



**Minutes of the Meeting of the Council of Governors,
held on Tuesday 9th September 2014
at Mercure Chester Abbots Well Hotel, Whitchurch Rd, Christleton, Chester, CH3 5QL,
commencing at 13.00**

PRESENT	<p>David Eva, Chairman Stanley Mayne, Public Governor, Wirral Eddie Salisbury, Public Governor, Wirral Peter Wilkinson, Public Governor, East Cheshire Rob Robertson, Public Governor, West Cheshire Mike Robinson, Public Governor, West Cheshire Jill Doble, Staff Governor Phil Jarrold, Service User/ Carer Governor Nick Ankers, Service User/ Carer Governor Anna Usherwood, Service User/ Carer Governor Richard Harland, Service User/ Carer Governor Fergusson McQuarrie, Service User/ Carer Governor Brian Crouch, Service User/ Carer Governor Brenda Dowding, Partnership Governor John Wray, Partnership Governor Phil Gilchrist, Partnership Governor Iain Stewart, Partnership Governor Pam Smith, Partnership Governor Ken Wilson, Partnership Governor</p>
IN ATTENDANCE	<p>Suzanne Christopher, Corporate Affairs Officer Dr Jim O'Connor, Non-Executive Director Fiona Clark, Non-Executive Director Sheena Cumiskey, Chief Executive Lucy Crumplin, Non-Executive Director Louise Hulme, Head of Corporate Affairs Mike Maier, Deputy Chair, Non-Executive Director Andy Styring, Director of Operations Louise Thornton, PwC (for item 14/15/64) Tim Welch, Director of Finance Katherine Wright, Head of Communications and Engagement</p>
APOLOGIES	<p>Deborah Bennett, Service User/Carer Governor Derek Bosomworth, Service User/ Carer Governor Steven Buckley, Staff Governor Brenda Jones, Service User/ Carer Governor Maurice Lea O'Mahoney, Partnership Governor Val McGee, Staff Governor Ann McGrath, Service User/ Carer Governor</p>

REF	MINUTES	ACTION
14/15/47	<p>Welcome, Apologies for Absence and Quoracy</p> <p>The Chair opened the meeting and welcomed everyone.</p> <p>The meeting was confirmed to be quorate.</p>	
14/15/48	<p>Meeting Guidelines</p> <p>The meeting guidelines were noted.</p>	

14/15/49	<p>Declarations of Interest</p> <p>There were no declarations of interest.</p>	
14/15/50	<p>Chair's Announcements</p> <p>The Chair reported:</p> <p>FTN/ FTGA merger Following a successful ballot of its members, the FTGA has agreed to join forces with the FTN. From an operational perspective, they will be acting as one organisation from the beginning of September 2014 and the FTGA board will provide a steer through the implementation period and the first six months of operation. The offer for governors will be reviewed and developed over time, but the approach will be incremental and foundation trusts and their governors will be consulted as part of this process.</p> <p>Tea and Talks, Governor Locality Forums and Governor Training The dates of the forthcoming meetings and the governor training day were announced.</p> <p>Annual Members Meeting (AMM) - 30th September 2014 Governors were reminded to attend the forthcoming Annual Members Meeting on 30th September 2014 at Crewe Alexandra Football Club. David Eva reminded that this will be the time where the Council says goodbye and thanks to the outgoing Governors and extended his thanks to those leaving the Council following the AMM.</p> <p>Drug and alcohol services in east Cheshire from 1st October East Cheshire Council has appointed CWP as the lead provider of a new integrated Drug and Alcohol Service in Cheshire East from 1 October 2014. The service will be provided collaboratively with a range of providers including Acorn Recovery Project, Intuitive Recovery, Catch22, Expanding Futures and Emerging Horizons until September 2016.</p> <p>It was queried when the Wirral Drug and Alcohol tender announcement was due. It was confirmed that this was expected in around a weeks' time.</p> <p>CAMHS services in east Cheshire Mental health services for young people in the Macclesfield and Congleton area are being tripled in size to meet local demand. CWP will be providing the service in partnership with local charity, Visyon, to support young people aged 16-19 with mental health issues.</p> <p>BMJ Quality Licences September sees the start of an exciting project as part of the #CWPZeroHarm campaign. 100 British Medical Journal (BMJ) Quality licences have been funded by the Adult Autism Spectrum Disorder (ASD) Service, supporting staff to undertake a quality improvement project which will be published within the global BMJ Quality Improvement Reports.</p>	

<p>14/15/51</p>	<p>Lead Governor's Announcements</p> <p>Anna Usherwood updated Governors on the Governor Locality Forums and encouraged Governors to attend as an opportunity to network with NEDs and to find out what is going on in localities.</p> <p>Anna Usherwood commented on the FTGA/ FTN merger and that this is a positive move which should benefit governors going forward.</p> <p>Anna Usherwood also extended her thanks to the outgoing Governors for their contributions and support to the Council.</p>	
<p>14/15/52</p>	<p>Chief Executive's Announcements</p> <p>Sheena Cumiskey advised the Council of Governors that there has been a high level of demand for services recently even though it has generally been a holiday period. However, this is reflected right across the health and social care environment. Sheena Cumiskey extended her thanks to staff and partners for continuing to work very hard for service users.</p> <p>Sheena Cumiskey informed Governors that David Harris has been appointed as Director of HR and Organisational Development. He will be working across services to ensure that the workforce changes meet the needs of services in the future.</p> <p>Sheena Cumiskey advised on national work being led by David Dalton looking at what organisations may look like going forward in terms of the shape of care providers in the future. This has led to a potential opportunity for the Trust to explore a 'mutual' model of service delivery. This had a short window for submission. The model centres on opportunities for staff or communities to be a part of a mutual. A submission expressing interest in this model has been made to keep this opportunity open to the Trust, pending further discussions with the Board and Governors.</p> <p>Sheena Cumiskey also advised Governors that two CQC visit reports have been received for the Out of Hours service and for Bowmere hospital. These are both positive reports confirming full compliance against the standards. These reports will be circulated to governors.</p>	
<p>14/15/53</p>	<p>Minutes of the Council of Governors Meeting held on 7th July 2014</p> <p>The minutes of the meeting held on the 7th July 2014 were approved as a correct record.</p>	
<p>14/15/54</p>	<p>Action Sheet and Matters Arising</p> <p>The Chair updated on action taken arising from the Governor resignations. Anna Usherwood and David Eva met with Brenda Jones. Brenda Jones is currently unwell, however discussion was held on attendance and the role of deputy lead governor. It was agreed that</p>	

	<p>Brenda Jones would retain her deputy lead governor role at this time; however her position will be reviewed in three months' time to look at how the deputy lead governor role is going. This will be reported to The Council at the December meeting.</p>	
14/15/55	<p>Council of Governors 14/15 Business Cycle</p> <p>The meeting noted the Annual Business Cycle for 2014/15.</p> <p>It was noted that there had not been sufficient time for Governors to read the Annual Report and Accounts 2014/15 given the length of the document. However, it was also noted that these documents were published on the Trust website as soon as confirmation was received that they have been laid before Parliament.</p>	
14/15/56	<p>Chair's Appraisal and 2014/15 Objectives</p> <p>Anna Usherwood advised Governors that Ron Howarth, as the Senior Independent Director, had undertaken an appraisal with David Eva and had developed some draft objectives. These had subsequently been considered by the Nominations Committee who suggested some amendments. The revised objectives are presented to the Council to approve.</p> <p>The Council of Governors resolved to approve the Chair's objectives for 2014/15.</p>	
14/15/57	<p>Outcome of Governor Election 2014</p> <p>Suzanne Christopher advised Governors that the outcome of the annual election had been declared. There had been two contested seats in the election which was an improved picture from previous elections. There had been a low turnout of voters and this requires support from Governors to work with members to improve this in future. A by- election will be held in November for the unfilled seats.</p> <p>Phil Jarrold commented on the low turnout and queried whether this was comparable to other years. It was confirmed that this was the case.</p> <p>Eddie Salisbury commented on the time of year for an election in the fact that this was held in what is generally a holiday period and queried whether this is a factor in the voting turnout.</p> <p>Phil Jarrold commented that the outcome of the election demonstrates that the Council are struggling to fill the seats of service user/ carer seats which were only amended in the constitution in recent years on the basis of the perceived demand for the additional seats. A discussion ensued regarding the potential for membership and development subcommittee to look at the constitution.</p> <p>Eddie Salisbury commented that he has been in seat for four years but has found communication and support networks weak. David Eva commented that all out-going governors will be offered an exit interview process to discuss their time in seat.</p>	

	<p>Rob Robertson commented that there is potential for a constitution change here as demonstrated by the interest in service user/carers seats.</p> <p>David Eva commented that he would be happy for the Membership and Development sub-committee to look at this to ensure that the constitution and make-up of the governors is reflective of the current membership.</p> <p>Action: Membership and Development subcommittee to take this forward.</p> <p>The Council of Governors resolved to note the report and the outcome of the recent election.</p>	SC/RR
14/15/58	<p>Governor Training Programme 2014/15</p> <p>Louise Hulme presented the updated Governor training programme which included all the training opportunities available for Governors up until March 2015. Governors were advised that some sessions were aimed at new incoming Governors; however, existing Governors were welcome to attend to refresh their knowledge.</p> <p>Governors were advised that a skills audit will be undertaken before the end of 2014 to understand the range of experience, skills and expertise across the Council and to inform any further areas for training and development.</p> <p>The Council of Governors resolved to note the report and training programme.</p>	
14/15/59	<p>Nominations for UK Honours for Birthday 2015</p> <p>David Eva introduced the item and advised that the Trust has previously had a process for looking at the Birthday honours nominations via the staff side process. It is felt that this should be extended to enable governors to become involved in this process. This can be a long process and it is not always successful.</p> <p>Sheena Cumiskey advised that it is not just about nominations for the 2015 birthday list but something to consider generally and for Governor candidates. It was agreed that any names or suggestions for possible candidates should be provided to Sheena by end of November to enable some time to identify individuals and to work up a submission.</p> <p>David Eva suggested that nominations come from organisations that Governors are involved with and have a link to, or the Trust could support a locality nomination.</p> <p>Action: Names to be put forward to Sheena by end of November 2014.</p>	All

<p>14/15/60</p>	<p>Non – Executive Director Remuneration</p> <p>(the Chair and Non- Executive Directors left the meeting)</p> <p>Anna Usherwood advised Governors that the Non-Executive Director remuneration had been considered by the Nominations Committee at their recent meeting. The Non-Executive Directors have not received an increase on their remuneration for 4 years. In light of this, and the recent 1% increase to NHS members of staff (without eligibility for increments), the Nominations Committee are recommending to the Council of Governors that Non-Executive Director remuneration be increased by 1%, with effect from April 2014 (therefore, back pay will apply).</p> <p>Anna Usherwood advised that mileage and allowances had not been considered by the Committee as the Remuneration Committee of the Board of Directors are undertaking a trust-wide review of mileage and allowances and will therefore cover those of the Non-Executive Directors as part of this process. The Nominations Committee will receive the outcome of their review and the implications for the Non-Executive Director allowances at a future meeting.</p> <p>John Wray commented on his support for the proposal. This was seconded by Brenda Dowding.</p> <p>The Council of Governors resolved to:</p> <ul style="list-style-type: none"> • Approve the recommendation that Non-Executive Director remuneration is increased by 1% effective from April 2014. • Note that Non-Executive Director mileage and subsistence allowance is retained at its current level for 2014/15 and is reconsidered following the Remuneration Committee review. <p>Brenda Dowding queried the reference to first class travel on the appendix document detailing the current Non-Executive Director allowances. Sheena Cumiskey advised that although this is referenced on the document, no NHS staff member or Non-Executive Director is allowed to travel first class and this document will be updated in line with the Remuneration Committee review to this end.</p>	
<p>14/15/61</p>	<p>Review of Council of Governors – Raising Serious Concerns Policy</p> <p>Louise Hulme introduced the item and reminded Governors of the 'Raising Serious Concerns' policy and the need for this to be reviewed in line with the code of governance requirements. It was proposed that a small task and finish group of Governors be convened for a meeting to undertake the policy review. The revised policy would be presented to the January Council of Governors meeting for approval.</p> <p>Action: Interested Governors to volunteer for policy task and finish group and register interest with LH/SC/ST</p>	<p>Governors</p>

14/15/62

Saddlebridge Incident Update

Andy Styring introduced the report which provided a summary of the progress to date following the incident at Saddlebridge. Andy Styring reminded Governors that the incident was brought to a swift conclusion but there remains an ongoing police investigation with a number of those involved likely to be charged with criminal damage.

Andy Styring advised that Avril Devaney is leading the investigation process and Non-Executive Jim O'Connor is the Chair.

Andy Styring advised that the incident is now in the recovery phase. The building is being repaired and an assessment has been undertaken by an external expert to give suggestions on ways to further improve the building but the initial view was that the building was fit for purpose.

At this time, it is anticipated that date of getting the building back into full use is during w/c 20th October 2014. The building must satisfy certain security criteria.

Governors were reminded that the Saddlebridge is a low secure unit and the gatekeeping process before patient admission is undertaken by NHS England and the Ministry of Justice is to ensure patients coming back into the unit are appropriate. An initial assessment is looking at whether the patients were appropriately placed initially.

It was queried whether there would be an opportunity for Governors to visit the Saddlebridge unit. This was agreed and Governors will be informed of a forthcoming open day.

John Wray commented that it was positive that both the staff levels and the building has been found to be fit for purpose but queried whether there was any further information on the actual trigger for the incident. Andy Styring commented that this is currently under investigation by the police and we cannot speculate on this, at this time.

Stanley Mayne queried the ratio of staff to patients on the shift. Andy Styring advised that there were 14 patients and 4 staff which was the correct ratio.

Phil Gilchrist commented that he was pleased that the process of assessment is being looked at and would look at whether the Trust was having to accept patients who were not appropriate for the unit. David Eva agreed and commented on the need to look at the history between the individuals involved and their networks.

Phil Jarrold queried whether there was anything being done to reassure the local community. Andy Styring advised that a meeting is scheduled with the Parish Council to meet with key community members to discuss any issues. Governors were advised that the Saddlebridge Unit Manager has regular meeting with the Parish Council as a matter of course.

Eddie Salisbury queried whether there was CCTV at the unit. Andy

	<p>Styring advised that there was not, but that is one of the recommendations arising from the building review and that this would be installed in future.</p> <p>Nick Ankers commented that it will be a CPS decision as to whether or not anyone is charged and queried how Governors can be assured that there are no fundamental issues for the Trust, which have led to this incident. Nick Ankers further commented that the incident should not be downplayed and it is essential to ensure that lessons are learnt from this, and that Governors have the information to be able to reassure members of the security of the services going forward and the safety of patients.</p> <p>David Eva advised that the Board see the incident as a very serious issue and are expecting that this is fully investigated. Sheena Cumiskey advised that the incident review has extended its remit to involve external advisers demonstrating the Trust's eagerness to understand the drivers behind the incident and lessons learnt. The Board are also having an extended session to ensure the learning from the incident is understood and embedded. It was suggested that this information could be brought to the Scrutiny subcommittee to further assess the learning from the investigation.</p> <p>Action: Scrutiny subcommittee to receive Saddlebridge incident learning following Board session.</p> <p>Responding to Nick Ankers concerns, Anna Usherwood commented that in her view, the Trust has not been downplaying the incident and have taken it very seriously. Governors are to be assured of this and that further information will be scrutinised by the Scrutiny subcommittee.</p> <p>The Council of Governors resolved to note the report.</p> <p>(Lucy Crumplin left the meeting)</p>	AS/SC/PJ
14/15/63	<p>Community Services Improvement Programme (CSIP) 12 month evaluation</p> <p>Andy Styring introduced the report setting out the annual evaluation of the Community Services Improvement Programme which has now been undertaken. The evaluations have found no evidence of any adverse impacts of quality. Where issues have been detected such a staff levels, these have been responded to locally.</p> <p>Governors were advised that the CQC community mental health survey which is published nationally is due w/c 14th Sept. The management report has been received and indicates that the CWP scores are consistently above average, but are up to 10% above other comparable mental health trusts which is particularly pleasing.</p> <p>Governors were advised that the Trust has recently been assessed and accredited by Investors in People. This work identified that although significant consultation was undertaken with staff, service users and carers; not enough has been done on this post implementation. This</p>	

	<p>will inform future service changes and the need to ensure more input is given to staff post implementation. The staff survey will also inform this going forward.</p> <p>A discussion ensued regarding the presentation of the data in the report. Rob Robertson queried whether there were any differences in the way the information was collected across the localities. Andy Styring advised that there were some differences. In east locality, there was poor attendance at the locality consultation and the information gathered was statistically insignificant. Wirral had a big sample in terms of those who attended their locality events.</p> <p>Phil Jarrold queried whether this should be discussed at the Annual Members Meeting.</p> <p>Jill Doble queried whether the evaluation had been on adult services or both adult and older people's services. Andy Styring commented that this was only in adult services. Jill Doble commented on the need to evaluate how the service impact feels in older people's services too and that she was unaware of any impact being reported into her team.</p> <p>Action: ASt to look at the information/ evaluation for older people's services.</p> <p>The Council of Governors resolved to note the report.</p> <p>(Louise Thornton, PwC joined the meeting)</p>	ASt
14/15/64	<p>Annual Report and Accounts 2013/14</p> <p>David Eva welcomed Louise Thornton, Senior Auditor from PwC to the meeting. Tim Welch introduced the Annual Report and Accounts for 2013/14 to the Council of Governors.</p> <p>Tim Welch advised on the changes to the governance rating occurring in 2013/14 arising from the change of governance frameworks. A rating of 4 is a low risk trust; a rating of 1 is a high risk trust. Tim Welch advised that CWP has a Continuity of Services Risk Rating of 4 indicating that CWP is a relatively strong Trust.</p> <p>For the governance risk rating, the Trust was scoring an amber/ green rating at the beginning of year 2013/14 as we were awaiting assurance on Eastway compliance. This was received by Q2.</p> <p>Tim Welch advised that the Trust received an income of £159m. This represented a slight decrease in income, largely due to the deflator and the national application of this and also due to reduced income for drug and alcohol services. The Trust's cash balances are largely the same as 2012/13 and have been maintained for future investment.</p> <p>Tim Welch reminded Governors that they had been presented with the Quality Account at the July meeting. Future work is planned with the Scrutiny sub-committee to identify the indicators for audit in future. All 4 improvements identified for 2013/14 have been achieved.</p> <p>Tim Welch advised that for 2014/15, 3 quality improvement areas have</p>	

	<p>been identified. These are less target orientated and focus on continuous improvement.</p> <p>Louise Thornton reported to the Council of Governors that they have issued an unqualified audit opinion on the financial statements enabling submission to Monitor in line with deadlines.</p> <p>Louise Thornton advised that the audit work focuses on significant risk areas which is standard across all engagements. This looks at any management over-riding or any potential for fraud. All was materially correct in the financial statements and was fully disclosed. One misstatement was identified but the Board saw this as immaterial and the Audit team agreed with this conclusion.</p> <p>Louise Thornton advised that all the assurances provided are as set out in the Auditors report in accordance with the reporting manual requirements.</p> <p>The Council of Governors resolved to receive the Annual Report, Accounts, Quality Account and Auditors Report for 2013/14.</p> <p>(Louise Thornton left the meeting)</p>	
<p>14/15/65</p>	<p>KPMG Governor Survey and CWP action plan</p> <p>Louise Hulme presented the report and advised Governors that KPMG, the newly appointed Auditor in situ from April 2014 had undertaken the survey with Governors in February 2014. The results were received by the Trust in August 2014 and have been presented to the Audit Committee. Louise Hulme and Anna Usherwood have also met to discuss the findings.</p> <p>An action plan has been developed to address the areas requiring improvement. Louise Hulme advised that the survey will be redone in February 2015 to assess whether improvements have been made.</p> <p>A discussion ensued regarding Governors involvement in the Engage magazine. Katherine Wright advised that there are plans to make the Engage magazine more dynamic and that this is being supported by the Membership and Development sub-committee</p> <p>Jill Doble commented that the induction should cover what to expect as a new Governor such as some tips and hints.</p> <p>Peter Wilkinson commented that he had recently attended the welcome meeting for new governors and that there had been an enthusiastic response to the session and that we can continue to build on the training programme</p> <p>The Council of Governors resolved to note the report.</p> <p>(Faouzi Alam joined the meeting)</p>	

<p>14/15/66</p>	<p>Governor Update: Unannounced inspection follow up visits</p> <p>Richard Harland updated Governors on a recent follow-up visit that he had undertaken with the Compliance team at Ashton House.</p> <p>Louise Hulme advised that there will be a further briefing session for any Governors wishing to be involved in follow up visits in November. The details will be included on the Governor training programme.</p>	
<p>14/15/67</p>	<p>Membership of Governor Committees/ Sub Committees</p> <p>Louise Hulme advised that there were vacancies on the Nominations Committee and the Scrutiny subcommittee. Expressions of interest had been received without recourse to a ballot; therefore agreement was required to approve the new membership of the committees.</p> <p>The new members to join the Scrutiny subcommittee were:</p> <p>Steve Buckley - Staff Governor Jill Doble - Staff Governor Brian Crouch - Service User/ Carer Governor</p> <p>The new members of the Nominations Committee were:</p> <p>Brian Crouch, Service User/ Carer Governor Jill Doble - Staff Governor Maurice Lea O'Mahoney- Partnership Governor.</p> <p>The Council of Governors resolved to approve the new members of the Nominations Committee and the Scrutiny subcommittee.</p>	
<p>14/15/68</p>	<p>Council of Governors sub-committee/Group minutes/notes</p> <p>a. Membership and Development sub-committee meeting of 29th July 2014</p> <p>The minutes were received and approved.</p> <p>Mike Robinson, Public Governor provided an update on working with young people. A discussion ensued regarding young people's involvement in the localities and then looking at ways to facilitate communications between these young people and governors.</p> <p>Katherine Wright commented that the Involvement Strategy includes a priority to take this forward and is also linked to the Involvement Taskforce which Governors already have an interface with.</p> <p>A further discussion was held on the potential to have a patient story before the COG meetings to help keep focussed on patient issues.</p> <p>Action: KW to progress reporting from young people and links to the Involvement Taskforce.</p> <p>Laurie VanNiekerk commented on projects and groups that are chaired by young people which really bring the issues to life. Rob Robertson</p>	<p>KW</p>

	<p>commented that there is also good work going on in local authorities of this nature which Governors could learn from.</p> <p>b. Scrutiny sub- committee - meeting of 9th June 2014.</p> <p>These minutes were received and approved.</p> <p>c. Nominations Committee meeting of 7th July2014 and revised Terms of Reference.</p> <p>These minutes were received and approved. The revised Terms of Reference was approved.</p>	
14/15/69	<p>Governor Question Time.</p> <p>Peter Wilkinson commented that his question submitted ahead of the meeting had been covered in the Saddlebridge update.</p> <p>Richard Harland queried 16-18 CAMHS services and if there are any gaps in this provision. Andy Styring commented that Wirral have a 16-19 CAMHS service and a transition team for young people working up to 18 years of age.</p> <p>Andy Styring agreed he would discuss any messages around transitional services with Val McGee.</p> <p>Rob Robertson queried the Royal visit in the area due later in the week. It was confirmed that the Duke and Duchess of Cornwall would be opening a building at the Countess of Chester Hospital and would be visiting some services in the Blacon area, as well as opening the country park.</p>	
14/15/70	<p>Motions or Agenda Items on Notice</p> <p>None.</p>	
14/15/71	<p>Review of risk impact of items discussed</p> <p>No additional risk items were identified.</p>	
14/15/72	<p>Feedback from meeting - review the effectiveness of the meeting (achievement of objectives/desired outcomes and management of time) No additions to the Risk Register were identified.</p> <p>No further comments were raised. To start survey process to enable feedback on meeting</p>	
14/15/73	<p>Date, time and place of next meeting;</p> <p>Friday 5th December 2014 (Short CoG business meeting followed by Board to Council meeting) Mercure Chester Abbots Well Hotel, Chester</p>	