

### MINUTES OF THE FOUNDATION TRUST COUNCIL MEMBERS MEETING HELD ON THURSDAY 10 NOVEMBER 2011 IN DISCUSSION ROOM 1, LEARNING CENTRE, HUDDERSFIELD ROYAL INFIRMARY

#### PRESENT:

Andrew Haigh	-	Chair
Bernard Pierce	-	Public elected – Constituency 1
Kimberley Cooper	-	Public elected – Constituency 1
Harjinder Singh Sandhu	-	Public elected – Constituency 2
Linda Wild	-	Public elected – Constituency 2
Wendy Wood	-	Public elected – Constituency 3
Peter Middleton	-	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
Liz Schofield	-	Public elected – Constituency 7
Mary Kiely	-	Public elected – Constituency 9
Chris Bentley	-	Staff-elected – Constituency 13
Julie Couldwell	-	Staff-elected – Constituency 13
Sue Bernhauser	-	Nominated Stakeholder – University of Huddersfield
Jan Giles	-	Nominated Stakeholder – Kirklees PCT
Dawn Stephenson	-	Nominated Stakeholder – SWYPFT
Bob Metcalfe	-	Nominated Stakeholder – Calderdale Metropolitan Council

#### IN ATTENDANCE:

Kathy Bray	-	Board Secretary
Keith Griffiths	-	Director of Finance
Ruth Mason	-	Associate Director of OD
Peter Roberts	-	Non-Executive Director
Diane Whittingham	-	Chief Executive
Lisa Williams	-	Assistant Director – Service Development
David Wise	-	Medical Director
John Prentice	-	Audit Commission – part of meeting
Mark Dalton	-	Audit Commission – part of meeting

#### OBSERVERS:

Caroline Wright	-	Internal Communications Manager
Katie Earlam	-	Huddersfield Examiner Reporter

**28/11**

**APOLOGIES:**

Apologies for absence were received from:

Sarah Slade	-	Public elected – Constituency 6
Jeannine Hind	-	Public elected – Constituency 7
Jan Roberts	-	Public elected – Constituency 8
Janette Roberts	-	Public elected – Constituency 8
Joanna Birch	-	Staff-elected – Constituency 10
Sue Burton	-	Staff-elected – Constituency 11
Liz Farnell	-	Staff-elected – Constituency 12
Sally McIvor	-	Nominated Stakeholder – Kirklees MC
Sue Cannon	-	Nominated Stakeholder – NHS Calderdale
Lesley Hill	-	Director of Service Development
Julie Hull	-	Director of Personnel & Development
Helen Thomson	-	Director of Nursing

The Chair welcomed everyone to the meeting and introductions were made.

**29/11 ANNUAL AUDIT LETTER 2010/11**

John Prentice and Mark Dalton from the Audit Commission attended the meeting, for this item, to present the contents of Annual Audit Letter 2010/11 which had been circulated with the agenda. The content of the document was noted.

Mark Dalton reported that this had been agreed with the Chief Executive and Director of Finance and had been presented to the Audit Committee. The key message contained within the Annual Audit Letter 2010/11 was that 'the financial statements and supporting working papers presented for audit were once again of a good quality. There were no matters which lead the auditors to believe that the Trust did not have in place proper arrangements for securing economy, efficiency and effectiveness in its use of resources'.

In addition to the audit on Use of Resources, the Annual Audit Letter also covered examination of the following areas:-

- Statement of Internal Control
- Work mandated by the Care Quality Commission and Monitor
- External assurance on the 2010/11 Quality Report
- Data quality review of the Trust's 2009/10 reference cost submission

There were no significant issues to draw to the attention of the Membership Council and a minor amendment to correct presentation had been addressed but this had no impact on the financial position. The Auditors acknowledged that with the tough economic conditions on public sector finances the Trust faces a significant challenge in meeting the needs of the population within available resources and will be required to deliver significant savings and efficiency plans and improved value for money to ensure achievement of strategic objectives and financial targets in the coming years.

John Prentice reported that the Secretary of State had decided that all work of the Audit Commission's in-house Audit Practice be outsourced to the private sector pending the wind-up and closure of the Commission at the end of 2011/12 audit year. There were a number of options available and the timescales involved were noted. It was noted that the Membership Council were responsible for the appointment of the External Auditors and this would be discussed in more detail later in the meeting.

### **30/11 MINUTES OF LAST MEETINGS**

The minutes of the last meetings held on Wednesday 6 July 2011 were accepted as a correct record.

### **31/11 MATTERS ARISING**

#### **18/11 Update on NHS Health & Social Care Bill**

Ruth Mason updated those present on the current information available. The key messages were:-

- 2<sup>nd</sup> reading in the House of Lords taken place – to be taken to Committee stage over next 10 weeks to consider the 300 amendments
- FTN have lobbied peers on behalf of Foundation Trusts
- NHS architecture already changing e.g. PCT clusters, clinical commissioning groups being defined.

#### **19/11 Update on Healthcare Group**

Diane Whittingham reported that a partnership had been set up with East Lancashire Hospitals Trust. A formal Healthcare Group would not be formed until East Lancashire Hospitals Trust achieves Foundation Trust status. In the meantime both organisations were working together on a number of areas of mutual benefit such as purchasing and other back-office functions.

It was felt that this was a model of good practice within the NHS and when the opportunity arose should be positively publicised.

#### **20/11b Amendments to Constitution – Balance of Board of Directors**

The Chairman reported that Monitor had approved the changes to the Constitution regarding the amendments required to comply with the Code of Governance regarding the balance of the Board of Directors (6 Executive and 7 Non Executive Directors (including Chairman). The additional NED appointment had now been made.

#### **17/11a Book of Remembrance**

Carol Clark reported that Diane Whittingham and herself had attended a service in London on 14 September in celebration of Dev's life. The Book of Remembrance had been handed to the family on that day.

## 32/11 CHAIRMAN'S REPORT

### a. Deputy Chair Appointment

Following the process for the appointment of Deputy Chair, Janette Roberts had been appointed unopposed as Deputy Chair with effect from 24 October 2011.

### b. Chief Executive Appointment

The Chairman reported that Diane Whittingham, Chief Executive would be leaving the organisation at the end of the financial year. A process was in place to make an appointment and Odgers, Recruitment Specialists had been commissioned to help with this search. A longlist of 8 candidates had been received. Shortlisting was scheduled to take place on 21 November and interviews on 5 and 6 December.

Arrangements were being finalised for the interview process, although it was intended that the Nominations Sub Committee of the Membership Council would be invited to meet candidates on the 5<sup>th</sup> December and the Chairman would take any feedback from this through to the formal interviews on 6 December.

It was noted that a provisional date for a Private Extra-ordinary Membership Council to approve the appointment was being planned for 12 December 2011 and the Board Secretary would be writing out regarding this in due course.

## 33/11 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.

The chairman suggested that his declaration currently contained within the Board of Directors Register should be reproduced within this register.

### b. Updated Register of Members

The updated register of members was received. This included the results from the elections held earlier in the year.

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

## 34/11 CHAIRS INFORMATION SUB COMMITTEE

Ruth Mason updated on the issues discussed at the Chairs Information Sub Committee held on 20 September 2011 when the Divisional Reference Group Workplans and SOAPs were circulated. It was noted that the divisional business plans and divisional reference group workplans had now been combined into one document. From the minutes discussion took place regarding the work which had been undertaken on casenote tracking, consultant vascular surgeon appointment and the new pharmacy outpatient facilities which are due to operational on both sites in March 2012.

### **35/11 APPOINTMENT OF EXTERNAL AUDITORS PROCESS**

Following the discussion held earlier in the meeting in the presence of the external auditors, Keith Griffiths presented a paper outlining the background and pros and cons of the two options available. It was noted that this issue had been discussed at the last Audit Committee when the consensus was that we should start the process of designing a service specification to cover financial, clinical and quality audit. A timetable of tendering would then be drawn up. This would allow us to recognise fully all those parties that we would wish to assess, i.e. we are not making a decision that would exclude any potential partner at this stage.

It was noted that two Membership Councillors (Peter Naylor and Peter Middleton) had put themselves forward to sit on the sub group, along with the Director of Finance, Director of Nursing, Audit Committee Chair and Director of Procurement and Supplies. All present supported their involvement.

Discussion took place regarding the possible increased costs and level of proficiency of providers following this governmental decision to abolish the Audit Commission.

### **36/11 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 September 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 – currently work underway through the appointment of a clinical nurse specialist to help with access for high risk TIAs (trans-ischaemic attacks, or ‘mini stroke’) being treated within 24 hours. It was noted that this was currently a 5 day service and the breach was due to 3 patients not seen within the 24 hour period.
- Cancer Targets – all targets met. A local service for lung patients being developed with the PCT
- Patient Experience – all targets met around CDiff, MRSA, MSSA and screening for all elective inpatients for MRSA

Keith Griffiths, Director of Finance outlined the financial highlights:

- Overall Income and Expenditure position at 30.9.11 is a deficit of £0.97m, against a planned surplus of £1.85m.
- Income is behind plan by £0.4m
- Expenditure is £2.4m above plan
- Cash position at end of September 2011 of £10.48m (£1.84m behind plan)
- Capital spend to date of £5.03m (£0.85m below plan)
- Financial risk rating of 3 reported to Monitor at the end of Q2, 2011/12 (on a scale of 1-5)
- Forecast year end deficit of £4.5m against a planned surplus of £0.5m
- Income position protected by c. £3.0m due to “Contract Floor” with PCTs

- Key actions:-
  - activity/productivity increase
  - full delivery of all savings plans
  - prioritisation of all capital expenditure
  - focus on 2012/13 and beyond

**37/11 MEMBERSHIP COUNCIL MEETING SCHEDULE 2012**

The proposed dates contained within Appendix F were received and approved.

**38/11 HOW DO WE SUCCESSFULLY ENGAGE AND INVOLVE**

The Chairman reported that the aim of this item on the agenda was to start discussion amongst the Membership Council about how best we use the time and resources of the Membership Council in supporting the Trust in the most effective and efficient way.

The current activities of the Membership Council were detailed and brief discussion took place about the timings and the purpose of these various activities.

It was agreed that this item would be discussed in detail at the MC Development Workshop to be held on Wednesday 23 November 2011.

**39/11 FAST-TRACK ITEMS**

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

- a. Updated Calendar of Activity & Allocation of MCs to Sub Committees/Groups effective from 1.1.12.

**40/11 ANY OTHER BUSINESS COMPLETED TENURES**

On behalf of the Membership Council the Chairman thanked Carol Clark, Vice Chair and NED who was due to complete her tenure within the organisation at the end of November 2011 for her help and support.

The Chairman also wished to formally thank Peter Naylor for his help and support in undertaking the role of Deputy Chair, a position he had held from October 2008 to October 2011.

There was no other business to note.

**41/11 DATE AND TIME OF NEXT MEETING**

**Tuesday 17 January 2012 commencing at 4.00 pm in the Boardroom, HRI**

The Chair thanked everyone for their contribution and closed the meeting at 5.45 pm.

.....  
Mr Andrew Haigh, Chairman

.....  
Date