

**Minutes of the Council of Governors Meeting
held on 20th June 2018 at St Ives corn exchange, the Pavement,
from 17.30 until 20.00**

Members Present

Julie Spence	Trust Chair
Keith Grimwade	Lead Governor
Jo Griffin	Public Governor, Cambridgeshire
Rebecca Manning	Staff Governor
Sandra Myers	Appointed Governor, Cambridge University Hospitals NHS Foundation Trust
Graham Wilson	Appointed Governor, Cambridgeshire County Council

In attendance

Tracy Dowling	Chief Executive
Melanie Coombs	Director of Nursing and Quality
Sarah Warner	Director of Transformation
Julie Frake-Harris	Interim Director of Operations
Mike Hindmarch	Non- Executive Director
Julian Baust	Deputy Trust Chair/ Non- Executive Director
Brian Bennyworth	Non- Executive Director
Geoff Turell	Non- Executive Director
Jo Lucas	Senior Independent Director/ Non- Executive Director
Alexandra Perry	Interim Trust Secretary
Anna Tuke	Associate Director. Service User, Patient and Stakeholder Partnerships
Claire Milbourne	Interim Corporate Governance Manager (minutes)
Michelle Barnes	Assistant Director of Finance
Cathy Walsh	Deputy Medical Director

Apologies

Dr Charlotte Paddison	Public Governor, Cambridgeshire
Chess Denman	Medical Director
Robert McCaighey	Interim Public Governor, Cambridgeshire
Helen Blythe	Public Governor, Peterborough
Sara Sampson	Staff Governor
Mirka Anderson	Carer Governor
Xander Sellers	Service User Governor, Rest of England
Eric Revell	Public Governor, Cambridgeshire
Margaret Johnson	Public Governor, Cambridgeshire
Paul McGhee	Public Governor, Cambridgeshire
Laura Hunt	Appointed Governor, Cambridgeshire Constabulary
Diana Wood	Appointed Governor, University of Cambridge

Wendi Ogle-Welbourn
 Nora O'Shea
 Lesley Crosby

Appointed Governor, Peterborough City Council
 Staff Governor
 Appointed Governor, North West Anglia NHS
 Foundation Trust formally Peterborough and
 Stamford Hospitals NHS Foundation Trust
 Director of Finance
 Interim Director of Primary Care and Corporate
 Affairs
 Director of People and Business Development

Scott Haldane
 Kit Connick

Stephen Legood

ITEM	DESCRIPTION	ACTION BY
Opening Business Questions from the public in relation to agenda items were taken at the beginning and end of the meeting		
1.	Welcome, Introduction, Apologies for Absence and Declarations of Interest The Trust Chair welcomed those present to the meeting and asked those present to be upstanding for a minutes silence to mark the passing of Elizabeth Mitchell. Except for the standing interests held by the Trust Secretary, no other conflicts of interest were declared.	
2.	Minutes The minutes from the Council of Governors meeting on the 25 April 2018 were presented. They were agreed as an accurate record and the Trust Chair agreed to sign them off as a true and accurate record.	
3.	Action Log/ Matters Arising Action 1: It was noted that the final Care Quality Commission (CQC) report had been factually checked by the Trust. The final version was to be uploaded to the CQC website and circulated to Trust Staff later that week. Action to be closed. Action 2: It was noted that this action was complete and that a full action plan around carer records and compliance rates would be presented at the Council of Governors meeting on 13 09 2018. Action to be closed. Action 3: It was noted that a new date for the governor communication development session had been rearranged in order to include all newly elected Governors. Action to be closed.	Anna Tuke

	<p>Action 4: It was noted that this action was complete and would be presented as part of agenda item 11 Council of Governors Code of Conduct.</p> <p>Action 5: It was noted that this action was complete and would be presented in more detail as part of agenda item 15, Integrated Performance Report.</p> <p>Action 7: This action formed part of the Governor action plan and it had been agreed that Staff Governors would formally report to the Council of Governors on a six monthly basis.</p> <p>Action 8: In relation to this action around annual trends and DToC numbers, the Trust Chair said that it had been agreed for the format of future finance and information reports to be amended to ensure that relevant and triangulated information was presented to the Council of Governors.</p> <p>Action 10: It was noted that this action would be presented in more detail as part of agenda item 5, 'The Chief Executive report'.</p> <p>Action 11 and 12: It was noted that both actions were ongoing and formed part of the Governor action plan.</p> <p>Action 13: It was noted that this action was ongoing and a report around The East of England Eating Disorder Summit would be presented at the next Board of Directors meeting on 18 July 2018.</p> <p>All other actions were noted as complete and were closed or not yet due.</p>	Interim Corporate Governanc e Manager
	Representing the interests of, and communicating with the Trust's membership	
4.	<p>Chair's report</p> <p>The Trust Chair presented the report to the Council of Governors, highlights as follows:</p> <p>2018 Governor Elections Each of the 13 vacancies had been filled. Due to the sad passing of Elizabeth Mitchell an additional vacancy had become available, which would be filled on an interim basis by one of the election nominees from the Public Cambridgeshire constituency.</p> <p>Head to Toe Charity The Lead Governor asked how the Governors could get involved more with the NHS's 70th Birthday celebrations. As Chair of the Charitable Funds Management Committee (CFMC), Jo Lucas suggested that the Governors could be involved with Head to Toe Charity events. Claire Milbourne to forward information to Governors.</p>	Interim corporate Governanc e Manger

Feedback from NHS Providers Conference re the new funding settlement.

The Trust Chair gave a verbal update on the NHS providers conference and the following highlights were noted:

- The new funding settlement was a five year settlement with a 10 year plan.
- The average increase is 3.4% (average per year).
- The settlement includes the pay rise but the devil is in the detail as it doesn't include all categories of staff so there are likely to be cost pressures unless it changes.
- The 10 year plan was required before the November budget - NHSE are leading this and it is important to ensure they are grounded in Provider & service delivery reality.
- The new funding & plan would require a delivery structure which was yet to be devised.
- There was to be 10 year targets for cancer, mental health waiting times, maternity and genomic sequencing.
- Protections had been obtained for training and public health and it had been said that the cost of social care would not impact on NHS funding
- The Trust Chair advised that the NHS should appreciate that the funding had been hard won; it was very unusual to receive a settlement outside the review periods and budget statements and other public services would receive nothing until 2021. The Trust would undoubtedly encounter problems working collaboratively with agencies and services who were receiving little or nothing so there will be a need for sensitivity.

Jeremy Hunt had advised what the government was looking for which was:

- Productivity and efficiency gains but on a three to four year horizon not short term. This should be achieved through IT investments and pathway changes and IT investment should be approached as provider groups not as individuals.
- There should be a greater focus on prevention.
- Embracing the technological revolution to improve healthcare e.g. using artificial intelligence as a predictor e.g. of sepsis and cancer, and fully utilising genomics.
- Simplicity; focus on areas and show commitment to improve. Government areas of focus were cancer, mental health and infant mortality.

It had been advised that the danger with the 10 year plan was that the NHS solve 'yesterday's problems tomorrow' we need to set our sights higher and think about investing in tomorrow's problems with solutions today.

Other themes included:

- Going forward, providers would be judged by how well they collaborate; people and organisations cannot deliver on their own.
- "The ability to deliver is not defined by taking over others!"

	<ul style="list-style-type: none"> • The Trust should learn from best practice, for example Nottinghamshire were preventing 25% of admissions. • Well run organisations collaborate better, the Trust should aspire to be a well-run system player. • In a recent report from NHS Providers it had been noted that there should be a focus on community services in all forms as it was currently a neglected area. • There was absolutely no evidence that community services run by Acute Trusts were more efficient. • There was to be a Mental Health Act review. <p>The Council of Governors noted the content of the report.</p>	
<p>5.</p>	<p>Chief Executives Report including Communications report</p> <p>The Chief Executive presented the report to the Council of Governors and highlighted the following:</p> <p>Service Visits Engagement has been excellent to date, however more service visits to corporate areas and admin hubs particularly were needed as well as staff listening events.</p> <p>Phoenix eating disorder unit The recent decision to close the unit was correct on the grounds of quality and safety. The Trust was working with NHS England to reopen in the autumn 2018.</p> <p>Sustainability and Transformation Partnership (STP) Update The Chief Executive said that particular focus was to revisit and resubmit the five year plan. The Chief Executive also said that it was important to continue to design the local STP as a collective of local organisations in order to embed sustainable plans with success. The refreshed plan for 2018/19 was currently under development.</p> <p>.</p> <p>Communications report The communications report was positive and the Chief Executive advised that although resources were limited the team were doing a fantastic job.</p> <p>The Council of Governors noted the contents of the report.</p>	
<p>6.</p>	<p>Governor Update</p> <p>The Lead Governor presented the report and noted that the following Governor updates had been included within the meeting papers:</p> <ul style="list-style-type: none"> • Wendi Ogle- Welbourn, Appointed Governor, Peterborough City Council (PCC) 	

- Graham Wilson, Appointed Governor, Cambridgeshire County Council (CCC)
- Paul McGhee, Public Governor, Cambridgeshire
- Keith Grimwade, Lead/ Carer Governor, Cambridgeshire
- Nora O’Shea, Staff Governor and Physical Activities Specialist.
- Sara Sampson, Staff Governor and Admin Lead, Children, Young People and Families Directorate and Staff Governor
- Becs Manning, Staff Governor and Team Manager, Primary care.

In addition the Lead Governor advised those present of the outcome of the Trust Chair’s appraisal as follows:

The Trust Chair’s appraisal was carried out by Elizabeth Mitchell, in consultation with Keith Grimwade, then Co-Lead Governor, and Jo Lucas, in March 2018, findings as follows:

‘Julie’s passion for the people of Cambridgeshire is apparent in all her decision making and she is clear that patients and carers should be at the heart of the service. It was concluded that in 2017-18 Julie’s performance was outstanding and that she made a critically important contribution to the work of the Board. This was especially evident in her recruitment to, and development of, the Board and in the process Julie implemented for the recruitment, selection and induction of the new CEO, Tracy Dowling.’

The Council of Governors noted the content of the report and were encouraged by the Lead Governor that it was important to produce these updates for the Council of Governors meetings. The Lead Governor also welcomed ideas on how this information could be delivered better.

7. Executive Director report

The Chief Executive invited Cathy Walsh to present the Children’s Hospital report to the Council. It was noted that the sale of the Ida Darwin site was now complete and the Trust has until 2023 to relocate children’s services and facilities. A number of options are being worked on including utilising space on the Fulbourn site.

The development of a Children’s Hospital would have big implications for the Trust, financially but also in terms of improving the quality and scope of research and services available. In particular it was noted that:


- The Children’s Hospital would be a regional unit for paediatrics.
- The Tier 4 CAMH beds are currently commissioned on a national basis but serve a predominantly local and regional population. This would not change in a Children’s Hospital.
- The model would have attractions for staff recruitment but issues such as parking would need to be addressed

	<ul style="list-style-type: none"> Concerns around the hospital being located on the Biomedical Campus were raised by the governors. It was clarified that the Children’s hospital this is only one option being explored for relocation of Tier 4 wards. A number of risks and hazards have been highlighted and a plan to mitigate these was being developed There is currently no Non-Executive Director involvement included within the project governance structure. This will be addressed via the CPFT Chair This would not be a significant transaction for CPFT (but would be for CUH) <p>Discussion was held around all of the points listed above, particularly the impact of the location of the hospital.</p> <p>The Chief Executive advised that other intermediate and long term options for the relocation of Children’s services were also being investigated.</p> <p>The Council of Governors noted the content of the report.</p>	
GOVERNOR AND MEMBERSHIP DEVELOPMENTS		
8.	<p>Alexandra Perry presented the Governor Action Plan and advised that:</p> <ul style="list-style-type: none"> 11 actions were complete, 10 actions were in progress and 4 actions were off track. <p>Alexandra Perry reminded Governors that the plan had been drafted to support their roles and in response to their self-evaluation in 2017/18. In order to ensure that work was meaningful and outputs embedded Alexandra Perry asked Governors to nominate themselves to take the lead in the action plan. The Lead Governor endorsed this and said that action plan was a valuable tool for Governor development.</p>	
9.	<p>Governor Elections 2018</p> <p>Alexandra Perry presented the report and noted that the 2018 elections had closed and, for the first time all vacancies had been filled.</p> <p>Alexandra Perry reminded the group that they were not quorate and so the ratification of the appointment of newly elected governors would need to be deferred to an electronic vote. A communication was to be sent following the meeting in order to ratify the election of each Governor.</p> <p>The Council of Governors noted the content of the report and the need for them to approve the appointment of all newly elected governors via email.</p>	<p>Interim Corporate Governanc e Manager</p>

	<p>On 25 June 2018 the Council of Governors voted in favour of approving the election, via email. The following Governors had been elected:</p> <ul style="list-style-type: none"> • Nazreen Bibi, Public, Peterborough (Three year term) • Maggie Barker, Public, Peterborough (Three year term) • Rick Harris, Public, Peterborough (Three year term) • Rebecca Dunkerly, Public, Peterborough (Three year term) • Sarah Fox, Public, Cambridgeshire (Three year term) • Adrian Howson, Public, Cambridgeshire (Three year term) • Fiona Kerr, Public, Cambridgeshire (Three year term) • Stephen Mallen, Public, Cambridgeshire (Three year term) • Clare Tevlin, Public, Cambridgeshire (Interim for one year) • Dr Helen Brown, Public, Rest of England (Three year term) • Mark Prince, Service user, Peterborough (Three year term) • Lorna Evans, Service user, Cambridgeshire (interim for one year) • Ashley Curry, Service user, Cambridgeshire (Three year term) 	
<p>10.</p>	<p>GDPR Update</p> <p>Alexandra Perry presented the report and advised that as of 19th June 2018 300 of approximately 10,000 public and service user members had opted back into the membership since the initial communication was sent on 25th May 2018.</p> <p>A total of three communications had been sent to the membership via email and post, additionally the changes had been advertised through social media and other networks. The Trust was obliged to remove all members that did not respond to the correspondence. By 30th June 2018 although the Council of Governors were assured that despite the drop in numbers the membership numbers met the requirements as set out in the Trust's Constitution. The Trust Secretariat was implementing a full engagement plan in order to increase the numbers of engaged and active members which the Governors were encouraged to lead on with Claire Milbourne.</p> <p>The Chief Executive asked for this to be shared with all CPFT staff, encouraging them to talk to family, friends and service users to become a member.</p> <p>The Council of Governors noted the content of the report.</p>	<p>Interim Corporate Governance Manager</p>
<p>11.</p>	<p>Council of Governors Code of Conduct</p>	

	<p>Alexandra Perry presented the revised Code of Conduct to the Council of Governors for approval advising them that she had redrafted it with the Lead Governor. They had sought to produce a concise document that used appendices to supply any more detailed or supporting information.</p> <p>The Lead Governor stated that he was happy with the document and thanked Alexandra Perry for her work around it.</p> <p>Alexandra Perry reminded the group that they were not quorate and so the approval of this document would need to be deferred to an electronic vote; correspondence around this would be sent to all Governors by email.</p> <p>The Council of Governors noted the content of the report and their responsibility to vote electronically following the meeting in order to approve the Code of Conduct.</p> <p><i>On 25 June 2018 the Council of Governors voted in favour of approving the Code of Conduct, via email.</i></p>	Interim Corporate Governance Manager
12.	<p>Patient engagement strategy update</p> <p>Anna Tuke updated the council on the progress for the service user forum, in particular she said that a number of applications had been submitted from both Peterborough and Cambridgeshire; two candidates from each location had been shortlisted.</p> <p>The Council of Governors noted the update and it was agreed that at least one Governor would sit on the forum and the forum would report up to the Council of Governors.</p>	Lead Governor/ Anna Tuke
GOVERNANCE		
13.	<p>Significant Transactions Review</p> <p>Alexandra Perry presented the report, no discussion was held.</p> <p>The Council of Governors noted that the Trust had no Significant Transactions in FY2017/18.</p>	
14.	<p>Nominations Committee Terms of Reference</p> <p>Alexandra Perry presented the report the Council of Governors and said that the Terms of Reference had been reviewed by the Nominations Committee on 13 06 2018, the committee had recommended the version presented for ratification by the Council of Governors.</p> <p>The Council of Governors noted the content of the report and their responsibility to vote electronically following the meeting in order to ratify the Terms of Reference.</p> <p>Because the meeting was not quorate to approve the Terms of Reference an electronic communication would be sent out to all Governors to do so.</p>	Interim Corporate Governance Manager

	<p><i>On 25 June 2018 the Council of Governors voted in favour of approving the Code of Conduct, via email.</i></p>	
<p>GOVERNOR QUESTIONS ON PERFORMANCE OF THE TRUST</p>		
15.	<p>Integrated Performance Report (IPR) The Chief Executive presented the IPR Report to the Council of Governors.</p> <p>It was agreed by all that the report did not generally provide enough information for Governors. It was agreed that the council were content for the report to be revised as had been previously discussed in the meeting, particularly in order to reflect what Non- Executive Directors had contributed during conversations at sub- committees and in other forums.</p> <p>The Council of Governors noted the content of the report.</p>	
15.	<p>Finance Report Michelle Barnes presented the Finance report to the Council of Governors. In particular the year-end financial position had been impacted in a positive way by the land sales of Ida Darwin and Gloucester Centre. Completion of the sales had happened on 29th March 2018. As a result of these sales the Trust had performed significantly better than forecast. No discussion was held.</p> <p>The Council of Governors noted the content of the report.</p>	
<p>Closing Business</p>		
16.	<p>Any Other Business There was no any other business raised and no further discussion was held.</p>	
17.	<p>Questions from members of the public There were no questions from the public.</p>	
	<p>Date of next meeting 13 September 2018, The Marriott Hotel, Huntingdon</p>	

Signed.......... Dated.....19/9/18.....

Julie Spence, Trust Chair