DERBYSHIRE HEALTHCARE NHS FOUNDATION TRUST

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

Held in the Boardroom, Trust Headquarters, Bramble House, Kingsway, Derby, DE22 3LZ On Wednesday, 29th August 2012

MEETING HELD IN PUBLIC

Opened: 2.00 pm Closed: 3.33 pm

PRESENT: Alan Baines Chairman

Kathryn Blackshaw Acting Chief Executive
Graham Foster Non-Executive Director

Ifti Majid Executive Director of Operations, Performance

and IM&T

Tony Smith

John Sykes

Maura Teager

Lesley Thompson

Tim Woods

Non-Executive Director

Non-Executive Director

Non-Executive Director

Executive Director of Finance

Alison Baker (minutes) Personal Assistant to Chairman and Chief Executive/Office Manager

Graham Gillham Director of Corporate and Legal Affairs

Clare Grainger Head of Quality & Performance Management (for

item DHCFT 2012/

Helen Marks Director of Workforce & Organisational

Development

Claire Wright Deputy Director of Finance

Max Van Eijk and Rushabh Ranavat, McKinsey & Company (from 3.00 pm

onwards)

John Cornett District Auditor, Audit Commission

And 2 members of the public

APOLOGIES: Paul Lumsdon Executive Director of Nursing and Quality

Mick Martin Deputy Chairman/Senior Independent Director

DHCFT 2012/79

IN ATTENDANCE:

OPENING REMARKS

The Chairman welcomed those present to the meeting and apologies were noted from Paul Lumsdon and Mick Martin. The Board of Directors were updated on the Chairman's activities during the month, which included:

- Attendance at the Derby City CMHT Older Adult Team Meeting. Issues raised by the staff in relation to a Quality Visit and car parking problems were being addressed by Paul Lumsdon and Kathryn Blackshaw respectively.
- Meeting with the Convenor of the Governor Development Working Group and subsequently attending a meeting of the Working Group to discuss a revised code of conduct for Governors (to be presented to the Council of Governors in September).
- Meeting with five applicants for Consultant vacancies.
- Meeting with the Governor Convenors, and also the Lead Governor.
- Meeting with Nigel Mills, MP for Amber Valley with Kathryn Blackshaw, which

- included a tour of inpatient facilities at Tissington House.
- Meeting with Fareed Hussain, the new nominated Governor for Derby City Council.
- Leading a Community Engagement Visit to the Eastern European Migrants Advice Committee.
- Attending a full day series of interviews for 2 consultant vacancies. The quality of the applicants had been of a very high standard.
- ➤ Leading a Community Engagement Visit to JET Pakistani Centre. The centre prepared people from every section of the community for employment, providing language and IT training, and were keen to work with the Trust to improve access to our services for minority communities.
- Attending a meeting of the Governors' Strategy and Finance Working Group with Helen Marks.
- Visiting the Dales Older Adult CMHT at Newholme Hospital, Bakewell last week.

A declaration of interest was recorded from the Chairman, who had been appointed as Chairman of Empath, an NHS Pathology Service, with effect from 13th August 2012.

DHCFT 2012/79a

PROPOSED AMENDMENTS TO CONSTITUTION OF DERBYSHIRE HEALTHCARE NHS FOUNDATION TRUST – GRAHAM GILLHAM

The Chairman invited Graham Gillham to introduce amendments to the Trust's constitution, approval for which was required by Monitor.

Graham Gillham explained that the first two commencement orders had now been issued and Monitor had set out the requirements for Foundation Trusts (FTs) in respect of amendments to their constitution (shown as "tracked changes" in the tabled Constitution document). The following actions were required to be carried out by 1st October 2012:

- To make the relevant changes to the constitution using the model core constitution wording
- To secure the internal approvals required for constitution changes, namely the formal approval of the Board of Directors and Council of Governors
- To submit to the Monitor Relationship Manager a tracked change and clean version of the constitution with confirmation of the internal approvals, including confirmation that each of the meetings was quorate.

The amendments that were required at this stage did not cover the full scope of the 2012 Act amendments:

- The continuation of the body corporate known as Monitor
- Changes from the Board of Governors to the Council of Governors (not applicable for this FT)
- The requirement for the new form of words for the principal purpose to be stated in the constitution
- Introduction of the new legal duty to ensure that income from NHS-funded goods and services is greater than income from other sources (in recognition of the abolition of the private patient income cap from 1st October)
- Introduction of additional oversight and scrutiny by the Council of Governors over those activities that generate non-NHS income
- Replacement of HM Treasury with Secretary of State with regards to issuing of guidance over FT Accounts.

The amendments to 'principal purpose' (page 5) and 'annual report and forward plans' (page 13) were highlighted. The amendments would also be taken to the

Council of Governors on 5th September 2012 for approval. Monitor had specifically requested that FTs should not make any other additional constitutional changes as part of the above amendment and any further amendments to its constitution would be taken at a later date, as further commencement orders were issued. Noting that the meeting was guorate for this purpose, it was **RESOLVED:** > To approve the proposed amendments to the Trust Constitution and for the Council of Governors to also approve these amendments at its meeting on 5th September 2012. MEETING NHS **DHCFT MINUTES** OF THE DERBYSHIRE HEALTHCARE FOUNDATION TRUST, HELD ON 25TH JULY 2012 2012/80 The minutes from the meeting of Derbyshire Healthcare NHS Foundation Trust, held on 25th July 2012, were approved. **DHCFT MATTERS ARISING – ACTIONS MATRIX** 2012/81 DHCFT 2012/62 COMMERCIAL AND BUSINESS DEVELOPMENT REPORT -KATHRYN BLACKSHAW/SARAH CARTER Sarah Carter confirmed that the action relating to the inclusion of the current business development target of 10% on the agenda at the next Business Development Group had been completed. DHCFT 2012/70 CHIEF EXECUTIVE'S UPDATE - KATHRYN BLACKSHAW/TIM WOODS Kathryn Blackshaw advised that Jim Millns had drafted the Trust's response on the draft set of NHS care objectives, published for consultation by the Secretary of State. Tim Woods confirmed that arrangements were in place for the Trust to sign up to the Hospitality and Food Service Voluntary Agreement, produced by WRAP (the Government's Waste and Resource Action Programme). DHCFT 2012/75 COMMERCIAL AND BUSINESS DEVELOPMENT REPORT Ifti Majid confirmed that all Trust staffing was in place as planned, and on time, and that confirmation had been received from Turning Point that their bed occupancy rate was on trajectory. DHCFT ANNUAL AUDIT LETTER 2011/12 - JOHN CORNETT, AUDIT COMMISSION 2012/82 Graham Gillham introduced the Annual Audit Letter 2011/12, presented to the Board of Directors, summarising the findings from the audit of financial and to close the position with respect to the accounts and statements for 2011/12. John Cornett, District Auditor for the Audit Commission (in attendance) presented his letter, which reported a 'true and fair view' for the financial statements for 2011/12 and issued an *unqualified audit opinion*" with respect to the financial statements. An unqualified limited assurance had been issued on the Quality Report.

and issued an *unqualified audit opinion*" with respect to the financial statements. An unqualified limited assurance had been issued on the Quality Report. This assurance was in name only and did not reflect that 'limited assurance' had been recorded. There had been a delay in the work on the Quality Accounts, which Monitor had been aware of, and there was nothing untoward to report to the Board. Two recommendations had been identified and these had been accepted by the Trust with work to address them included in the 2012/13 annual plan.

John Cornett expressed his thanks to Trust officers for their help and cooperation during the course of the year, especially to Tim Woods, Claire Wright, and the Finance Team.

Graham Foster said that the Audit Committee had welcomed the letter, report and the recommendations and thanked John Cornett on behalf of the Audit Committee.

The Chairman reflected on the work undertaken by the Trust's External Auditors over the years and how the Board had been impressed with the professional skills of John Cornett and his team, together with their refreshing common sense approach. As the Audit Commission was coming to an end, the Board wished to extend its appreciation to John Cornett and his Team and wished them well for the future.

RESOLVED:

- > To receive the Annual Audit Letter 2011/12 from the external auditor.
- > To note the annual audit letter has been presented to the Audit Committee and that the Auditor's Governance Report has been presented to the Council of Governors.

DHCFT 2012/83

ANNUAL AUDIT COMMITTEE REPORT 2011/12 - GRAHAM FOSTER

Graham Foster presented the annual report for the Audit Committee for 2011/12. The report reflected good performance and highlighted the level of progress made throughout the year, with the completion of the Audit Programme. An external procurement process had resulted in the appointment of PWC as internal auditors, which had led to a reduction in audit fees.

Turning to the objectives for the current year, one of the key requirements was for the appointment of an external auditor. This process was well progressed and tender bids were being received from interested parties. These would be evaluated in September and, once the successful organisation had been appointed by the Council of Governors, the incoming auditors would assume responsibility for the audit of the 2012/13 financial statements.

The key areas of focus for the 2012/13 internal audit programme would include a continued commitment for the Committee to look at data quality assurance, together with patient experience.

RESOLVED:

- > To note the report on the work of the Audit Committee and the assurances provided in relation to the Annual Governance Statement.
- > To agree that the report is published on the Trust website.

DHCFT 2012/84

MEETING OF TRUSTEES - DERBYSHIRE MENTAL HEALTH SERVICES NHS TRUST CHARITABLE FUNDS ANNUAL ACCOUNTS 2010/11 - TIM WOODS

Tim Woods reminded the Board of Directors that they had received the presentation of the audited Charitable Accounts, as former Trustees in February 2012. This was after a lengthy delay and final clarification from the Charity Commission that, although the Trust had ceased to be Trustees when the funds were transferred to the Trusteeship of Derbyshire Community Health Services NHS Trust in August 2011, the responsibility for adoption of the 2010/11 accounts remained with the Derbyshire Healthcare NHS Foundation Trust.

The audited accounts had been examined and amended for one disclosure error of £15,000 which had been corrected in the accounts. There were no other significant matters which required amendment to the draft accounts and the independent

examination had been concluded.

The deadline for the accounts had been in January 2012 but the Charity Commission had been kept informed of the position and, as recommended in February, a dispensation from them was obtained which allowed the independent examination to be undertaken outside of the normal time period. This had nonetheless had to be reported as a significant breach in line with the Charity Commission guidance.

In response to the Chairman, Tim Woods confirmed that the Trust had representation on the Charitable Funds Committee of Derbyshire Community Health Services NHS Trust and, albeit in the early stages, these arrangements were working satisfactorily.

Turning to the matters raised in the Governance Report and Letter of Representation, John Cornett confirmed he proposed to issue an '*unqualified opinion*' in respect of the financial statements for 2010/11.

RESOLVED:

- ➤ To receive the updated annual statement for 2010/11.
- > To note and accept the Governance Report.
- > To adopt the accounts for submission to the Charity Commission.
- For the Letter of Representation to be signed, on behalf of Derbyshire Mental Health Services NHS Trust General Charity Trustee, by the Chairman.

DHCFT 2012/85

CHIEF EXECUTIVE'S OVERVIEW AND UPDATE, INCLUDING EXECUTIVE LEADERSHIP TEAM FEEDBACK - KATHRYN BLACKSHAW

Kathryn Blackshaw provided an update to the Board of Directors and highlighted the following key areas from her report:

- ➤ Consultants Away Day an event that Helen Marks had helped organise with Gayle Jackson, Clinical Director. The event, scheduled to strengthen the engagement between consultants and senior managers and reinforce the medical contribution to the Trust's objectives, had been well received, with positive feedback and energy from the consultant body.
- The visit to the Trust by the Ruth May, Chief Nurse and Chris Welch, Medical Director from NHS Midlands & East, which had been very successful. The visitors had enjoyed the unstaged format at The Hub, Hartington Unit, and staff and service users had appreciated being given the opportunity to meet these leading professionals in the SHA in a relaxed setting.
- ➤ Feedback from the CEO Open Door Sessions including concerns raised by occupational therapists in relation to the future of their input into services in the Trust. As a result of this feedback, Paul Lumsdon had commenced a review of the occupational therapy service. External advice would be sought and Maura Teager agreed to be involved.
- ➤ Turning to relevant external body publications, Kathryn Blackshaw highlighted the CRS (Commissioner Requested Services) and PS (Protected Services) Guidance consultation from Monitor. This was a key issue for all Trusts and an important issue from a contractual point of view. Ifti Majid was leading on this piece of work to develop the Trust's approach for contracting and delivery of services going forward. The outcome would mean a major change in policy for the Government and the implications for the Trust would need to be worked through.

Maura Teager asked whether there were any lessons to be learnt following the Radio Derby "hot seat" interview. Kathryn Blackshaw replied that some of the issues raised by callers to the show were not related to the Trust as an organisation, but that Chris Wheway, Assistant Director, Acute and Community Care Division, was taking the feedback forward and contacting those who had called in.

In response to Tony Smith, Kathryn Blackshaw advised that consultant colleagues were invited to the Values to Leadership events. Attendance was improving and consultants would continue to strengthen their input into the corporate leadership strategy.

RESOLVED:

To receive and note the contents of the report.

DHCFT 2012/86

BUSINESS & COMMERCIAL DEVELOPMENT REPORT - SARAH CARTER

Sarah Carter provided a comprehensive update of the issues relating to business and commercial development. These included the following:

- > The External Audit invitations to tender which were due to close on 7th December 2012.
- Northumbria Healthcare FT had been given conditional approval for a "novel and contentious" plan to buy out its private finance initiative contracts with a £120m loan from a local authority, something the Board of Directors may wish to explore for the Trust.
- ➤ The cap limiting the amount FTs can earn from non-NHS income was due to be lifted from 1st October 2012. Any planned increase of 5% or more of the proportion of total income from non-NHS sources would require a majority vote of support by Governors. The Business Development Group were developing options which would be presented to the Board of Directors in October.
- ➤ The issue of Monitor's revised proposals for the new licencing regime for FTs, upon which the Department of Health was currently consulting. The Board were asked to consider its response to this consultation document, which would be circulated after the meeting, in readiness for the deadlines of 5.00 pm on Tuesday, 23rd October 2012.
- A shift in trend from commissioners in one region with Virgin Care being named preferred bidder for a children's services contract worth £44m per year in Devon. The commissioners of the service had indicated that their preference was for one single accountable organisation to provide this service. Sarah Carter advised that this shift in thinking would be discussed further at the Business Development Group and agreed to forward the necessary details to the Board of Directors.
- ➤ Invitation to Tender (ITT) one ITT was in progress, a business decision was made not to submit on the basis of the financial viability of the opportunity.

Graham Foster praised the work that had gone into the sector approach on business analysis and was pleased at the progress being made to strategically consider areas of business prior to bids being submitted.

RESOLVED:

- To note the contents of the report.
- To support the activity contained within the report.
- > To undertake the actions as required.

DHCFT 2012/87

INTEGRATED PERFORMANCE REPORT - KEY PERFORMANCE INDICATORS COMPLIANCE - AUGUST 2012 - IFTI MAJID/TIM WOODS

Ifti Majid presented the performance report for August 2012. This showed full compliance against all Monitor compliance indicators, which was extremely positive. The incident of an under 18 year old admission had been further investigated and it was found to be a necessary, appropriate intervention to maintain the safety of the service user, who turned 18 years of age shortly after admission in July.

Further work had continued to address the issues with discharge and outpatient letters. Improvements had been made in these areas but further work was required. In response to the Chairman, Ifti Majid advised that there were strict information governance guidelines for sending electronic attachments and the required encryption rules sometimes cause difficulties, but were important to ensure the security of data.

Turning to the Dashboard information, this was discussed in detail at the Business Development Group the previous week. The data was still in the early stages in relation of Service Line Reporting (SLR) but gave an indication of the direction of travel. Ifti Majid was keen to emphasize that this data was not a form of financial reporting, but should be viewed as part of the overall performance report.

The reported incidents were highlighted and Ifti Majid outlined the specific action taken in Older People services to address the increase in falls. The Board of Directors agreed that this demonstrated a helpful triangulation between the incidents, the actions, and the outcomes.

Turning to the financial position, Tim Woods was pleased to report that the excellent start, made at the beginning of the financial year, had continued into July with a position of £1.2m bottom line surplus, which was well above plan. The reason for this was due to improvements in the cost per case income, together with a successful month for the cost improvement programme. This represented a financial risk rating (FRR) of '4', which was a sound position to be in.

RESOLVED:

- > To acknowledge the current performance of the Trust.
- > To note the actions in place to ensure sustained performance.

DHCFT 2012/88

QUALITY OVERVIEW AND UPDATE – MAURA TEAGER

Maura Teager referred to the Integrated Quality Governance report, due to be presented by Clare Grainger, and highlighted the following points:-

- > The new format of the report, requested by the Board of Directors. Comments and feedback were requested to be forwarded to Paul Lumsdon.
- Milestones and stretch targets had been included to demonstrate areas of good achievement and where further focus was required.
- ➤ The key leadership appointment identified with the Nurse Consultant (Safety) from June 2012.
- The work underway to develop the 'safer care' audit tool for mental health and learning disability services with NHS East Midlands.

Turning to NHSLA (National Health Service Litigation Authority), Maura Teager referred to the central changes taking place from 'process driven' to a more 'outcome based' approach. These changes would impact on the Trust and a report was being prepared for the Risk Management Committee.

Lastly, Maura Teager referred to the Trust as the recipient of the National Award for 'Excellence in CPA standards'. This reflected the significant work undertaken and led by Kate Majid, Head of Patient Experience & Service Delivery, on the core care standards. The Board recorded its congratulations and thanks to Kate Majid for her significant contribution, which had resulted in the Trust's success.

DHCFT 2012/89

<u>INTEGRATED QUALITY GOVERNANCE REPORT – CLARE GRAINGER</u>

Clare Grainger presented Integrated Quality Governance Report for the period ending 30th July 2012 and highlighted the following main points:

- ➤ The inclusion of a deep dive report on the CQUIN agreement and the position at end of quarter one. The report, linked to the Quality Strategy, was in its developmental stages and would be further developed to include the Quality Dashboard. The report provided a picture of the progress made and highlighted the next steps to be taken.
- ➤ The Harm Free Care national initiative had been embraced by the teams and Clare Grainger was pleased to report that the Trust had achieved a rate of 95% for August. The Board also noted the appointment of the Nurse Consultant for Safety.
- ➤ The achievement of all CQUIN (Commissioning for Quality and Innovation) milestones for quarter one.

Lesley Thompson was pleased with the way the data was presented in a clear and concise way, but requested more specific outcomes to demonstrate to the Board when the goals had been achieved. Kathryn Blackshaw said there was a read across to the priority areas of action in the Annual Plan, which should provide this additional assurance.

In additional, Kathryn Blackshaw suggested it would be helpful for the Board to be briefed more fully on the 'Adult Safety Thermometer' CQUIN indicator at a future Board Development Session.

In response to Tony Smith, Clare Grainger gave assurance that anything that had been highlighted in the report as requiring further action, was being addressed.

RESOLVED:

- > To provide feedback on the format and content of this developing report.
- ➤ To agree for the Risk Management and Quality Governance Committees to continue to receive the detailed assurance report.

DHCFT 2012/90

QUALITY VISITS PROGRAMME – CLARE GRAINGER

The report on Season 3 of the Quality Visit Programme was presented by Clare Grainger, together with the outcome of the consultation process in relation to the programme for Season 4.

The changes made to the programme since last year with the inclusion of the Governors from April had been a real asset, received positively by the teams. The criteria had been raised for Season 3, with a scoring system put in place for awarding the 'Gold', 'Silver', and 'Bronze' awards. Staff and Governors had been consulted with regard to the further developments for Season 4 and the proposed changes were highlighted. The suggestion for Silver teams to receive recognition at future Annual Members Meetings would be explored further.

The two themes proposed for Season 4 were outlined 'Embedding the Trust's Values into Practice' and 'Demonstrating your Role in Value through Productivity and Quality Improvement'. The merits of both themes were debated by the Board of Directors and 'Embedding the Trust's Values into Practice' was approved.

Maura Teager complimented the process of evaluation that took place, especially in relation to the inclusion of the fourth person on the panel (e.g. HM Coroner), which gave a strong external perspective.

RESOLVED:

- > To note the outcomes from Season 3.
- > To agree the common theme of 'Embedding the Trust's Values into Practice' for the Season 4 Quality Visits based on the two suggestions from the consultation process.
- > To make any additional recommendations for consideration in Season 4.

DHCFT 2012/91

MAKING EVERY CONTACT COUNT (MECC) – KAREN WHEELER

Karen Wheeler explained how MECC was about encouraging and helping people to make healthier lifestyle choices. The implementation of MECC was one of the CQUIN agreements and was also a Strategic Health Authority (SHA) ambition for 2012/13. The Trust was a pilot site for MECC in the Midlands region in 2011 and had contributed towards the development of the Regional Implementation toolkit.

The key themes of 'organisational readiness', 'staff readiness' and 'enabling and empowering the public' were outlined and the Board of Directors were asked to support the recommendations listed in the report.

In response to Graham Foster, Karen Wheeler said that the outcomes listed were those required by the SHA but that additional, harder measures would be explored in addition.

RESOLVED:

- > To agree that the Executive Director of Nursing and Quality is the MECC Board Champion.
- > To agree that the Physical Health & Wellbeing Lead is the MECC Implementation Lead.
- > To approve the MECC Implementation Plan 2012/13, which will report to the Quality Governance Committee.
- For the Trust to sign up to the Regional Health and Wellbeing Platform which will help to support taking MECC initiatives forward.

DHCFT 2012/92

<u>INFORMATION GOVERNANCE (IG) TOOLKIT PLAN - 2012/13 UPDATE - IFTI MAJID</u>

Ifti Majid presented the IG performance update and was pleased to report that the organisation had achieved a score of "satisfactory" for its 2011/12 Version 9 submission. The report set out the Trust's progress towards compliance against the 2012/13 Version 10 IG Toolkit. All relevant (45) standards planned to achieve a minimum 'level 2' or above, producing a score of 94% compliance, which was a tremendous achievement. The Board were asked to note that one IG requirement (10-112) stated that all staff (95%) must be fully trained on IG awareness. Currently the Trust had reached 90.5% compliance. This would be a significant undertaking for the Trust, especially given the increase in staff with the acquisition of Substance Misuse services.

RESOLVED:

- > To note the progress being made towards the Information Governance Toolkit v10 2012/13.
- > To acknowledge the significant amount of work to be undertaken to deliver the Information Governance Toolkit this year.
- ➤ To note that one Information Governance requirement (10-112) states that all staff (95%) are fully trained on IG awareness. Currently the organisation is 90.5% compliant. This is a significant undertaking for the Trust especially given the increase in staff with the acquisition of Substance Misuse.

The Chairman requested, in accordance with the Trust's Standing Orders, that representatives of the press and members of the public be excluded from the remainder of the meeting having regard to the confidential nature of the business to be transacted, the publicity on which would be prejudicial to the public interest. A five minute adjournment was therefore called.

Date and time of next meeting

Date of next scheduled meeting
Wednesday, 26th September 2012 at 2.00 pm
Boardroom, Hartington Unit, Chesterfield Royal Hospital, Calow, Chesterfield, Derbyshire,
S44 5BL