SOMERSET PARTNERSHIP NHS FOUNDATION TRUST

MINUTES OF THE PUBLIC COUNCIL OF GOVERNORS’ MEETING
HELD ON 5 SEPTEMBER 2017 AT THE EXCHANGE, EXPRESS PARK, BRISTOL ROAD, BRIDG WATER, TA6 4RR

PRESENT
Stephen Ladyman Chairman

Elected Governors
Richard Brown Public – Mendip
Bob Champion Public – Mendip
Nick Phillips Public – Mendip
Cathy Hackett Public – Mendip
Peter Ernest Public – Taunton Deane
Philippa Hawks Public – Taunton Deane
Dave Gudge Public – Sedgemoor
Eddie Nicholas Public – Sedgemoor
Malcolm Turner Public – Sedgemoor
Richard Porter Public – South Somerset
Nick Beecham Public – South Somerset
Paul Aldwinckle Staff Governor
Hannah Coleman Staff Governor
Polly Maguire Staff Governor

Nominated Governors
Ian Hawkins Taunton Samaritans
Caroline Toll Carers UK
Melissa Hillier We Hear You
Jayne Chidgey-Clarke Somerset Clinical Commissioning Group
Councillor Terry Napper Somerset County Council

Apologies
Nicola Price Staff Governor
Garth Vaughan Youth Volunteering Network

IN ATTENDANCE
Nick Broughton Chief Executive
David Allen Non-Executive Director
Barbara Clift Non-Executive Director
Barbara Gregory Non-Executive Director
Jan Hull Non-Executive Director
Liz Simmons Non-Executive Director
Jonathan Brown KPMG (Item 4 only)
Duncan Laird KPMG (Item 4 only)
Phil Brice Director of Strategy and Corporate Affairs
Andy Heron Chief Operating Officer
Nick Macklin Director of Workforce and Organisational Development

Minutes of the Public Council of Governors meeting held on 5 September 2017
November 2017 Council of Governors - 1 -
1. **APOLOGIES**

   The above apologies were noted.

   The Chairman opened the meeting and confirmed that the meeting was quorate.

3. **MINUTES OF THE PUBLIC MEETING HELD ON 9 MAY 2017**

   It was agreed to move this item forward on the agenda.

   The minutes of the Public Council of Governors’ meeting held on 9 May 2017 were approved as a true and accurate record with the following amendments:

   - page one – to change “Maquire” to “Maguire”;
   - page five – fourth paragraph, last sentence – to replace “carers” with “Carers UK”;
   - page seven – to replace “Philippa Hawks presented” with “The Council of Governors noted”.

   Bob Champion proposed, Ian Hawkins seconded and the Council of Governors approved the minutes of the Public Council of Governors’ meeting held on 9 May 2017.

4. **MINUTES OF THE PUBLIC MEETING HELD ON 4 JULY 2017**

   The minutes of the Public Council of Governors’ meeting held on 4 July 2017 were approved as a true and accurate record with the following amendments:

   - page one – to change the spelling of Polly’s surname to Maguire;
   - page one – to update the constituency that Cathy Hackett represents to Mendip.
Dr Jayne Chidgey-Clark proposed, Eddie Nicolas seconded and the Council of Governors approved the minutes of the Public Council of Governors' meeting held on 4 July 2017.

2. **2016/17 ANNUAL ACCOUNTS AND ANNUAL REPORT AND EXTERNAL AUDIT OPINION ON THE ACCOUNTS**

Duncan Laird and Jonathan Brown, KPMG, joined the meeting for this agenda item and advised that: the audit had been completed in line with the agreed plan; all timetables and deliverables were met in accordance with regulatory requirements; no significant issues had been identified as part of the external audit and an unqualified opinion on the financial statements had been issued.

Duncan Laird and Jonathan Brown particularly highlighted the financial statements detailed findings; the assessment on the use of resources and the findings of the Quality Report audit and reiterated the excellent outcome of the audit.

The Director of Finance and Business Development presented the annual accounts and annual report and set out the process for producing and auditing the annual accounts and annual report:

- the Trust had a statutory obligation to produce accounts annually using the International Financial Reporting Standards (IFRS);
- an independent audit opinion was required on “True and Fair View” and this audit had been carried out by KMPG;
- the accounts and audit opinion were reviewed by the Audit Committee, approved by the Board and subsequently submitted to NHS Improvement and laid before Parliament;
- the accounts and annual report were presented to Governors and will also be presented to members at the Annual Members Meeting on 26 September 2017.

The Director of Finance and Business Development advised that the Trust's annual income for 2016/17 was £169.8 million and total expenditure was £161.1 million. A breakdown of the sources of income and main expenditure headings was provided. It was noted that the main source of income was from Somerset Clinical Commissioning Group and the largest expenditure heading was staffing.

Total capital expenditure for 2016/17 was £2.8 million and this included: Information Technology; site and service developments; patient environment improvements; primary care dental services; donated assets and Diagnostic Imaging Replacement.
The retained operational surplus, excluding the impairment charge, was £3.3 million to reinvest.

The Council of Governors discussed the presentations and commented/noted that:

- the assets had been valued at the cost of building a new building that would be able to provide the same services as those currently provided;
- Eddie Nicolas queried whether Ministry of Defence income was included in non NHS Commissioners income. It was noted that this heading mainly related to income from Somerset County Council and did not include Ministry of Defence income;
- donated assets related to assets donated to the Trust, mainly by the League of Friends;
- Terry Napper queried whether X-ray and ultrasound equipment had been included in the asset valuation and noted that these had been included in the valuation;
- Bob Champion queried the reason for seconding staff when the Trust already had to use agency staff. It was noted that the secondment related to two members of staff who were working on the discharge planning pathways, jointly funded by the Trust and the acute trusts. Secondments could also be considered for students working on research projects, but nursing staff will not be seconded if that meant that their substantive post had to be backfilled by agency staff.

The Chairman thanked Jonathan Brown and Duncan Laird for their presentation.

Jonathan Brown and Duncan Laird left the meeting.

10. **PRESENTATION ON THE MILVERTON SURGERY CONSULTATION**

Karen Prosser, Associate Director of Commercial Development, provided an update on the future of the Milverton Branch Surgery and highlighted:

- the location of the Lister House Surgery and Milverton Branch Surgery;
- the reasons to consider the future of the Branch Surgery;
- the issues in relation to the recruitment of GPs;
- the quality and care and services provided;
- the reasons for considering a possible closure of the Milverton Branch Surgery;
- the need for delivering safe services;
- possible options including the reason for closing the Milverton Branch Surgery as the preferred option;
- the consultation process;
- next steps.

The Council of Governors discussed the presentation and commented/noted that:

- Lister House will be able to accommodate all Milverton Branch Surgery patients within their current building;
- Eddie Nicolas queried who owned Lister House and noted that Octopus Healthcare, one of three major healthcare estate owners, was the owner of Lister House. It was noted that the Milverton surgery was owned by previous partners;
- Polly Maguire queried whether a dietician will be included as part of the support services that could be offered. Karen Prosser agreed to raise this with Lister House Surgery staff as well as with the Milverton Working Group. Action: Karen Prosser.

The Council of Governors noted the consultation process.

5. MATTERS ARISING

Minutes of the Public Council of Governors meeting held on 9 May 2017

Carer’s UK
Caroline Toll to ask the manager at Carers UK to contact Stephen Ladyman to discuss her role as a Governor. Action: Caroline Toll.

6. PUBLIC REGISTER OF COUNCIL OF GOVERNORS INTERESTS

The Council of Governors discussed the Public Register of Interests and noted the following changes to the register:

- Dave Gudge – to add “Member of the Patient Participation Group”;
- Caroline Toll – to remove the duplicate entry for “Member of Frome Medical Practice PGG”;

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7. **CHAIRMAN’S UPDATE**

The Chairman advised that Sue Balcombe, Director of Nursing and Patient Safety, will retire on 30 September 2017 and thanked her for her service to the Trust. The Council of Governors wished Sue Balcombe a happy retirement.

The Chairman advised that Nick Broughton, Chief Executive, will be leaving the Trust shortly. A recruitment process for a new Chief Executive had been put in place and a long listing meeting had been scheduled for week commencing 11 September 2017. The long listed candidates will be interviewed by the recruitment agency and the next step will be a short list meeting and formal interviews. Governors will be invited to presentations by the shortlisted candidates and the Lead Governor will be invited to take part in panel sessions. Feedback from the presentations and panel sessions will be fed back to the interview panel.

**Statutory duties of Governors 2017/18**

The overview of statutory duties of Governors for 2017/18 had been updated to reflect progress made. The Council of Governors discussed the overview of statutory duties and noted the progress made.

**Council of Governors meeting attendance**

The Chairman presented the report setting out the meeting attendance and advised that Claudine Brown, Staff Governor, had breached the Constitution in respect of meeting attendance due to urgent and unexpected work commitments. The Council of Governors noted the reasons for the non-attendance and accepted the commitment of future attendance.

Terry Napper’s attendance had been discussed at a previous Council of Governors meeting and the reasons for his absence had been noted. Terry Napper confirmed that his health had now improved and that he will be able to attend future meetings.

**Governor Elections**

The by-election process for the unfilled Public Taunton Deane, Public South Somerset and Staff Governor seats had commenced. The Staff Governor seat had now been filled but a ballot will need to be undertaken in relation to the Public Taunton Deane (three candidates) and Public South Somerset (four candidates) seats. The election process will conclude on 14 September 2017.
8. REPORT FROM BOARD OF DIRECTORS

The Chief Executive presented the report and particularly highlighted:

- the medical locum reduction target – the Trust had been set a target to reduce medical locum spend and this target will be challenging to meet in year due to the number of vacancies. A number of medical staff had recently been recruited. In addition a medical recruitment expert had been appointed to particularly focus on medical recruitment. Nurse recruitment also remained an area of high focus;

- research seminar – Governors were invited to attend the Seminar to be held on 18 October 2017;

- collaboration with Taunton and Somerset NHS Foundation Trust – a homeless persons’ healthcare link worker had been appointed jointly with the Taunton Association for the Homeless and Taunton and Somerset NHS Foundation Trust. The role of the link worker will be to engage with homeless people in Taunton to encourage them to engage with health services proactively rather than await crisis point;

- Dr Sarah Oke had been appointed as Interim Medical Director following Dr Andrew Dayani’s departure from the Trust on 10 July 2017. Dr Sarah Oke had already been able to make an impact in relation to the profile of mental health;

- smoke free update – the Trust was preparing to go smoke free from 1 January 2018 and preparatory work had been carried out over the last few months to ensure that the transition to a smoke free environment will go as smoothly as possible. It was noted that two carer representatives were engaged in the review of literature. Concerns had been expressed by carers and the Chairman will ensure there is a response to a recent letter received from one of the carers.

The Council of Governors discussed the report and commented/noted that:

- one of the main reasons for the increase in agency spend related to the waiting list initiatives. Although the Trust received additional income for these initiatives, there had been a need to use agency staff. Other reasons for the agency spend related to nurse vacancies in community hospitals and mental health inpatient wards and medical vacancies;

- Jane Chidgey-Clarke queried what progress had been made in relation to the Symphony Programme. The Chief Operating Officer advised that the focus of the Symphony Programme was changing and that it was now focussing more on delivering care where it could make the biggest difference, including complex care hubs covering several surgeries. There was now also a higher focus on mental health.
services and local operational managers had met with Symphony teams to provide mental health input;

- Eddie Nicolas queried the reasons for moving to a smoke free environment. The Chief Executive advised that the majority of mental health trusts had already moved to a smoke free environment and the national policy was that all trusts should move to a smoke free environment by 2018. The Trust had not been a front runner as it wanted to learn from the experience of other trusts. It was noted that many of the inpatient units were already fully smoke free – the only inpatients units where outside smoking was still allowed were the mental health inpatient units.

Dave Gudge queried whether the move to a smoke free environment will be sustainable. The Deputy Director of Nursing advised that patients will be provided with the required support to help them to stop smoking at the earliest possible stage. It was noted that vaping will be allowed in the external shelters. The Smoke Free Policy will be presented to the September 2017 Board meeting for approval;

- Caroline Toll commended the new carers support service in Somerset;

- Eddie Nicolas queried the position in relation to the Medical Director post and noted that Dr Sarah Oke had been appointed as Interim Medical Director and that she will be working alongside an appointed Deputy Medical Director as it was essential to have medical leadership. Dr Andrew Dayani had been a full time Medical Director and did not have a clinical caseload. It was noted that a Joint Medical Director will be appointed shortly;

- Polly Maguire raised concerns about confidentiality of discussions held in of site venues, including cafes, due to the lack of meeting rooms at Glanville House and other sites. The Chief Operating Officer agreed to look into this and come back to the next meeting. **Action: Andy Heron.**

9. PRESENTATION ON THE MENTAL HEALTH STRATEGY AND CONSULTATION PROCESS

The Director of Strategy and Corporate Affairs advised that the consultation process had been delayed due to the decision by the Clinical Commissioning Group (CCG) to undertake a community wide service stocktake and the development of a clinical commissioning strategy. Discussions with the CCG and NHS England in relation to the mental health strategy and consultation process will be ongoing.

The Chief Operating Officer highlighted the key elements of the strategy, including the possible relocation of the St Andrews beds to the Summerlands site in Yeovil and the possible relocation of the Magnolia Ward beds to
Taunton. The Chief Operating Officer stressed that the strategy will be bed neutral in terms of adult mental health beds.

Caroline Toll expressed concerns about the possible relocation of inpatient mental health services from Mendip to the Yeovil area which would result in patients and carers having to travel to Yeovil or Taunton and their needs will have to be taken into account. This relocation would also mean that only community based mental health services will be available in the Mendip area. The Chief Operating Officer advised that the stand alone issue was a major concern on the grounds of safety and quality. Over the last five years there had been a succession of 22 locums at St Andrews and if staff required help, no nearby located staff was available to provide this support. The only action would be for staff to contact the Police.

The Chief Executive advised that some patients were already admitted to inpatient units in Taunton or Yeovil. Jayne Chidgey-Clark commented that the complexity of patients admitted was increasing and this carried additional challenges. Safety will be the key factor when making a decision.

11. FEEDBACK ON 2016/17 CHAIRMAN’S APPRAISAL AND APPROVAL OF THE APPRAISAL PROCESS FOR 2017/18

Stephen Ladyman left the meeting for this agenda item. Richard Porter took over the Chairmanship for this agenda item.

Richard Porter set out the appraisal process for 2016/17, the findings of the appraisal process, and presented the appraisal process for 2017/18. It was noted that the Nomination Committee had concluded from the feedback received that the Chairman’s overall performance during 2016/17 had been good especially in view of the many challenges faced by the Trust.

The Council of Governors discussed the report. In relation to the 360 degree feedback process, it was noted that only six Governors had provided feedback and this was partly due to a change in Governors in 2016/17. Some Governors also felt unable to provide feedback against all objectives. Richard Porter encouraged all Governors to provide feedback as part of the 2017/18 appraisal process, even if feedback could not be provided against all objectives. Text box for general comments will be included in the feedback form.

Bob Champion proposed, Philippa Hawks seconded and the Council of Governors noted the findings of the 2016/17 appraisal process and approved the appraisal process for 2017/18.
12. FEEDBACK ON THE 2016/17 NON EXECUTIVE DIRECTORS APPRAISAL PROCESS AND APPROVAL OF THE APPRAISAL PROCESS FOR 2017/18

David Allen, Barbara Clift, Barbara Gregory, Jan Hull and Liz Simmons left the meeting for this agenda item.

Stephen Ladyman rejoined the meeting and provided feedback on the 2016/17 appraisal process and asked the Council of Governors to accept the recommendation of the Nomination and Remuneration Committee that all Non-Executive Directors had performed well during 2016/17 and to approve the Non-Executive Directors appraisal process for 2016/17.

Jayne Chidgey-Clark proposed, Cathy Hackett seconded and the Council of Governors approved: the recommendation from the Nomination and Remuneration Committee as set out in the report; and the appraisal process for 2017/18.

13. REAPPOINTMENT OF THREE NON-EXECUTIVE DIRECTORS

Richard Porter presented the report and highlighted that Barbara Clift’s term of office will come to an end on 30 October 2017 and that Liz Simmons and Phil Dolan’s terms of office will come to an end on 28 February 2018 and 31 May 2018 respectively. Barbara Clift had served one term of three years whilst Liz Simmons and Phil Dolan had already served a total of six years.

Richard Porter advised that the Nomination and Remuneration Committee had considered Barbara Clift’s re-appointment and following an assessment recommended that Barbara Clift was re-appointed for a further three year term of office.

The Nomination and Remuneration Committee had also considered whether exceptional circumstances applied to be able to offer Liz Simmons and Phil Dolan a further term of office of one year. The Committee agreed that in view of the major organisational change Board member continuity was essential and that it would be in the interest of the Trust to retain their skills and experience for a further year.

Ian Hawkins proposed, Eddie Nicolas seconded and the Council of Governors approved the re-appointment of Barbara Clift for a further three years term of office and the re-appointment of Liz Simmons and Phil Dolan for a further one year term.

14. NON-EXECUTIVE DIRECTORS REMUNERATION

The Chairman and Non-Executive Directors left the meeting for this agenda item. Richard Porter took over the Chairmanship for this agenda item.

Richard Porter presented the report and highlighted the current annual remuneration levels of the Chairman, Chairman of the Audit Committee; Senior Independent Director; and other Non-Executive Directors.
Eddie Nicolas queried why the Chair of the Audit Committee received an additional uplift and noted that this was in line with national guidance due to additional responsibilities and time commitment.

It was noted that the Senior Independent Director also received an additional uplift in view of the additional time commitment.

Polly Maguire proposed, Bob Champion seconded and the Council of Governors approved the recommendation from the Nomination and Remuneration Committee to award Non-Executive Directors a consolidated 1% inflationary pay increase from 1 April 2017 in line with the increase awarded to staff on Agenda for Change terms and conditions.

The Chairman and Non-Executive Directors rejoined the meeting.

15. NOMINATION AND REMUNERATION COMMITTEE TERMS OF REFERENCE

Richard Porter presented the report and advised that two seats had become available on the Nomination and Remuneration Committee and asked Governors for expressions of interest for these seats. Eddie Nicolas and Cathy Hackett expressed an interest to become members of the Committee.

As membership of this Committee was named, a change to the Committee’s Terms of Reference will be required.

Jayne Chidgey-Clark proposed, Paul Aldwinckle seconded and the Council of Governors approved the changes to the membership section of the Committee’s Terms of Reference.

16. FEEDBACK FROM:

Strategy and Planning Group
No feedback on the recent Strategy and Planning Group meeting was provided. Bob Champion advised that it had been agreed that the minutes of the meeting would be made available to the Council of Governors but the minutes had not been included in the papers. The Chairman agreed to look into the reasons for this omission. Action: Stephen Ladyman.

Nomination and Remuneration Committee
It was noted that the Committee had met on 21 August 2017 and all issues discussed at the meeting had been included on the agenda as separate items.

Governors – issues and any ensuing actions needed/taken
No issues and ensuing actions needed/taken were identified.
Feedback from Staff Governors
The Chairman advised that meetings between the Chairman and Staff Governors had been set up to enable Staff Governors to raise any issues or concerns which were not appropriate for discussion at the Council of Governors meetings. Attendance had recently been low due to conflicting work commitments, but further meetings will be set up. No issues had been identified to be reported to the Council of Governors but it was recognised that further meetings will need to be set up.

Hannah Coleman advised that Freedom to Speak Up was being rolled out across the Trust and both Hannah and Claudine Brown had been appointed as Freedom to Speak Up Guardians. All other Staff Governors took on the role of Freedom to Speak up ambassadors. The campaign had been launched but will be more widely launched in October 2017, together with an explanation of what Freedom to Speak Up meant.

Patient and Public Involvement Group (PPI)
The Director of Strategy and Corporate Affairs presented the report which set out patient and public involvement activity for the Trust over the period 1 April 2017 to 30 June 2017. Issues discussed during this period included the Smoke Free policy, upcoming public consultations and the Patient Experience Collaborative with Northumbria NHS Trust.

In relation to the Friends and Family Test, there continued to be a high level of positive feedback - the average % recommendation during this period was 97% and this was a slight increase. The response rate of 1,793 showed a reduction from 3,972 in the previous quarter.

A total of 25 complaints had been received in April to June 2017 and the reasons for the complaints were set out in the report. The PALS service had received 763 enquiries. One of the key themes related to waiting times in musculoskeletal services and this service was included in the waiting list initiatives.

Four complaints were currently under investigation with the Parliamentary and Health Service ombudsman (PHSO) and no complaints had been closed by the PHSO between April and June 2017.

17. ANY OTHER BUSINESS

Dene Barton Community Hospital
Peter Ernest queried whether the investigation report in relation to the incident at Dene Barton Community Hospital will be shared with the Governors. It was noted that Governors will be informed of the outcome of the investigation.

18. DATES OF NEXT MEETING

The dates for 2017 were agreed as follows:
Tuesday 7 November 2017

All meetings will commence at 6.00pm and will finish at 8.00pm.

If a quorum is not present on the above date, the adjourned meeting will take place seven days after the above dates, at the same time and at a venue to be confirmed.

Tuesday 14 November 2017

19. WITHDRAWAL OF PRESS AND PUBLIC

The Chairman moved that representatives of the press and other members of the public be excluded from the remainder of the meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest.
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<tr>
<td>10. PRESENTATION ON THE MILVERTON SURGERY CONSULTATION</td>
<td>To raise the inclusion of a dietician as part of the support services with Lister House surgery as well as with the Milverton Working Group.</td>
<td>Karen Prosser</td>
<td>November 2017</td>
<td>This has been raised with the surgery and Working Group.</td>
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<td>8. REPORT FROM BOARD OF DIRECTORS</td>
<td>To look into the confidentiality of discussions held in of site venues due to the lack of meeting rooms.</td>
<td>Andy Heron</td>
<td>November 2017</td>
<td>A review of meeting rooms across the Trust will be conducted to ensure the most effective use of the meeting rooms.</td>
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<td>16. FEEDBACK FROM THE STRATEGY AND PLANNING GROUP</td>
<td>To look into the reason that the minutes of the last Strategy and Planning Group meeting had not been included in the papers.</td>
<td>Stephen Ladyman</td>
<td>November 2017</td>
<td>The minutes of the last meeting had not been included in the papers as they had not yet been approved by the Chairman of the Group. It was the intention that a verbal update was provided at the meeting but</td>
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<td>unfortunately Claudine Brown had been unable to attend the meeting due to an urgent work related issue on the day of the meeting.</td>
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