

### MINUTES OF THE FOUNDATION TRUST COUNCIL MEMBERS MEETING HELD ON WEDNESDAY 6 JULY 2011 IN THE BOARDROOM, HUDDERSFIELD ROYAL INFIRMARY

#### PRESENT:

Carol Clark	-	Acting Chair
Bernard Pierce	-	Public elected – Constituency 1
Harjinder Singh Sandhu	-	Public elected – Constituency 2
Linda Wild	-	Public elected – Constituency 2
Wendy Wood	-	Public elected – Constituency 3
Christine Breare	-	Public elected – Constituency 4
Lisa Herron	-	Public elected – Constituency 5
Peter Naylor	-	Public elected – Constituency 6
Dot Rayner	-	Public elected – Constituency 7
Jan Roberts	-	Public elected – Constituency 8
Joanna Birch	-	Staff-elected – Constituency 10
Liz Farnell	-	Staff-elected – Constituency 12
Chris Bentley	-	Staff-elected – Constituency 13
Sue Bernhauser	-	Nominated Stakeholder – University of Huddersfield

#### IN ATTENDANCE:

Andrew Haigh	-	Non-Executive Director
Kathy Bray	-	Board Secretary
Jonathan Webb	-	Acting Director of Finance
Alison Fisher	-	Non-Executive Director
Keith Griffiths	-	Director of Finance (from 25.7.11)
Julie Hull	-	Director of Personnel & Development
Ruth Mason	-	Associate Director of OD
Lisa Williams	-	Assistant Director – Service Development

#### OBSERVERS:

Rosemary Cook	-	Internal Communications Manager
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14/11

#### APOLOGIES:

Apologies for absence were received from:

Frances Macguire	-	Public elected – Constituency 1
Vera Parojcic	-	Public elected – Constituency 5
Liz Breen	-	Public elected – Constituency 7
Janette Roberts	-	Public elected – Constituency 8
Paul Knight	-	Staff-elected – Constituency 9
Chris Burton	-	Staff-elected – Constituency 13
Sue Burton	-	Staff-elected – Constituency 11

Jan Giles	-	Nominated Stakeholder – Kirklees PCT
Dawn Stephenson	-	Nominated Stakeholder – SWYPFT
Sally McIvor	-	Nominated Stakeholder – Kirklees Metropolitan Council
Sue Cannon	-	Nominated Stakeholder – NHS Calderdale
Bob Metcalfe	-	Nominated Stakeholder – Calderdale Metropolitan Council
Lesley Hill	-	Director of Service Development
Yvette Oade	-	Medical Director
Helen Thomson	-	Director of Nursing
Diane Whittingham	-	Chief Executive

Carol Clark as Acting Chair welcomed everyone to the meeting and introductions were made around the table.

#### **15/11 MINUTES OF LAST MEETINGS**

The minutes of the last meetings held on Tuesday 18 January 2011 were accepted as a correct record. Due to the sudden death of Dev Sharma, Chairman, it was noted that the meeting scheduled for 5 April 2011 had been cancelled and the papers previously circulated for that meeting were accepted as read.

#### **16/11 MATTERS ARISING**

##### **4/11 Terms of Office – Membership Council**

Julie Hull reported that following discussion it had been agreed that this item would be considered if necessary after the forthcoming elections. This was unanimously agreed by all present.

##### **7/11d Amendments to Constitution – Eligibility of NEDs**

It was noted that the proposal to amend the Constitution to enable the Trust to recruit NEDs from beyond the geographical boundaries had been submitted to Monitor for approval. Unfortunately Monitor had responded that they could not approve this as it was inconsistent with para 16(4) of schedule 7 of the NHS Health Service Act 2006.

#### **17/11 CHAIRMAN'S REPORT**

##### **a. Book of Remembrance**

The Chair thanked Membership Councillors who had attended the Chapel prior to the meeting in order to sign the Book of Remembrance which would be forwarded to Dev's family later that month.

##### **b. Appointment of Chair**

As outlined in the paper previously circulated the Nominations Sub Committee had met on the 29 June and interviewed four candidates for the post of Chairman. Under the Constitution 7.5.1 the full membership was required "At a general

meeting to appoint the Chairman and other NEDs”. Those present were therefore asked to ratify the appointment of Mr Andrew Haigh (previously NED) to commence his duties as Chairman with effect from 7 July 2011.

**RESOLVED: All Membership Councillors present approved the appointment of Mr Andrew Haigh as Chairman with effect from 7 July 2011 for a three year term, to be reviewed by the Nominations Committee before the expiry of the term on 6 July 2014.**

**c. Director of Finance Post**

The Chair thanked Jonathan Webb for undertaking the role of Acting Director of Finance during the interim period prior to Keith Griffiths taking up his appointment as Director of Finance on the 25 July 2011. Keith thanked the Membership Council for the opportunity to meet with them prior to taking up his new post and gave a brief overview of his past roles.

**18/11 UPDATE ON NHS HEALTH & SOCIAL CARE BILL**

As requested at a previous meeting, Ruth Mason gave an overview following the Government’s Listening Exercise. The key points were:-

- Amendments tabled on 23 June would be debated at the Lords in the autumn.
- Secretary of State now retains accountability for securing the provision of services
- SHA remains but larger clusters of 3 or 4
- PCT changes – cease to exist April 2013
- Health & Wellbeing Boards – significant influence on commissioning and accountability
- Overview and Scrutiny Committee still intact
- Monitor role – to remain governance and economic regulator
- CQC – role unclear
- ‘Councils’ not Board of Governors. Council Members to receive Board minutes of public meetings – as current practice
- Duty for FT’s to equip Governors with skills needed for effective member engagement and governor development by 2016.
- Summary – large number of unknowns in system, configuration of commissioning and role of LAs, plus major funding challenges.

**19/11 UPDATE ON HEALTHCARE GROUP**

Jonathan Webb outlined the contents of the paper previously circulated and discussions previously held with the Membership Councillors.

The paper addressed two main issues:-

1. ‘The What’ (identifying potential collaboration areas)
2. ‘The How’ (identifying associated governance arrangements)

It was noted that following a series of engagement workshops feedback indicated that there was broad support for a Healthcare Group at both organisations,

particularly for back office and clinical support services. The next steps in the process were to develop a workplan, followed by full business cases for specific services and projects.

It was emphasised that the Healthcare Group would provide an opportunity to better position the Trusts to focus on quality and ensure clinical, operational and financial sustainability of services – and this would be done through collaboration.

It was noted that once the Constitution for East Lancashire NHS Hospital Trust had been finalised the Membership Council wanted East Lancashire to know that they would be available to offer their support in advising on the setting up of a Membership Council.

## **20/11 CONSTITUTION**

### **a. 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.

### **b. Updated Register of Members**

The updated register of members was received. The amendments since the last issue dated 4 April 2011 included:-

Resignation:- Yash Pal Kansal, Public elected – Constituency 3  
“ Christine Mickleborough, Public elected – Constituency  
6  
“ Helena Corder, Nominated Stakeholder, Kirklees PCT

Appointment:- Jan Giles, Nominated Stakeholder, Kirklees PCT

**RESOLVED: The Membership Council agreed that the three vacant seats in Constituencies 3, 4 and 6 would remain until the elections later in the year.**

### **b. Amendments to Constitution – Balance of Board of Directors**

On behalf of Helen Thomson, Julie Hull outlined the contents of the paper which had previously been approved by the Board of Directors. It was noted that currently, and since Authorisation of the Trust in 2006, the Board has comprised 6 NEDs (including the Chair) and 6 Executive Directors. In line with Monitor’s Code of Governance the Board had reviewed its compliance and in relation to A3.2 “At least half the BOD, excluding the Chairman, should comprise NEDs ...” the Board had agreed that the appointment of a further NED would add value to the Board, particularly when considering the changing landscape of the NHS.

The existing and proposed amendments to the Constitution - references 13.3.1.2 and 13.15 were noted and approved. Those present were reminded that this amendment would require constitutional change and therefore this would need to be submitted to Monitor for approval

immediately following the meeting.

**RESOLVED Those present approved the proposed Constitutional amendments:-**

**'13.3.1.2 Up to 6 other NEDs (excluding the Chair)**

**13.15 'Six Directors including not less than three Executive and not less than three NEDs shall form a quorum'**

#### **21/11 CHAIRS INFORMATION SUB COMMITTEE**

Ruth Mason updated on the issues discussed at the Chairs Information Sub Committee held on 22 June 2011 when the Divisional Reference Group Workplans and SOAPs were circulated. The Chairs had updated on the developments within the divisions and particularly the useful walkabouts in CWS and Surgery & Anaesthetics. They also discussed the agenda items for the Membership Council Meeting on the 6 July 2011.

#### **22/11 NOMINATIONS SUB COMMITTEE**

Julie Hull reported that the Nominations Sub Committee will have met on 4 occasions since 12 May at the conclusion of the recruitment processes. Shortlisting and appointing the Chair occurred on the 7 June and 29 June 2011. The Committee was scheduled to shortlist and interview on the 7 and 22 July for 3 NED positions. In order to avoid as little disruption to the Board as possible the NED vacancies would be staggered where possible. Two existing NEDs were being recommended to have their terms of office extended and following the Nominations Sub Committee meeting the details of the decisions made would be circulated.

#### **23/11 REMUNERATION SUB COMMITTEE**

Carol Clark, Acting Chair, Andrew Haigh, NED and Alison Fisher, NED left the meeting for this item on the agenda. Peter Naylor reported that the Remuneration Sub Committee had met on 15 July 2010 and 24 May 2011. During the year the Committee had commissioned two reports, one by Internal Audit on whether the Committee conducted its business complying with statutory and governance obligations and the second by an external consultancy which had market-tested remuneration levels.

The Internal Audit report had found full assurance and made two suggestions which had both now been addressed:-

- 'That there should be a quorum of 4 members at all future meetings'. Any interested members who were willing and eligible to serve should make themselves known.
- 'That external professional advisors are employed to market-test the remuneration levels of the Chair and NEDs at least once every three years'

Following the external advisors report the Committee made a decision to apply the inflationary uplift to the remuneration of the Chair and NEDs that had been applied to all staff working in the NHS under the Agenda for Change Terms and Conditions of 2.25% for the 2010/11 financial year. The report provided assurance to the Committee that all NEDs were paid a fee commensurate with their roles and which

fell within the median pay range for NEDs in Foundation Trusts. The Committee was mindful of the current financial position and the national pay freeze for public sector staff commencing on 1 April 2011.

#### **24/11 TRUST FINANCIAL AND SERVICE PERFORMANCE**

In the absence of Lesley Hill, Lisa Williams presented the Service Performance report for the Foundation Trust as at the end of May 2011. It was noted that the Trust was on target to achieve all targets and indicators and the report highlighted the details of the achievements and levels of reporting around the following fields:-

- Access
- A/E
- Cancer
- Patient Experience

Jonathan Webb, Acting Director of Finance outlined the financial highlights:

- I & E deficit of £0.03m to date (planned annual I&E surplus of £0.50m)
- Financial position is behind plan by £0.13m
- Savings plans achieved to date of £1.39m against a target of £1.50m (full year target of £11.50m)
- £0.33m favourable variance on income offset by £0.46m adverse variance on expenditure
- Cash position at end of May 2010 of £12.98m (£0.15m above plan)
- Capital spend to date of £2.18m in line with plan
- Monitor financial risk rating of 3 against a planned rating of 3.

#### **25/11 FAST-TRACK ITEMS**

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

- a. Calendar of Activity & Allocation of MCs to Sub Committees/Groups as at 1.7.11

#### **26/11 ANY OTHER BUSINESS**

There was no other business to note.

#### **27/11 DATE AND TIME OF NEXT MEETING**

**Thursday 22 September 2010**

**Health Fair – commencing at 5.00 pm in the Boardroom and Southside Restaurant, Huddersfield Royal Infirmary**

**Annual General Meeting - commencing at 7.00 pm in the Lecture Theatre, Huddersfield Royal Infirmary**

The Chair thanked everyone for their contribution and closed the meeting at 5.30 pm.

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Mrs Carol Clark, Acting Chair

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Date

