, Productivity and Prevention Programme) disinvestment are captured in the BAF. Director of Nursing and Patient Experience, Carolyn Green, said that although agency spend is difficult the Trust is integrating a skills competency system to ensure continuity of care and safer staffing. This is enabling staff to be developed so they can progress in their career rather than being moved around different service areas. In response to Deputy Trust Chair and NED, Julia Tabreham asking if there are specific areas relying on agency staff that might impact on quality demands, Claire Wright explained that although she was concerned that the Trust might breach the 50% ceiling on agency staff she assured her that quality of care priorities would always override the financial impact in decisions on engaging agency staff and financial impact would then have to be managed. Ifti Majid was pleased to observe that despite the pressure felt due to staff vacancies the Trust had maintained and exceeded breast feeding targets and recognised that this was the result of the tremendous work carried out by health visitors. **RESOLVED: The Board of Directors considered the Integrated Performance Report and obtained significant assurance on current performance across the areas presented.**
DHCFT 2017/158	**<u>OUTPATIENT CLINICS</u>** This report provided the Board with an understanding of the importance of the outpatient clinic model of working and the challenges of the model as well as actions proposed to address these challenges. Outpatient clinics are an efficient means of providing care to patients in a way that is largely positively received by patients. The Board was mindful that concerns exist over the patient experience of the outpatient clinic due to appointment cancellations, and the efficiency of clinics due to failed attendance. The experience of patients attending appointments is not uniformly good and a recent concern was raised in a service receiver story heard earlier in the year about the accessibility of care records to all doctors providing clinic appointments. Medical Director, John Sykes, assured the Board that he is working with clinical reference groups to ensure that all staff are trained on the Paris electronic patient record system immediately they commence work with the Trust.

	The report identified a number of suggestions for the smooth running of clinics from administrative, to clinician and care pathway related factors and also contained an action plan to improve clinic performance. The Board understood the challenges faced in providing clinics in the current climate of recruitment difficulties in both medical and nursing staff and acknowledged that this is a national problem that is hard to control. The Board discussed the main issues affecting the efficiency of outpatient clinics. Outpatient clinics often receive patients that do not fit within other areas. This is a national problem and it was noted that the action plan contained in the report set out a number of solutions that are being sought to improve the quality of outpatient services. These included a range of options to suit individual needs and the different geographic areas within Derbyshire and associated community resources. The Board was also conscious of significant challenges in treating people with personality disorders. There is currently no dedicated local pathway or effective treatment which means patients are sent out of area for treatment. The report recommended that help can be offered locally and that personality disorder pathways will be developed. The Board was pleased to hear that commissioners are being urged to consider the development of personality disorder and forensic pathways within the community setting to improve patient interventions and reduce blocks within clinics as part of contracting rounds and STP developments. The Board agreed that the current outpatient model needs to be redesigned and recommended that this is completed at pace. It is necessary to ensure that existing resources meet the needs of the service and that patient safety is maintained. It was clear from discussions that front line staff have good ideas how to improve the outpatient service and the Board supported the need to develop and empower staff within inpatient services to do things differently in order to overcome internal difficulties and improve clinic performance. **RESOLVED: The Board of Directors:** **1) Noted the importance of outpatient clinics as an efficient means of providing care to our patients in a way that is largely positively received by patients** **2) Noted the challenges faced in providing clinics in the current climate of recruitment difficulties of both medical and nursing staff and increasing demand on services** **3) Noted the actions being taken to improve the position** **4) Reviewed and agreed to the proposed action plan to improve the patient experience of outpatient clinics through improved clinic performance.**
DHCFT 2017/160	**DEEP DIVE – NUTRITIONAL CARE ACROSS MENTAL HEALTH INPATIENT SERVICES** Lead Dietitian and Service Manager Kayleigh Daltrey and Catering Manager, David Harrison joined the meeting with Dietitians Mohamed Sheilabi, Jalak Chag and Rebecca Abbott and provided the Board with an insight into the provision of nutritional care across inpatient services. The Board heard how the subject of this deep dive arose from an inspiring quality visit undertaken by Claire Wright which ties in closely with quality priorities particularly physical healthcare priorities and patient-centred care. The Board heard how close cross team working between the dietician team and the catering team had made immense progress in improving nutritional care for inpatients and was interested to learn about the analysis that went into menu preparation. The Board was particularly interested to hear that the dietitian team meets with service users on the ward to assess dietary requirements with people who have a range of different nutritional care needs. The team was particularly proud of embracing innovative ways of working and had developed a healthy cooking education and skills group for service users working

	alongside the Occupational Therapists identifying the importance of nutrition in mental healthcare. The Board heard that the team's most significant challenge is around recruitment in terms of supply and demand of qualified staff. Working in mental healthcare is one of the least popular dietician areas to work in and is classed as a specialist area. Kayleigh Daltrey described how she was working with the University of Nottingham and establishing a placement scheme for student dieticians which she hoped would improve capacity. The Board acknowledged the difficulties in recruiting dieticians to the Trust. Director of People and Organisational Effectiveness, Amanda Rawlings undertook to support Kayleigh in developing a study case to demonstrate what can attract student dieticians to work in mental health. Catering Manager, David Harrison talked about how he works closely with procurement developing healthier and more sustainable menus. He and the dieticians have managed to reduce 58 recipes in fat, sugar and salt and these recipes are now far healthier and more fruit and fibre is being introduced into menus. The team were keen to talk about the future vision for dietetics and catering to continue to work collaboratively to provide high standards of nutritional care and meet service users' needs. Barry Mellor had observed that there is no professional lead for dieticians within the Trust and asked how this could make a difference. Kaleigh said that having a specific lead professional for dietetics could improve nutrition in challenging areas such as the substance misuse and learning disabilities services and could ensure that a dietitian could be part of the wider services. The Board understood the importance of integrating the role of the dietitian in improving the physical healthcare of service users and thanked the Dietetics and Catering teams for the innovative work they are carrying out in enhancing nutritional care and improving the physical health of people with mental health problems. **RESOLVED: The Board of Directors considered and noted the presentation made by the Nutritional Care and Catering teams and expressed support for the plans for future improvement outlined above.**
DHCFT 2017/158	**<u>QUALITY POSITION STATEMENT</u>** 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. The theme of this position statement was concerned with partnerships and how the Trust operates with partners to equalise the demand on services which is critical to future sustainability. Carolyn Green drew attention to the early help pathway and how the Trust is working with multi-agency teams within social care and school nursing to provide direct and targeted psychological therapy to improve the access to psychological therapy for health conditions and psychological distress being experienced by children and young people to reduce demand in young people coming into CAMHS (Child and Adolescent Mental Health Services). She explained that this is now part of the national agenda and will help integration with school nursing. Carolyn referred to the' #iwill' campaign and indicated that the children's services teams had requested that the Board supports this social action initiative. This is a UK wide campaign that aims to make social action part of life for as many ten to twenty year olds as possible by the year 2020. Through collaboration and partnership, this campaign is promoting the benefits of youth social action and is working to embed it in the journey of young people and create fresh opportunities for participation. Between 20 and 24

	November #iwill campaign partners will be involved in a wide range of activities highlighting how youth social action is helping build communities in all parts of the UK and to showcase the cross-sector, cross-party support that the #iwill movement has generated since launching four years ago. The Board gained significant assurance from the Quality Position Statement with regard to patient safety and pledged its support to the #iwill campaign. The Board noted the continued traction of CQC actions and was assured that these were being monitored by the Quality Committee and Mental Health Act Committee and thanked both Committees for their sustained support in following these actions through to completion. **RESOLVED: The Board of Directors:** **1) Received and noted the Quality Position Statement** **2) Gained significant assurance with regard to safety** **3) Gained significant assurance with regard to the completion of CQC actions** **4) Gained significant assurance on the Trust's arrangements for learning from deaths**
DHCFT 2017/159	**<u>BOARD ASSURANCE SUMMARIES & ESCALATIONS</u>** Assurance summaries were received from the meetings of the Safeguarding Committee held on 7 September, Audit and Risk Committee held on 3 October and Quality Committee held on 12 October. Committee Chairs summarised the escalations that had been raised and these were noted by the Board as follows: **Safeguarding Committee:** No additional comments were raised with regard to the Safeguarding Committee meeting held on 7 September. **Audit & Risk Committee:** Committee Chair, Barry Mellor outlined how a deep dive into BAF risk 2a System Change was conducted at the October meeting. He explained that this risk is rated as extreme and many of the mitigations are outside of the Trust's direct influence which is a challenge as a sovereign Board alongside system responsibilities. He was concerned that responsible executives have to balance the requirements of this organisation and the STP and suggested that Executive Directors consider the potential to expand the current BAF risk or create a new BAF risk addressing the Trust's sovereignty/STP issue. The Committee received significant assurance on progress being made with the Corporate Governance Framework and recommended the Corporate Governance Framework for ratification at today's Board meeting. Barry Mellor looked forward to the Executive team sharing their thoughts on how people can be supported to produce more effective reports and expected this to take place within the broader committee structure development work. **Quality Committee:** Committee Chair, Julia Tabreham explained that discussions held within the Committee mainly relate to the extreme pressure being felt within community health provision. She was pleased to report that the Committee's meetings are becoming more effective and strategically focussed and that reports are becoming more succinct. **RESOLVED: The Board of Directors received and noted the Board Committee Assurance Summaries and Escalations**
DHCFT 2017/161	**<u>BOARD ASSURANCE FRAMEWORK(BAF)</u>** This report detailed the third issue of the BAF for 2017/18. Director of Corporate Affairs and Trust Secretary, Sam Harrison informed the Board that the Audit and Risk Committee on 3 October 2017 scrutinised and challenged the risk ratings and recommended that the Board approve this third issue, but had proposed that Executive Directors consider the potential to expand the current BAF risk or create a new BAF risk to address sovereignty/STP issues associated with risk 2a (inability to deliver system

	wide change) during the next round of updates of the BAF cycle (issue 4 of the BAF). It was clarified that Deep Dives for risks rated as extreme are reported to the Audit and Risk Committee and other BAF risks are reported within the respective Board Committees. The Board noted that the report now showed the BAF ratings for Q1 and Q2 which identified the adjustment in ratings throughout the year. Sam Harrison assured the Board that challenge takes place through the Executive Leadership Team to determine the risk ratings and undertook to include a narrative within the BAF to reflect the rationale in support of the risk ratings. **ACTION: BAF to include narrative to support the rationale of risk ratings** **RESOLVED: The Board of Directors:** **1) Agreed and approved this third issue of the BAF for 2017/18** **2) Obtained significant assurance that the paper provides the process of the review, scrutiny and update of the BAF in seeking to identify and mitigate risks to achieving the Trust's strategic objectives**
DHCFT 2017/162	**CORPORATE GOVERNANCE FRAMEWORK REFRESH 2017** Sam Harrison presented the updated and refreshed Corporate Governance Framework to the Board for approval. The Trust's Corporate Governance Framework was developed and approved in July 2016 as part of the Governance Improvement Action Plan and as good governance practice. The framework has now been reviewed in line with the agreement for annual refresh and a range of amendments have been made. The framework and changes were reviewed by the Audit and Risk Committee at the meeting on 3 October and subject to the addition of detail relating to the membership of the Trust Management Team, which has now been added, the Committee recommended that the framework be submitted to the Board for approval. The Board was satisfied that the framework was scrutinised by the Audit and Risk Committee in October and in acknowledging the importance of the document approved the Corporate Governance Framework. **RESOLVED: The Board of Directors:** **1) Approved the Corporate Governance Framework including:** • **Board roles and responsibilities** • **Structures and processes for Escalation** • **Scheme of Delegation and decisions reserved for the Board** **2) Confirmed agreement with the updated Terms of Reference with regards to the addition of standardised paragraphs** **3) Agreed the update to the Standing Financial Instructions to align procedure relating to use of the Seal** **4) Recommended the implementation of the Corporate Governance Framework to be implemented throughout the Trust** **5) Noted the review of the Board Committee structure as part of year-end review arrangements to be undertaken in March/April 2018**
DHCFT 2017/163	**GOVERNANCE IMPROVEMENT ACTION PLAN SIX MONTH UPDATE** Sam Harrison presented the Board with an update report on the embeddedness of actions undertaken as part of the Trust's Governance Improvement Action Plan (GIAP). It was clarified that all actions within the Governance Improvement Action Plan were completed and signed off by the Trust Board in May 2017. A key focus of the GIAP was to ensure ongoing implementation of the actions and embeddedness in business as usual for the Trust. The Board undertook to be assured through a six month update outlining evidence and updates on further work relating to actions that fall under the remit

	of the Board and its Committees. Sam Harrison gave an overview of how each Board Committee scrutinised all recommendations falling within their remit and had agreed the RAG ratings. The Board reviewed the summarised position of the progress made against the recommendations assigned to the Board Committees and was satisfied that they have now been embedded through the action taken to address GIAP recommendations and agreed the RAG ratings as proposed. In order to be further assured of the implementation of the agreed actions, particularly those noted to require further evidence of embeddedness (that is currently designated as amber) the Board agreed that a further and final review will be undertaken in March 2018. **ACTION: Further review of the GIAP is to take place in March 2018 and is to be captured in the forward plan** **RESOLVED: The Board of Directors:** **1) Received assurance from the evidence as outlined and assurance from Board Committees on the embeddedness of actions taken to address GIAP recommendations** **2) Considered and agreed the RAG ratings as proposed** **3) Agreed that a further review will be undertaken in March 2018 to confirm sustained implementation of actions to address GIAP recommendations and full implementation of those actions currently outlined as amber.**
DHCFT 2017/164	**<u>IMPLEMENTATION OF RECOMMENDATIONS FROM DELOITTE PHASE 2 REPORT</u>** Sam Harrison presented an update on progress with the implementation of recommendations arising from the Deloitte (Phase 2) external review undertaken during April 2017. In March/April 2017 Deloitte LLP undertook an external assurance exercise to review governance arrangements within the Trust. The review focussed in particular on the extent of progress against the recommendations set out in their initial report dated 22 February 2016, which in turn were incorporated into the Governance Improvement Action Plan. The review focussed on three specific areas, namely human resources and culture, governance and Board effectiveness. Seventeen recommendations were outlined within the final report, which were accepted when the report was presented to the Trust Board in May. It had been agreed that an update against the recommendations would be presented to the Board in six months' time. Sam Harrison described how the Well Led Review was a mechanism which enabled the Trust to review its governance arrangements and identify potential areas of development as part of continuous improvement. The Board confirmed that it had gained assurance from the evidence shown in the report that actions arising from the Deloitte (Phase 2) external review had been progressed. Areas requiring additional evidence or action are already identified within business as usual and ongoing embeddedness review of the GIAP. **RESOLVED: The Board of Directors:** **1) Received assurance on the process used to identify and agree progress with the actions arising from the Deloitte Phase 2 review** **2) Noted the overlap with GIAP actions that are also being monitored for embeddedness within the organisation as 'business as usual'** **3) Agreed that a further review of progress will be undertaken by the Executive Team in December 2017/January 2018, to align with the review of embeddedness of GIAP actions and receipt of the Deloitte phase 3 external review report**
DHCFT	**<u>ANY OTHER BUSINESS</u>**

2017/165	Carolyn Green informed the Board that the Trust had been awarded a two star Triangle of Care award, for the work it has carried out with carers. She was proud to say that the Trust has now joined a very small number of mental health trusts who have achieved this validation. The Board recognised that the amount of work and commitment to the Triangle of Care throughout the organisation was evident and extended thanks to the project team and carers who contributed to this achievement.
DHCFT 2017/166	**IDENTIFICATION OF ANY ISSUES ARISING FROM THE MEETING FOR INCLUSION OR UPDATING IN THE BOARD ASSURANCE FRAMEWORK** It was agreed that as a result of today's discussions autism compliance will be integrated into BAF risk 1b.
DHCFT 2017/167	**2017/18 BOARD FORWARD PLAN** The forward plan was noted by the Board and would be updated in line with today's discussions.
DHCFT 2017/168	**MEETING EFFECTIVENESS** The Board considered that strategic discussions were evident throughout the meeting and that the STP update presentation was very relevant to the Trust's strategy.
DHCFT 2017/169	**REPORT FROM THE CONFIDENTIAL COUNCIL OF GOVERNORS MEETING** This report was provided for information and was noted by the Board. **RESOLVED: The Board of Directors noted the report from the Confidential Council of Governors meeting held on 26 September 2017.**

The next meeting of the Board held in Public Session will take place at 1pm on Wednesday, 29 November 2017.

The location will be Conference Rooms A&B
Research and Development Centre, Kingsway, Derby DE22 3LZ

Governor Meeting Timetable 2018 - 2019

27/02/18	10.00am – 12.30pm	Governance Committee	Meeting Room 1, Albany House
~~20/03/18~~	~~10.00am – 12.30pm~~	~~Governance Committee~~ **Cancelled by Governance Committee on 18 October 2017**	
21/03/18	1.00 – 4.00 pm	Council of Governors Meeting	Rooms A/B, Research Centre, Kingsway
17/4/18	10.00am-12.30pm	Governance Committee	
17/4/18	1.30-5.00pm	Mental Health Awareness Training	
01/05/18	PM	Council of Governors Meeting	
12/6/18	10.00am-12.30pm	Governance Committee	
03/07/18	PM	Council of Governors Meeting	
21/8/18	10.00am-12.30pm	Governance Committee	
04/09/18	PM	Council of Governors Meeting	
16 /10/18	10.00am-12.30pm	Governance Committee	
06/11/18	PM	Council of Governors Meeting	
11/12/18	10.00am-12.30pm plus 1½ hour for buffet	Governance Committee	
09/01/19	PM	Council of Governors Meeting	
12/2/19	10.00am-12.30pm	Governance Committee	
05/03/19	PM	Council of Governors Meeting	

GLOSSARY OF NHS TERMS	
NHS Terms of Abbreviations	**Terms in Full**
A	
A&E	Accident & Emergency
ACC	Acute Care Collaboration
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
AP	Assistant Practitioner
ASM	Area Service Manager
B	
BAF	Board Assurance Framework
BMA	British Medical Association
BME	Black & Minority Ethic
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
CDIM	Clinical Digital Maturity Index
CEO	Chief Executive Officer
CES	Care Episode Statistics
CFH	Connecting for Health
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
D	
DAT	Drug Action Team
DBS	Disclosure and Barring Service
DfE	Department for Education
DHCFT	Derbyshire Healthcare NHS Foundation Trust
DIT	Dynamic Interpersonal Therapy

GLOSSARY OF NHS TERMS	
NHS Terms of Abbreviations	**Terms in Full**
DNA	Did Not Attend
DoH	Department of Health
DoLS	Deprivation of Liberty Safeguards
DPA	Data Protection Act
DTOC	Delayed Transfer of Care
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
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	
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
IPR	Individual Performance Review
IPT	Interpersonal Psychotherapy

GLOSSARY OF NHS TERMS	
NHS Terms of Abbreviations	**Terms in Full**
J	
JNCC	Joint Negotiating Consultative Committee
JUCB	Joined Up Care Board
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 Improvement
NOM	Network Operation Manager
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
PCC	Police & Crime Commissioner
PCOG	Performance and Contract Operational Group
PHE	Public Health England
PICU	Psychiatric Intensive Care Unit

GLOSSARY OF NHS TERMS	
NHS Terms of Abbreviations	**Terms in Full**
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
QLT	Quality Leadership Team
QOF	Quality and Outcomes Framework
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
RoCR	Review of Central Returns
S	
SAAF	Safeguarding Adults Assurance Framework
SBARD	Situation, Background, Assessment, Recommendation and Decision (SBARD) tool
SBS	Shared Business Services
SEN	Special Educational Needs
SLA	Service Level Agreement
SLR	Service Line Reporting
SOC	Strategic Options Case
SOF	Single Operating Framework
SPOR	Single Point of Referral
STF	Sustainability Transformation Funding
STP	Sustainability Transformation Plan
S(U)I	Serious (Untoward) Incident
T	
TARN	Trauma Audit and Research Network
TCS	Transforming Community Services
TDA	Trust Development Authority
TUPE	Transfer of Undertakings (Protection of Employment) Regulations 1981
TMAC	Trust Medical Advisory committee
W	
WTE	Whole Time Equivalent