

**MINUTES OF THE FOUNDATION TRUST COUNCIL MEMBERS MEETING  
HELD ON TUESDAY 18 JANUARY 2011 IN THE LARGE TRAINING ROOM,  
LEARNING CENTRE, CALDERDALE ROYAL HOSPITAL**

**PRESENT:**

Sukhdev Sharma	-	Chairman
Bernard Pierce	-	Public elected – Constituency 1
Harjinder Singh Sandhu	-	Public elected – Constituency 2
Linda Wild	-	Public elected – Constituency 2
Yash Pal Kansal	-	Public elected – Constituency 3
Wendy Wood	-	Public elected – Constituency 3
Christine Breare	-	Public elected – Constituency 4
Lisa Herron	-	Public elected – Constituency 5
Vera Parojcic	-	Public elected – Constituency 5
Peter Naylor	-	Public elected – Constituency 6
Christine Mickleborough	-	Public elected – Constituency 6
Dot Rayner	-	Public elected – Constituency 7
Jan Roberts	-	Public elected – Constituency 8
Janette Roberts	-	Public elected – Constituency 8
Paul Knight	-	Staff-elected – Constituency 9
Joanna Birch	-	Staff-elected – Constituency 10
Sue Burton	-	Staff-elected – Constituency 11
Liz Farnell	-	Staff-elected – Constituency 12
Chris Burton	-	Staff-elected – Constituency 13
Sue Cannon	-	Nominated Stakeholder – NHS Calderdale
Bob Metcalfe	-	Nominated Stakeholder – Calderdale Metropolitan Council

**IN ATTENDANCE:**

Kathy Bray	-	Board Secretary
Mark Brearley	-	Director of Finance
Carol Clark	-	Non-Executive Director
Mark Dalton	-	Audit Commission (for part)
Bill Jones	-	Non-Executive Director
Ruth Mason	-	Associate Director of OD

**OBSERVERS:**

Kevin Core	-	Huddersfield Examiner
------------	---	-----------------------

1/11

**APOLOGIES:**

Apologies for absence were received from:

Frances Macguire	-	Public elected – Constituency 1
Richard Hill	-	Public elected – Constituency 4
Liz Breen	-	Public elected – Constituency 7
Chris Bentley	-	Staff-elected – Constituency 13
Helena Corder	-	Nominated Stakeholder – Kirklees PCT
Sue Bernhauser	-	Nominated Stakeholder – University of Huddersfield
Dawn Stephenson	-	Nominated Stakeholder – SWYPFT
Sally McIvor	-	Nominated Stakeholder – Kirklees Metropolitan Council
Julie Hull	-	Director of Personnel & Development
Lesley Hill	-	Director of Service Development
Yvette Oade	-	Medical Director
Helen Thomson	-	Director of Nursing
Diane Whittingham	-	Chief Executive

The Chairman welcomed the newly elected public and stakeholder members and apologised for the delay in starting the meeting which was unfortunately due to an overrun of the presentations held prior to the meeting. Interested membership councillors had received presentations from:-

- Emma Livesley, Assistant Divisional Director, Medicine & Elderly Directorate re: Medical Strategy – reducing lengths of stay 2010-2011 and
- Katharine Fletcher, General Manager, Appointments & Records re: Management of Casenotes.

**2/11 ANNUAL MANAGEMENT LETTER**

Mark Dalton, Engagement Manager from the Audit Commission attended the meeting to give a brief overview of the Management Letter. This document summarised the significant issues arising from the Audit work carried out during the year. The key messages which had been presented to the Board of Directors in September were:-

- The Trust produced timely draft accounts and good quality working papers resulting in an unqualified audit opinion being given on 3 June 2010;
- The Trust had made proper arrangements for securing economy, efficiency and effectiveness in its use of resources;
- There remain opportunities to further improve the quality of clinical coding which underpins the costing and charging for hospital activity;
- The Trust was able to provide a wide range of evidence to assure the quality of data underpinning its quality report.

It was noted that the Audit Commission were due to be abolished by December 2012 but assurance had been received by the Audit Committee

that arrangements were in hand to continue providing services and professional standards and that commitment would be maintained. It was noted that the Chairman would be signing the Letter of Engagement which sets out the terms relevant to the engagement of the Audit Commission and respective areas of responsibility effective from 1 October 2010.

**RESOLVED: The Membership Council received and noted the content of the Management Letter and approved the Chair signing the Letter of Engagement on behalf of the Trust.**

### **3/11 MINUTES OF LAST MEETINGS**

The minutes of the last meetings held on Wednesday 7 July 2010 and the Annual General Meeting on Tuesday 7 October 2010 were accepted as correct records of the meetings.

### **4/11 MATTERS ARISING**

#### **a) Terms of Office – Membership Council**

In Julie Hull's absence the Chairman reported that following the last meeting a paper was to be presented to the Board of Directors on 27 January asking the Board to consider the option of reviewing the constitution to incorporate provision for co-opted or elected reserve membership councillors and to give an indication of when such a provision would be used. It was agreed that the outcome of the discussions would be brought to the next meeting.

**ACTION: MC Agenda Item – 5.4.11**

### **5/11 CHAIRMAN'S REPORT**

#### **a. HSJ Award**

As most members were aware the Trust had recently been successful in receiving from the Health Services Journal the award of 'Acute Healthcare Organisation of the Year'. The Chairman thanked all Staff, Membership Councillors and Volunteers, without which such an award would not have been achieved. Particular thanks were given to Dot Rayner who had attended the shortlisting presentation and given an overview of the engagement, recruitment and role of the Membership Council.

#### **b. Review of MC Meetings**

Following previous discussions it was noted that the schedule of MC Meetings for 2011 had been revised to include an additional meeting date on 10 November 2011. It was requested that all present note these dates in diaries.

**ACTION: All**

### **6/11 HEALTHCARE GROUP**

Mark Brearley updated those present on the developments being made with the Healthcare Group. It was noted that following discussion held at

the Workshop in October, an independent external business case was being developed to review the risks and opportunities available for CHFT and East Lancashire NHS Hospital Trust to collaborate principally around 'back office functions'. Once the outcome of the business case had been debated with both Boards, further information would be circulated to the Membership Council. It was emphasised that this was not a merger and both organisations would remain independent but would work closely to assist in delivering efficiency, economy and effectiveness. In order to protect both parties this would be a legally binding agreement. It was confirmed that no redundancies were likely within either organisations.

It was noted that Diane Whittingham's period of Acting Chief Executive secondment with East Lancs was to continue until the permanent Chief Executive position is filled. An advertisement for the post was currently out and it was expected that the position would be filled during mid February 2011.

It was noted that East Lancs had previously deferred their FT status but were now awaiting FT Authorisation.

## **7/11 CONSTITUTION**

### **a. Updated Register of Members**

The updated register of members was received. The amendments since the 7 October elections included:-

Resignation:- Richard Hill, Public elected – Constituency 4  
“ Jonathan Phillips, Nominated Stakeholder,  
Calderdale Council

Appointment:- Bob Metcalfe, Nominated Stakeholder,  
Calderdale Council

**RESOLVED: The Membership Council agreed that the vacant seat in Constituency 4 would remain until the elections later in the year.**

### **b. Register of Interests/Declaration of Interests**

The updated Register was received. Any amendments were requested to be notified to the Board Secretary as soon as possible.

### **c. Deputy Chair Appointment**

Following the internal election process recently undertaken for the appointment of Deputy Chair it was formally confirmed that Peter Naylor would continue in this role with effect from 13.10.10 for a further year. Peter thanked members for their continued help and support over the last 2 years. He reported that this was his third

and final term of office in this role and any members interested in applying were welcome to discuss the role with him.

d. **Amendments to Constitution – Eligibility of NEDs**

The Chairman presented the paper prepared by Julie Hull. The paper had been produced following difficulties in recruiting to a second NED position earlier in the year, when it was identified that the search for candidates was restricted due to the constitutional restriction on place of residence of NEDs.

It was proposed that clause 13.4 be amended to read that ‘in exceptional circumstances where recruitment within one of the public constituencies for a NED position proves to be unsuccessful, the Foundation Trust may recruit beyond its geographical boundaries. In so doing the Foundation Trust will have regard to the need for NEDs to be able to discharge their full role and responsibilities on a regular basis’.

It was noted that this amendment had been supported by the Board of Directors at its meeting held on 28 October 2010.

All present supported the amended clause which was felt should provide the opportunity for high calibre recruitment in the future.

**RESOLVED: The Membership Council approved the amended Constitutional Change, subject to final approval by Monitor. It was hoped that this would allow the new Clause to be used for the next round of NED recruitment commencing in Spring 2011.**

e. **Membership Council Standing Orders**

The Standing Orders for the Membership Council had been brought to the meeting for its bi-annual review. For ease of reference amendments to the document had been tracked in red. The minor amendments were discussed and approved.

**RESOLVED: All present approved the trackings to the document and therefore the document would go forward to be included within the Trusts Policies and Procedure System.**

f. **Protocol for the Expulsion of Membership Councillors**

On behalf of Julie Hull, the Chairman presented the document which sets out the constitutional position regarding the expulsion of Membership Councillors and the way in which the constitutional provisions will be put into effect.

It was questioned whether clause 10.2.4 and 10.2.5 may duplicate the work of the Case Manager in reviewing the evidence of the Member during a Membership Council Meeting. It was felt that it

was correct to follow rules of natural justice that the member complained of has the opportunity to feedback their defence but that this conversation would be minuted and referred back to if it was felt that amendments to the clause were required in the future.

The Chairman reported that this paper would be discussed at the public Board of Directors meeting on 27 January 2011.

**RESOLVED: The Membership Council approved the policy for inclusion into the Trusts Policies and Procedures System, subject to approval by the Board of Directors at its meeting on 27.1.11.**

## **8/11 UPDATES FROM SUB GROUPS/COMMITTEES**

### **a. DIVISIONAL FOCUS/REFERENCE GROUPS**

Dot Rayner gave an overview of the paper previously circulated. The key headlines from the Divisional Reference Groups were noted.

It was noted that the second large annual engagement event was due to held on 27 January at HRI when the divisions will be sharing their business planning process and opportunity for members to feedback on divisional plans.

Dot reported that Reference Groups would in future be asked to provide feedback from their meetings in the summary on a page format (SOAP). It was agreed that this would help with the cascade of information from these groups to the wider Membership Council.

It was noted that the Divisional Reference Groups had recently reviewed their agendas and work plans. Following the agreement made, the Trust would move towards having more bespoke focus groups in the future. These would be complemented by the two larger annual engagement events on quality improvement and business planning.

### **b. MEMBER ENGAGEMENT, RECRUITMENT AND RETENTION**

The content of the SOAP from MER meetings held on 2.9.10 and 16.12.10 which had previously been circulated were noted.

It was noted that the membership database currently stood at 10,106 public members and 5294 staff members.

**Medicine for Members** – It was noted that the Enhanced Recovery Programme events to be held on 18 and 26 January had been cancelled due to a low response rate from members.

#### **9/11 CHANGE OF MER SUB COMMITTEE AND CHAIRS INFORMATION EXCHANGE**

Due to a photocopying error a revised paper was tabled at the meeting. Ruth reported that following discussion within the MER and Chairs Informal Information Exchange it was felt that the structure and format of these two meetings should be explored. This identified the following problems:-

- Each MER Meeting has a wide ranging agenda
- There could be a log-jam of information from the 5 reference groups passing through MER
- Only 3 formal full Membership Council Meetings to consider issue raised via MER
- Wider, non divisional patient and public engagement activity is not discussed
- Chairmanship of MER is potentially onerous.

Ruth outlined the proposal to dissolve the MER Sub Committee and create a new Corporate Reference Group to consider membership, recruitment and engagement business. In addition, the current Informal Information Exchange between Reference Group Chairs and the Chairman would be formalised into a new Sub Committee. It was agreed that the actual titles of these two groups may alter with time and any suggestions on titles should be forwarded to either Kathy or Ruth.

It was noted that the Chairs Formal Information Exchange Sub Committee would include (in addition to the Chairman and Divisional Reference Group Chairs) the Chair for CSR, Remuneration Committee and Deputy Chair.

**RESOLVED: The Membership Council approved the revised terms of reference for the revised two groups**

#### **10/11 TRUST FINANCIAL AND SERVICE PERFORMANCE**

In the absence of Lesley Hill, Mark Brearley presented both Trust Financial and Service Performance report for the Foundation Trust to November 2010. The following financial highlights were noted:

- I & E surplus of £0.73m to date
- Aggregate variance is ahead of plan (by £0.29m)
- Savings plans achieved to date of £5.43m against a target of £5.43m (full year target of £8.91m)
- £6.31m favourable variance on income offset by £6.03m adverse variance on expenditure
- Cash position at end of November 2010 of £14.04m (£2.00m above plan)

- Capital spend to date of £9.38m against annual plan of £13.8m
- Monitor financial risk rating of 3 against a planned rating of 3.

With regard to Trust Performance Mark presented the position on existing target indicators together with national priority indicators and Trust local targets. All targets had been achieved.

It was noted that the MRSA indicator had been raised as a concern as currently the number of reported post 48 hour MRSA bacteraemia cases was 4, set against a CQC target of 5, Monitor target of 6 the contract position of 9.

**11/11 ANNUAL BUSINESS PLANNING PROCESS SUMMARY**

In Lesley’s absence Dev presented the paper which outlined the timetable for both the business planning and annual planning for 2011/12, briefly describing the process undertaken by the divisions in establishing plans and agreeing priorities which would ultimately lead to the development of the Annual Plan.

It was noted that the individual Membership Councillors (MCs) would have opportunity within the Divisional Reference Groups to input into the divisional business planning process and finally the full Annual Report would be presented to interested MCs at an Extraordinary Meeting arranged for Wednesday 18 May 2011.

**12/11 FAST-TRACK ITEMS**

The Membership Council received the following information for noting and actioning as appropriate.

- a. Medicines for Members Programme 2011
- b. Calendar of Activity & Allocation of MCs to Sub Committees/Groups as at 1.1.11
- c. MC Development Opportunities Handbook & Booking Form 2011
- d. Joint BOD and MC Workshop – Minutes 11.10.10.

**13/11 ANY OTHER BUSINESS**

There was no other business to note.

**14/11 DATE AND TIME OF NEXT MEETING**

**Tuesday 5 April 2011 at 4.00 pm in the Large Training Room, Learning Centre, Calderdale Royal Hospital**

The Chairman thanked everyone for their contribution and closed the meeting at 6.30 pm.

.....  
Mr Sukhdev Sharma  
Chairman

.....  
Date