

## Minutes of Council of Governors Meeting

At 10:30 on Thursday 4<sup>th</sup> June 2020

Via video conferencing



|                      |  |
|----------------------|--|
| <b>Present</b>       | <p>Mike Maier, Chairman (Chair)<br/>         Brian Crouch, Service User Carer Governor (<b>Lead Governor</b>)<br/>         Nigel Richardson, Public Governor<br/>         Richard Agar, Public Governor<br/>         Peter Ashley-Mudie, Service User Carer Governor<br/>         David Bull, Service User Carer Governor<br/>         Ken Edwards, Staff Governor<br/>         Andy Corkhill, Appointed Governor<br/>         Gordon Cairns, Service User Carer Governor<br/>         Sean Boyle, Partnership Governor<br/>         Anne Farrell, Public Governor<br/>         Deepak Agnihotri, Staff Governor</p>   |
| <b>In attendance</b> | <p>Sheena Cumiskey, Chief Executive<br/>         Andrea Campbell, Non-Executive Director<br/>         Paul Bowen, Non-Executive Director<br/>         Andy Styring, Director of Strategy and Partnerships<br/>         David Harris, Director of People and OD<br/>         Faouzi Alam, Medical Director<br/>         Tim Welch, Director of Business and Value<br/>         Suzanne Christopher, Corporate Affairs Manager<br/>         Melysa Border, Corporate Governance Administrator (minute taker)</p>   |
| <b>Apologies</b>     | <p>Derek Bosomworth, Public Governor<br/>         Helen Nellist, Public Governor<br/>         Jackie McGhee, Service User Carer Governor<br/>         Pam Smith, Appointed Governor<br/>         Laura Jeuda, Appointed Governor<br/>         Gill Watson, Appointed Governor<br/>         Elizabeth Bott, Public Governor<br/>         Ferguson McQuarrie, Service User Carer Governor<br/>         Tim Seabrooke, Service User Carer Governor<br/>         Iain Stewart Partnership Governor<br/>         Martin Curran, Staff Governor<br/>         Phil Jarrold, Service User Carer Governor<br/>         Elaine Marsh, Service User Carer Governor<br/>         Rob Robertson, Service User Carer Governor<br/>         Philip Mook, Staff Governor</p> |

| Ref     | Title of item   | Action |
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|         | <b>Meeting governance</b>   |        |
| 20/21/1 | <b>Welcome, apologies and quoracy</b><br>The Chair welcomed all to the meeting. Apologies were noted as above. The meeting was confirmed to be quorate.                     |        |
| 20/21/2 | <b>Declarations of interest.</b><br>A Campbell – item 17 – Deputy Chair. A Campbell will leave the meeting for this item.   |        |
| 20/21/3 | <b>Meeting Guidelines</b><br>The meeting guidelines were <b>noted</b> .   |        |
| 20/21/4 | <b>Minutes of the previous meeting</b><br>The minutes of the meeting held on the <b>21<sup>st</sup> January 2020</b> were reviewed and <b>agreed</b> as an accurate record. |        |

| Ref                  | Title of item   | Action |
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| 20/21/5              | <p><b>Matters arising &amp; action points</b><br/> The action points were reviewed.<br/> Action – 19/20/75 – deferred due to Covid-19</p>   |        |
| 20/21/6              | <p><b>Business Cycle: 20/21 Business cycle</b></p> <p>The business cycle for 2020/21 was <b>noted</b>.</p> <p>The following items were due to be presented to Governors. However, these items have been interrupted or are no longer required due to a change in national guidance, as follows:</p> <p><b>FT Constitution - update</b><br/> A working group of Governors was established who have been reviewing the Constitution document. This work has been interrupted due to COVID19 and will be further progressed as soon as practically possible. Board members will also be consulted in regards to any potential amends to the standing orders of the Board of Directors. Once all work has been completed, approval will be required by the Council of Governors and the Board of Directors.</p> <p><b>Annual Report and Accounts 19/20 – changes to reporting requirements</b><br/> As briefed in the 17<sup>th</sup> April Governor Bulletin, NHSE/I (with DHSC and HM Treasury) have streamlined some of the annual report requirements for 2019/20. The Trust is currently working with its auditors to finalise the report ahead of this being presented to the Audit Committee and the Board of Directors later this month.</p> <p><b>Locally Selected Indicator</b><br/> As part of the streamlining of the Annual Report and Accounts, it has been confirmed that there is no longer a requirement for a quality report to be included in the annual report and no limited assurance opinions are expected to be issued in 2019/20.</p> <p>An update with regards to the above was provided in the Governor Bulletin – 17<sup>th</sup> April 2020.</p> |        |
| <b>Trust Updates</b> |   |        |
| 20/21/7              | <p><b>Chairs announcements</b></p> <p>The Chair made the following announcements.</p> <p><b>Governor Bulletins</b><br/> Governor bulletins have been issued weekly and 8 have been sent out so far. If Governors feel anything is missing from the bulletins they can contact the Corporate Affairs Team.</p> <p><b>Staff governor meetings</b><br/> On Thursday (14th May), we held our first virtual Staff Governors meeting. S Cumiskey and M Maier took the opportunity to state how amazing our staff have been in providing safe and effective care each day and in going the extra mile. The huge amount of guidance being received has been a challenge but our staff have adapted brilliantly. We have been contacting services via our ‘floor walker insight’ to obtain up to date feedback on what is working and what needs attention.</p> <p><b>Board meeting</b><br/> Open Board is due to take place in July and we are working hard to hold the public meeting virtually.</p>   |        |

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|          | <p>Finally, to announce that L Brereton, Head of Corporate Affairs is leaving and will be joining Shropshire Community Health NHS Trust. L Brereton has been hard working, dedicated and a huge support to the executive team. We wish her lots of luck and best wishes in her new role. Governors also expressed their gratitude and best wishes.</p> <p>The Council of Governors <b>noted</b> the update.</p>  |        |
| 20/21/8  | <p><b>Lead Governor update</b></p> <p>B Crouch, Lead Governor provided an update on the following:</p> <p><b>Election Planning – update</b></p> <ul style="list-style-type: none"> <li>• Met recently to consider how best to take forward the election process this year in view of the current challenges. Advice from NHSE/I is for Trusts to consider delaying these processes if required.</li> <li>• With the Chair, I discussed and considered our options.</li> <li>• For a large number of the Council, their tenures come to an end this year. This would leave the Council with approx. 50% membership, should we not hold an election this year.</li> <li>• Having considered our options we feel it best to work towards holding an election process (as usual) and commence this in July. A suggested timetable will be circulated to you all following this meeting.</li> <li>• In view of the current circumstances we would also look to ensure the process is automated wherever possible.</li> <li>• Further details and updates will be provided to the Council via future Governor Bulletins / meetings.</li> </ul> <p><b>AMM</b></p> <ul style="list-style-type: none"> <li>• In a similar light, due to COVID19, NHE/I have advised Trusts that they may look to delay their AMM processes for this year.</li> <li>• CWP is giving consideration to how we may be able to facilitate an AMM for this year using electronic platforms should social distancing measures still be in place at this time.</li> <li>• Governors will be kept informed via future Governor Bulletins / meetings.</li> </ul> <p>The Council of Governors <b>noted</b> the update.</p> |        |
| 20/21/9  | <p><b>Chief Executive Announcements</b></p> <p>S Cumiskey updated the Council on changes within the Executive Team. A Styring has recently been appointed as Director of Strategy and S Edwards has been appointed to Director of Operations.</p> <p>S Cumiskey provided the following summary:</p> <ul style="list-style-type: none"> <li>• The trust has been through the CQC process prior to lockdown. The draft report has been sent to the trust to check for factual accuracy and will be published in the next few months.</li> <li>• The trust remains in level 4 position, which is the national command and control mode. The trust will remain in this position until government guidance advises otherwise.</li> </ul> <p>The Council of Governors <b>noted</b> the updates.</p>  |        |
| 20/21/10 | <p><b>COVID-19 Update</b></p> <p>F Alam provided the following update on Emergency planning and the Mental Health Helpline</p>   |        |

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|   | <ul style="list-style-type: none"> <li>• Work is continuing at Sycamore House and CWP will keep the Tactical Command Group (TCG) running 7 days a week 8am – 6pm.</li> <li>• 24/7 helpline are taking between 80-100 calls per day and has been extremely successful.</li> <li>• Staff side have been working to support staff during the pandemic. 30% absence rates have been recorded during the pandemic.</li> <li>• Business continuity plans continue to be in place across the trust.</li> </ul> <p>The Council of Governors <b>noted</b> the update.</p>   |        |
| <b>Reports from Council of Governors Sub-committees and feedback on governor activity</b> |  |        |
| 20/21/11  | <p><b>Membership and Development Sub-Committee - 25 February 2020</b></p> <p>D Bull, Chair of the Membership and Development Committee provided a summary of the last meeting and advised the Council that due to Covid-19, some work had paused to prioritise other Trust business. However, committee members have not lost sight of the work they want to achieve and are keen to pick this up at future meetings.</p> <p>The Council of Governors <b>noted</b> the update.</p>   |        |
| 20/21/12  | <p><b>Scrutiny Sub-Committee – 5<sup>th</sup> February 2020</b></p> <p>B Crouch, Chair of the Scrutiny Sub Committee provided a summary of the last meeting:</p> <p>The mins of the meeting were previously shared in the Governors bulletin dated 17<sup>th</sup> April 2020. They are also presented at the meeting today formally.</p> <p>You will note one of the main topics of discussion was the Governor locally selected indicator. The committee had concluded that they wished to recommend the following local indicator to the Council of Governors for approval;</p> <p>- GP Out of Hours – Telephone Assessments Urgent</p> <p>However, further to the meeting on the 5<sup>th</sup> February, guidance was issued from NHSE/I, as above, to advise that the Quality report would no longer form part of the Annual Report and Accounts for this year, and no auditor’s opinion or report to governors was required this year.</p> <p>The Council of Governors <b>noted</b> the update.</p> |        |
| 20/21/13  | <p><b>Remuneration and Nominations Committee Meeting Minutes – 14<sup>th</sup> April 2020</b></p> <p>The item was deferred to be discussed as part of item 15,16,&amp; 17.</p> <p>The Council of Governors <b>noted</b> the minutes.</p>   |        |
| 20/21/14  | <p><b>Governor Shared Learning</b><br/>None</p>  |        |
| <b>Items for Discussion and Approval</b>  |  |        |
| 20/21/15  | <p><b>Non-Executive Director Recruitment Process</b></p> <p>The Chairman introduced the item and advised the Council that Non-Executive Director; Dr J O’Connor will be completing his final term of office on 30 September 2020, following a short reappointment extension.</p>   |        |

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|          | <p>A recruitment process will be required to appoint a successor, the Remuneration and Nominations Committee plan and undertake this and will commend a candidate to the Council of Governors for approval.</p> <p>The person specification sets out the values, skills, experience, knowledge and qualifications required in prospective candidates. This has been developed through discussions with the Executive team and the Non-Executive Directors.</p> <p>The following outline is recommended to the Council of Governors;</p> <p>May / June 2020: Advertise position<br/> June / July 2020: Review of applications/ shortlisting<br/> July / August 2020: Interview process</p> <p>The Council of Governors <b>noted</b> the report and <b>approved</b> the proposed process for recruitment.</p>                                       |        |
| 20/21/16 | <p><b>NED Re-Appointment</b></p> <p>Non-Executive Director R Burke-Sharples will shortly be concluding her second term of office and will have served six years in office.</p> <p>Given the Trust's current operating environment, the Remuneration and Nominations Committee of the Council of Governors were asked to consider her reappointment of one year. The committee considered the proposal in detail and confirmed their satisfaction of Rebecca's continued independence in the role. On that basis, they felt it appropriate for a one year extension to be offered. . Therefore, the Committee recommended to the Council of Governors the approval of the reappointment of Non-Executive Director, R Burke-Sharples for a one year extension until 30 June 2021.</p> <p>The Council of Governors <b>approved</b> the proposal.</p> |        |
| 20/21/17 | <p><b>Deputy Chair</b></p> <p><i>A Campbell left the meeting for this item</i></p> <p>M Maier advised the Council that Dr James O'Connor currently holds the position of Deputy Chair and in view of him nearing the end of his second term of office; consideration was given to a replacement Deputy.</p> <p>Chairman M Maier recommended to the recent Remuneration and Nominations Committee that A Campbell takes up this position once vacant. The committee considered the proposal in detail and confirmed their agreement. The committee now recommend to the Council of Governors their support for A Campbell to assume the role of Deputy Chair with effect from July 2020</p> <p>The Council of Governors <b>approved</b> the proposal.</p> <p><i>A Campbell re-joined the meeting</i></p>   |        |
| 20/21/18 | <p><b>Conflicts of Interest Register – Governors</b></p> <p>M Maier introduced the item and advised the Council that the trust are required to manage conflicts of interests appropriately and on an annual basis ensure that our Register of Interests is accurate and up to date. The Register is available to view and published on the public CWP website.</p>  |        |

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| 20/21/19 | <p>The Council of Governors <b>noted</b> the update of the current Register of Interests.</p> <p><b>Operational Planning update</b></p> <p>Director of Business and Value, T Welch introduced the item and advised that Information was received from regulators regarding the operational planning. It was confirmed as suspended until October.</p> <p>All providers have been moved to block contracts. There is now a centralised response to purchasing essential equipment.</p> <p>Deadlines for year-end submissions have slightly extended. External auditing processes have been extended by a month. The Quality Account requirement has been stepped down formally, with no external audit, however this offered the Trust an opportunity to think creatively about quality account reporting in a different way.</p> <p>Whilst home working has been effective, the platforms do limit how many people can work from home. Work is ongoing with regards to VPN accounts and the next phase of the project will see the capacity for home users connections increase.</p> <p>The Council of Governors <b>noted</b> the update.</p> |        |
| 20/21/20 | <p><b>CWP Forward View Strategy Refresh Update</b></p> <p>D Harris introduced the item and provided a presentation on the forward view strategy refresh. The presentation outlined CWP's proposals and ongoing approach to ensure learning is captured and that the needs of our local populations remain at the forefront of all that we do.</p> <p>D Harris explained to the Council that the overall aim is to establish an adaptive approach to strategic planning. Responding to learning from Covid-19 and the changing need to the local population now and in the future.</p> <p>The Council were asked to reflect back on the presentation and to provide D Harris or A Styng with their thoughts.</p> <p>The Council of Governors thanked D Harris and <b>noted</b> the presentation.</p>   |        |
| 20/21/21 | <p><i>R Robertson left the meeting</i><br/> <i>G Cairns left the meeting</i><br/> <i>P Ashley – Mudie left the meeting</i></p> <p><b>Governors Question Time</b></p> <p><b>Questions 1</b><br/> Are NED's assured that appropriate support is provided to staff during this time including physical health staff in community care services. How many staff have accessed mental health support during COVID 19 compared to before COVID 19.</p> <p><b>Answer 1</b><br/> The numbers of staff accessing workforce wellbeing (WWB) services overall between March and May 2020 is comparable with the figures from the same period in 2019. However, it should be noted that a number of these contacts have been related to Covid19, with some staff seeking staff support to help them manage their concerns and anxieties. Where our WWB team are not able to resolve queries themselves, staff have been signposted to other services, as appropriate. The NEDs confirmed</p>  |        |

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|          | <p>that they were assured that a number of support mechanisms were in place to support staff at this time.</p> <p><b>Question 2</b><br/>Are NED`s assured about the strategic view on the risk assessment of BAME staff and how this will affect CWP workforce and services. Could you please also update us on the number of BAME staff, their risk assessment and support provided as per government COVID 19 guidance.</p> <p><b>Answer 2</b><br/>It was confirmed that CWP is taking this matter extremely seriously and following appropriate steps to ensure staff within the BAME group are appropriately supported. Managers have been provided with guidance to assist them in supporting their staff appropriately and, as a priority, all staff within the BAME group have been requested to undertake individual risk assessments. The details of risk assessments have been forwarded to Workforce Wellbeing once complete. Our Workforce Wellbeing Service are also providing advice and guidance to managers and staff in relation to the completion of risk assessments in line with national guidance and in a person centred, holistic way.</p> <p><b>Question 3</b><br/>Are NED`s assured that the new IT system would be safe and effective compared to the current IT system that we have in place.</p> <p><b>Answer 3</b><br/>In October 2019 following the ePR (Electronic Patient Record) Review carried out by ICT Services and the subsequent market testing exercise, the Board of Directors approved a procurement exercise to look at different solutions to meet the trusts requirements for an ePR for our Mental Health and Learning disability services.</p> <p>The Operational Committee approved a specification for the new ePR in December 2019 and a tender exercise has also been carried out. A number of suppliers opted into the exercise and submitted bids. A preferred supplier was then identified by the procurement exercise.</p> <p>The Board of Directors reviewed the business case at the March Board of Directors Meeting at which the proposal was commended. The business case presented gave assurance to the Board of Directors for improved operability, as well as being a safe and secure operating system.</p> <p><b>Question 4</b><br/>For our staff who are referred to Psychology Services can we prioritise our front facing staff and escalate these referrals?</p> <p><b>Answer 4</b><br/>Our Psychology Services are working with Workforce Wellbeing and Organisational Development colleagues to consider the full range of short, medium and long term wellbeing and psychology services that we may need to provide to support our staff in the period to come. Further information can be provided as soon as a model is agreed.</p> |        |
|          | <b>Closing Business</b>   |        |
| 20/21/22 | <b>Any other business</b><br>None   |        |

| Ref  | Title of item   | Action |
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| 20/21/23   | <b>Review risk impact of items discussed</b><br>None                              |        |
| 20/21/24   | <b>Evaluation of meeting effectiveness</b><br>All felt the meeting was effective. |        |
| <b>CLOSE</b>   |   |        |
| <b>Date, time and venue of the next meeting:</b><br><b>14<sup>th</sup> September 2020, Via Webex</b> |   |        |