

## Council of Governors

Minutes of the 65<sup>th</sup> meeting of Sheffield Health and Social Care NHS Foundation Trust's Council of Governors held virtually on Thursday 23 July 2020

### Present:

Name	Governor Constituency	Name	Governor Constituency
Cllr Steve Ayris	Appointed (SCC)	Angela Barney	Public South West
James Barlow	Appointed (Carers Centre)	Adam Butcher	Service User
Liz Carthy, Dr	Staff (Psychology)	Fay Colphon	Appointed (SACMHA)
Billie Critchlow	Carer	Mark Gamsu	Appointed (CCG)
Jonathan Hall	Service User	Sylvia Hartley	Public NW
Steve Hible	Public NE	Ahmed Ibrahim	Public NE
Julie Marsland	Appointed (Staffside)	Dr Nusrat Mir	Staff (Medical)
Toby Morgan	Service User	Julian Payne	Service User
Terry Proudfoot	Lead Governor	Adam Rodgers	Staff (Clinical Support)
Sue Roe	Carer	Varria Russell-White	Carer
Kate Steele	Service User	Dave Swindlehurst	Appointed (Mencap)
Prof Scott Weich	Appointed (UoS)	Maggie Young	Staff (AHP)

### In attendance:

Name	Designation	Name	Designation
Alison Knowles	NHS I/E	Ann Stanley	Non-Executive Director
Beverley Murphy	Improvement Director	Brenda Russell	PA Corporate Governance (Minutes)
Brendan Stone	Associate NED	Caroline Parry	Acting Director of HR
Clive Clarke	Deputy Chief Executive	David Walsh	Director of Corporate Governance
Heather Smith	Non-Executive Director	Jan Ditheridge	Chief Executive
Mike Hunter	Executive Medical Director	Mike Potts	Trust Chair (effective 1/8/20)
Phillip Easthope	Executive Director of Finance	Rashpal Khangura	KPMG
Richard Mills	Non-Executive Director/Chair	Sam Stoddart	Deputy Board Secretary
Sandie Keene CBE	Non-Executive Director		

## Apologies:

Name	Designation	Name	Designation
Jayne Brown OBE	Trust Chair	Julian Davis	Staff (Nursing)
Mark Goodwin	Staff (Social Work)	Nick Hall	Service User
Cllr Adam Hurst	Appointed (SCC)	Jules Jones	Public Governor
Cllr Josie Paszek	Appointed (SCC)	Margaret Spencer	Public (NW)
Joan Toy	Service User	Bradley Wass	Staff (Central Support)

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CoG 65/01	<p><b>Welcome and Apologies</b></p> <p>Richard Mills, Non-Executive Director chaired the meeting in the absence of Jayne Brown, Trust Chair, who was unwell. Richard welcomed everyone and thanked everyone for their perseverance in advance. He welcomed two new members – Julie Marsland, Appointed (Staffside) Governor, and Dave Swindlehurst, Appointed (Sheffield MENCAP) Governor. He also confirmed that Alison Knowles from NHS Improvement would be observing the meeting and that Mike Potts, who will be taking over as the Trust Chair from 1 August 2020, would be joining the meeting. Apologies were noted.</p>	
CoG 65/02	<p><b>Declarations of Interest</b></p> <p>All the Non-Executive Directors present had a declaration of interest in item 9a.</p>	All to note
CoG 65/03	<p><b>Minutes of the Virtual Meeting held on 14 May 2020</b></p> <p>The Chair stated that he would take the minutes as read but invited any governor who felt any items needed to be amended to contact Sam Stoddart.</p>	Approved
CoG 65/04	<p><b>Confidential Minutes of the Meeting Held on 27 February 2020</b></p> <p>Sam Stoddart, Deputy Board Secretary, reported on behalf of Julian Davis who queried the final paragraph on page 6. Sam Stoddart had listened to the recording of the meeting and reported Julian's reference to the numbers of nurses was correct and that this would be amended in the minutes. However, after listening to the recording, the comments made to and by Clive Clarke were correctly recorded. Sam would inform Julian of this.</p> <p>Angela Barney, Public South West Governor, pointed out that at the top of Page 5 the minutes state that she is a Carer Governor which is incorrect and therefore the minutes should be amended accordingly.</p> <p>Further to these amendments the minutes were approved as a true record.</p>	<p>All to note</p> <p>S Stoddart</p> <p>All to note</p> <p>Approved</p>
CoG 65/05	<p><b>Covid-19 Pandemic: Update</b></p> <p>Clive Clarke, Deputy Chief Executive spoke to his report. He stated that operationally the Trust had dealt with COVID-19 very</p>	

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	<p>well.</p> <p>Gold Command (part of the emergency planning system) has been looking at the learning each week, and following a period of review and feedback, the Trust will have a better understanding of service user and carer experiences.</p> <p>This learning will be used to inform the revision of the Trust's strategy which will be presented to the Board later this year. Clive stated the Trust has seen an increase in demand for its services during the pandemic.</p> <p>Mike Hunter, Executive Medical Director, added that the picture is not yet clear as to what effect COVID-19 will have on mental health throughout the country. However, when considering this, there are three important things known to the Trust:</p> <ol style="list-style-type: none"> <li>1. Our local experience which very much fits with the increase in demand, particularly in the Crisis Unit;</li> <li>2. Conversations with medical colleagues across England which evidence an increase in demand;</li> <li>3. A recent study published in the Lancet Medical Journal which sampled 17,000 people's mental health. This showed an increase in people self-reporting mental distress since April 2020. Mike added that this could not show whether the increase translates into serious mental health problems or show its impact on organisations. Mike stated that all the indications are that there will be an increased level in mental distress and mental ill health across the board.</li> </ol> <p>The Chair then opened the item up to questions from governors.</p> <p>Terry Proudfoot question 1: From the first slide on page 4, I see that the Trust should now have scoped future needs and changes as a result of the pandemic. What are the anticipated needs and do we have the resources to meet them?</p> <p>Answer: The Trust has already seen an increase in activity post COVID-19 at all levels. Work is being undertaken across the city led by Public Health Sheffield to produce a Rapid Impact Assessment of the projected needs. This is currently in draft form. In relation to resources, there were already high waiting lists prior to the pandemic in some specialist services, e.g. Sheffield Adult Autism and Neurodevelopmental Service (SAANS) and also in the Single Point of Access (SPA) and the Trust are working with Commissioners to address these increased needs.</p> <p>Terry Proudfoot question 2: what assurance have the NEDs had</p>	

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	<p>relating to the accuracy of scoping and planning?</p> <p>Answer: The Open Board receives a monthly update on the management of COVID-19 along with proposals on taking the learning forward in developing future services.</p> <p>Terry Proudfoot question 3. What, if any changes are being implemented as a result of COVID?</p> <p>Answer: The key changes will be presented to Board in August 2020. They include:</p> <ul style="list-style-type: none"> <li>i. Wider and better use of technology/data;</li> <li>ii. Agile working;</li> <li>iii. Comprehensive approach to communication,</li> <li>iv. Flexible and quicker recruitment;</li> <li>v. Better use of volunteers;</li> <li>vi. Collaborative working in the Trust and wider across the ICS/ACP</li> </ul> <p>Terry Proudfoot question 4: Are we seeing a rise in mental health problems as a result of COVID and are we able to meet people's needs if demand for services is increasing?</p> <p>Answer: Activity is returning to pre COVID-19 levels. The impact of COVID-19 is yet to be seen in services due to the slow loosening of lockdown restrictions. The increase in demand seen by the whole system will be overseen by commissioners and the wider health economy.</p> <p>Terry Proudfoot question 5: Does this scoping include planning for a second wave of COVID should it arise, and how can we be assured that the Trust will have staffing and resources in the correct places should this happen?</p> <p>Answer: The Trust's Incident Control Centre (ICC) and will continue to monitor and report on COVID-19 and feed this into the Emergency Planning structure, which will allow the Trust to flex depending on demand.</p> <p>Terry Proudfoot question 6: Please can you clarify the last sentence on P3 before the table: does this mean that there are twice daily situation reports produced every day and an additional two between Monday and Friday?</p> <p>Answer: The two situation reports are produced 7 days a week, and two additional reports are produced Monday to Friday.</p> <p>Fay Colphon question: What positive lessons have been learned from the COVID-19 pandemic that will help in the future?</p>	

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	<p>Answer: Fay Colphon was referred to the response to the first question.</p> <p>Billie Critchlow had a number of questions relating to the Mental Health Act and the pressures on Trust services.</p> <p>Answer: The Trust is improving its performance management. The performance report is significantly improved with better visual charts and much greater narrative from clinical service leaders.</p> <p>The Trust is not currently capturing the time to execute Mental Health Act Assessments for a variety of reasons. However, the Quality Committee is focused strongly on this and will be reviewing this. Currently all discharges are reviewed by the multi-disciplinary team and a clinical decision formulated with the patient. The current length of stay is above the average expected length of stay.</p> <p>In relation to the inpatient environment and the Acute Care Modernisation (ACM) scheme, the Trust is continuing with this and will continue to include governors throughout the process. The Board is keeping an open mind in terms of the impact of increased demand going forward. There is a fixed envelope of bed numbers in the new scheme with the additional ability to flex that. However, if circumstances change, the Trust will have to look at further alternative options. NEDs cannot yet be fully assured on bed numbers due to out of area placements. However, this will be fully debated by board. The Trust is as committed as ever to ACM and the next Board will receive the finalised business case for approval.</p> <p>Cllr Steve Ayris asked about planning in the event of a local lockdown and inquired as to whether antibody testing is for staff or whether it can be accessed by service users.</p> <p>Answer: Clive confirmed that Sheffield lockdown plans are co-ordinated by Sheffield City Council. However, the Trust has just agreed its own local lockdown plans. He confirmed antibody tests are current for staff only.</p> <p>Steve asked if the local lock down plan for the Trust is a public document. Clive confirmed that it should be a public document, but would get back to Steve regarding this item.</p> <p>Mark Gamsu stated that the report gave no indication of the impact of COVID on people receiving support from the Trust and sought high-level figures. He added that given the impact of COVID on care settings how many people in the care of the Trust have been affected by COVID and which areas have been affected most? He further queried the impact on patient and</p>	<p>C Clarke</p>

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	<p>carer voices and declared an interest in the issue as Chair of Citizens Advice Sheffield which is the advocacy provider for IMHA, DOLs, etc.</p> <p>Answer: Clive confirmed the Trust receives a daily report regarding the impact on inpatients/service uses. Mike Hunter stated there had been 2 service of service users at the height of the pandemic, with a further 10 service users affected, all of whom were cured and discharged.</p> <p>Mike then spoke of the number of people who receive care from SHSC in the community and tested positive for COVID at the time of death. He highlighted the importance of distinguishing between dying of COVID and testing positive at the time of death. Mike believed the total number of COVID community deaths was approximately 50, but the exact figure will be provided in the minutes. The breakdown of those people in the community who tested positive at the time of dying is mainly accounted for within older adults' teams.</p> <p><b>Post meeting note: Up until September 2020, 31 deaths had been reported relating to Covid-19 with 29 of these in the community; Of the 29 community deaths, 23 were in older adult services.</b></p> <p>Mark Gamsu stated that Citizens Advice Sheffield are seeing twice as many people as they were before COVID. The primary reason is concern regarding money with many people being chased for debts. He feels that going forward this is something that needs to be put in the resilience planning of the Trust as it is particularly a mental health issue.</p> <p>Prof Scott Weich, Appointed (UoS) Governor, stated that governors' jobs today is to get assurance from the NEDs as the paper does not provide this. Therefore, he would welcome evidence of assurance as well as being told "we are assured".</p> <p>Richard responded that NEDs are learning as COVID has developed. Prof Brendan Stone, Associate NED, confirmed that he felt assured about how things were being dealt with on the wards but added that nationally, vulnerable individuals have been hard to reach.</p> <p>Sandie Keene, Non-Executive Director, advised CoG that the Quality Committee has given considerable attention to the issue adding it had concerns in relation to volumes of referrals, the waiting lists, etc. She stated the Trust is yet to see waiting lists reduce to desired levels. NEDs are assured that there are improvement plans which have been put in place. However, the remains a long way to go in certain areas. She assured governors that NEDs work closely with Board.</p>	



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	<p>Heather Smith, Non-Executive Director, said that it was a fair point raised by Scott regarding papers, and one NEDs work towards continually in Committees and at Board. She added that points raised need evidencing and whilst minutes of meetings should do this, assurance could be clearer.</p> <p>Scott thanked Heather and stressed that his point is one which has been made many times. He expressed frustration that CoG has not been allowed to be more involved in holding to account since the pandemic began.</p> <p>Terry asked whether the increase in demand had been in the acute services and if so, whether the Trust is assured it has sufficient beds?</p> <p>Answer: NEDs could not say they were assured going forward as things are changing all the time.</p> <p>Mike Hunter said COVID has brought increased pressures on the inpatient service and as the country has moved from Phase 1 to Phase 2, it has put a lot of pressure on the system nationally. The Trust knows that it must do something quickly and as safely as possible and every Medical Director in England is saying their services are at overflow. However, now is not the right time for the Trust to estimate how many beds it needs because, as CQC has pointed out, we are not getting the care right on our acute wards. Therefore, if we are not getting the care right and providing the highest quality as safely as we want, we cannot know what the length of stay should be. If we were assured of the quality and safety of care, we would be in a much better position to say how many beds are needed. He therefore suggested a change from a “beds number question” into a how can we be really assured that we are delivering the highest possible quality of care in our system and then build our structures and hospital resources around that.</p> <p>Maggie Young, Staff (AHP) Governor, wanted to thank the Trust’s Communications Team for the daily emails circulated to all staff keeping them up-to-date regarding the number of staff off sick and inpatients with the illness.</p> <p>Billie thanked Richard for his response to her questions and it was good to hear that the NEDs felt they were better sighted on bed occupancy and were looking to put flexibility into future planning of bed provision, but wanted NEDs to confirm if they are sufficiently cited on the state and acuity of the people who are looked after by the community teams that are going to be the bed occupants of the future. She questioned whether NEDs are aware of the community situation which is going to impact on bed demand.</p>	

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	<p>Answer: Richard stated that NEDs are expecting to see a significant increase in the demand for beds. Therefore, the Trust should be thinking proactively about the contingencies it has if and when it happens. Sandie confirmed that the Quality Committee are sighted on the numbers of people in the community, waiting lists and SPA and are assured concerning the urgent work and immediate responses. NEDs are more concerned about the people who are placed on waiting lists for the emotional and wellbeing services. NEDs are receiving the information and are challenging the Executives through the committee structures.</p> <p>Adam Butcher, Service User Governor, asked what the Board is doing to make sure that staff are safe and well in respect of the BAME pressures?</p> <p>Answer: Richard confirmed that there is quite an extensive focus on this and for which the NEDs have sought assurance. Clive said that the Trust is working towards making sure that every member of staff who is at risk has an assessment review by the end of July so that they can be supported and to ensure that they are in the safest place possible as far as COVID is concerned.</p> <p>Heather Smith said that this had been discussed at the People Committee and there will be more to report at the next CoG meeting.</p> <p>Richard summarised by saying that there have been a number of challenges and issues raised by Governors; there is a wish to have more tangible information and more of the performance information on the trends and what the future pressures are rather than actual description of processes. Important questions had been raised concerning the governance processes – ie the way CoG is assured by NEDs and how they are able to do that in a way that gives confidence. NEDs need to come back with some answers regarding BAME staff, community services and inpatients. Richard thought this had been a helpful debate.</p>	
CoG 65/06	<p><b>Care Quality Commission Outcome: Update</b></p> <p>Sandie Keene, Non-Executive Director, reported on this item and assured governors that since the outcome of the CQC Inspection, this has been an item on every Quality Committee and every Board Meeting Agenda. Particular discussions have related to the statutory improvements that have needed to be made, but also the development of an action plan which is called 'Getting back to Good'. This accommodates and encapsulates all the CQC actions to be taken.</p> <p>NEDs have been assured of the significant improvement made which Mike Hunter will give further details later in the meeting.</p>	



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	<p>Following the CQC Inspection there has been a more inclusive approach to improvement, and wherever possible service user voices have been included. NEDs are assured by the executive leadership and are confident about the length and depth of the plan and feel that the Trust is well placed on its journey of improvement.</p> <p>The Quality Committee signed off the high-level action plan that went to CQC. The Audit Committee will also be taking a lead on the “well led” element of the plan. The NEDs and the Executives are resolved and resolute to deliver the improvements that need to be made and are also resolute about learning from the past.</p> <p>NEDs have taken part in virtual visits to frontline services since the report was issued, and are therefore getting a fuller picture from different parts of the organisation as to what is happening. Whilst the NEDs and wider Board do feel that the organisation is well placed, it cannot assure governors that they are going to deliver what is required in the timescales needed; they can only assure them of their intention to.</p> <p>Mike Hunter detailed the CQC rating and stressed that this is the Trust’s starting point in “getting back to good”.</p> <p>The problems can be themed across the seven areas detailed in the slides. The Getting Back to Good Board which takes place monthly is chaired by Mike and is supported by his colleagues and is accountable to both the Quality Committee and Board of Directors, reporting on its work to both. There are some cross-cutting themes that SHCS need to improve to enable changes.</p> <p>A Rapid Improvement Week was recently held which brought together colleagues from many of the Trust’s services. Throughout the week there were various workshops such as – supervision, safety levels, collaborative care planning, clinical risk management and many more. Included in the slides are videos of the Engagement Team which have been viewed on social media over 1,000 times.</p> <p>Supervision and training is one area that CQC said the Trust had to action quickly. Supervision has increased from 75% to 90%. Mandatory training has increased from 80% to 90%.</p> <p>Another improvement area was physical health monitoring and now senior nurses hold a huddle every day to review physical health monitoring. However, the Trust does need to improve its information systems to be able to automatically up-load evidence of physical health monitoring onto individual patient records.</p> <p>Mike stated that staffing has remained a problem on acute</p>	

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	<p>wards, but he was pleased to inform CoG that last week 19 out of every 20 shifts hit the minimum numbers and on the shift where it did not, staffing was mitigated by other senior nurses.</p> <p>The Trust has employed 34 newly qualified nurses which will start in September 2020.</p> <p>Mike informed CoG that there were 66 actions the CQC said the Trust must do. By the end of June 19 were completed. There are a further six items the Trust said it would achieve by the end of July and it is confident these will have been delivered and evidenced. The Trust has achieved 27.9% out of 100% so far.</p> <p>The Quality Committee will be looking very closely at today's presentation. Sandie Keene added it was very helpful. She stated all the sub committees of the Board have a key role in assuring, overseeing and supporting the efforts to improve.</p> <p>Mark Gamsu thanked Mike for his presentation which he felt was very helpful and reassuring. He said that from a Clinical Commissioning Group perspective, they are acutely aware that some of the challenges facing the Trust are in part due to the context within which the Trust is having to work. Therefore, the Clinical Commissioning Group and certainly its Mental Health Commissioner, Jim Milnes, are concerned that the approach taken by the Trust is not just about focusing inwards but is about working in partnership with other agencies in the city. This is because some of the solutions to address inadequacies are actually ones that are in part the responsibility of other agencies in the city.</p> <p>The NEDs were asked if they were sufficiently assured that the Trust has involved external players such as the CCG in co-producing the solutions?</p> <p>Richard said that this is an issue that has been flagged and one that he would expect to see developing. As the relationship across the systems change and develop the Trust has seen more engagement and more working, but feels that there is still a way to go.</p> <p>Sandie said that as far as assurance is concerned, levels of support have been expressed from all the partners across the city in the Trust's improvement journey and there has been a high level of engagement. In addition, the work carried out when the Trust received the Regulation Notice regarding support of 16-18-year olds at the Decisions Unit was done in collaboration with the CCG. The Trust has also endeavoured to involve the CCG regarding funding of SPA and the access point. Jan, Mike and others are having ongoing discussions and trying to engage with partners, but delivery is another matter.</p>	

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	<p>Adam Butcher, Service User Governor, asked about co-production with our service users. Richard said this was a good point and felt that it was an issue that had been raised at the Quality Committee.</p> <p>James Barlow, Appointed (Carers Centre) Governor, asked whether the NEDs are assured that the progress on “Getting Back to Good” is this being sufficiently communicated to both service users and carers in order to provide them with reassurance on the Trust’s improvement journey.</p> <p>Richard responded that there has been a lot of information on social media. However, Sandie confirmed that she has not been sighted on this but will go away and look at this and ask further questions regarding this.</p> <p>Scott asked about the role of external agencies such as NHS Improvement whom he knows are involved in offering support and providing scrutiny?</p> <p>Richard said that NHS Improvement has a role which will be covered in an item later the agenda. He added the next Board Development session will take place in August and felt it would be useful to give CoG feedback on some of the output from that.</p>	<p>S Keene</p> <p>Trust Chair</p>
CoG 65/07a	<p><b>Receipt of the Trust’s Annual Report 2019/20</b> The Chair asked the Council of Governors to receive the Trust’s Annual Report for 2019/20. This was duly provided.</p>	Received
CoG 65/07b	<p><b>Auditor’s Report on the Trust’s Accounts and Annual Report</b> Rashpal Khangura of KPMG presented this report. He confirmed that assurance on the quality report is not required to be provided this year due to the impact of COVID on a number of statutory timescales.</p> <p>The two areas for which he was providing assurance were the financial statements and the value for money conclusion.</p> <p>In relation to the Trust’s financial statements, he confirmed that they give a true and fair view of the Trust’s financial performance and the financial position reported in them, and that they were prepared in accordance with the Department of Health and Social Care Group Accounting Manual. This work is carried out within the International Auditing Standards.</p> <p>In terms of the value for money conclusion, this assesses the use of resources – ie whether the Trust uses its resources economically, efficiently and effectively. This work is carried out in accordance with the National Audit Office Code of Audit Practice and Value for Money Guidance. A qualified adverse</p>	

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	<p>value for money conclusion has been given as a result of the risk assessments carried out.</p> <p>Terry Proudfoot, Lead Governor, asked the following:</p> <p>The auditors state “Based on the findings of our work, we have concluded that the Trust does not have adequate arrangements to secure economy, efficiency and effectiveness in its use of resources”</p> <p>Does this relate purely to the inadequacy of arrangements to provide safe, effective care found by the CQC and therefore planned, sustainable outcomes not being achieved, or is it broader?</p> <p>Response from Rashpal Khangura: The CQC report identified a number of concerns in relation to governance, risk management and workforce management. Given these concerns we are unable to issue a clean value for money (VFM) opinion. As per our audit report our work also identified a risk in relation to financial sustainability, along with most NHS providers. However, our work in this area did not identify any concerns in respect of financial planning or management. So, in that respect the only issues that led us to qualify our VFM conclusion were those raised in the CQC report.</p> <p>Terry further asked if there are any NHS VFM metrics and requirements that the Trust must follow (and if so have they been followed), or does VFM relate to provision of the level of care required within the budget, CIPs, etc?</p> <p>Rashpal stated the audit work must follow the National Audit Office Code of Audit Practice. The Code focuses on whether the body in question ‘has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources’. It’s these arrangements we need to consider. These arrangements are under the criteria – informed decision making; sustainable resource deployment and working with partners. It is the proper arrangements under these we need to report against. So, there are no specific metrics – but proper arrangements. Where there is evidence those proper arrangements are not in place that provides evidence of issues we need to consider in the VFM conclusion.</p> <p>The question was asked whether the Trust has plans to address these issues in line with plans for other issues brought to their attention by the CQC and have NEDs assurance that effective work is being done on this?</p> <p>The Chair confirmed that this question would be picked up outside the meeting.</p>	<p>Trust Chair</p>

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	<p>Cllr Steve Ayriss stated that in the Annual Report it refers to the organisation being a going concern and the directors having a reasonable expectation of the Trust having reasonable resources. He asked what the auditor's view was in terms of their audit.</p> <p>Rashpal said the Annual Report has a detailed explanation concerning a going concern which is provided on page 16. The auditors must prove they are comfortable that the Trust has sufficient resources to continue for a 12-month period following signing the audit opinion. Given that there has been no announcement from the Department of Health regarding Sheffield Health and Social Care ceasing to operate, the auditors felt comfortable in this regard. The auditors then looked at the Trust's financial position, funding that is in place, contracts that are in place, the financial health of the balance sheet and sought assurances from the Department of Health and NHS England regarding the funding that is in place. KPMG has no concerns in relation to funding or that there are any issues or concerns regarding the Trust ceasing to exist and not having the resources available.</p> <p>Going forward KPMG would expect a risk around financial sustainability because resourcing is tight and there are constraints on the level of resource.</p> <p>The Chair asked if this document could be received. This was duly provided.</p>	Received
CoG 65/08	<p><b>Annual Corporate Governance Statement</b> David Walsh, Director of Corporate Governance (Board Secretary), presented this report which details the Trust's compliance with its Provider Licence.</p> <p>Following the findings of the CQC inspection, it was proposed that the self-certification would not confirm compliance. David stated this was not unusual for a Trust in our position.</p> <p>There were three conditions of the Provider Licence which were assessed. Compliance could be confirmed in total against one, but only partially against the other two. The Annual Corporate Governance self-certification report was received and approved by the Board of Directors in June 2020 and published on the Trust's website.</p> <p>The Chair asked CoG to receive this report. This was duly provided.</p>	Received
CoG 65/09a	<p><b>Nomination &amp; Remuneration Committee's Report on NED and Chair Appraisals</b> The Chair said that he, Sandie and Ann had an interest in this</p>	

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	<p>item, but felt that it the virtual nature of the meeting would be logistically difficult if they left the meeting.</p> <p>Terry as Lead Governor said that she was happy for them to stay.</p> <p><b>NED Appraisals</b> Terry Proudfoot assured governors that the appraisals had been rigorous. Maggie Young, Staff (AMP) Governor who had been involved with the process with Terry confirmed that she felt they had been an in-depth and thorough process.</p> <p>Scott Weich stressed that he was grateful to his colleagues for making sure that the process was carried out rigorously and thoroughly. He added there are three NEDs that are now considered to need improvement and wondered whether the council would be given a statement as to what those improvement activities are. Scott would like to understand what is going to happen to ensure their improvement.</p> <p>The Chair thanked Scott for his comment and said he could see no problem in providing such a statement.</p> <p><b>Chair Appraisal</b> Sandie informed CoG that the Chair appraisal was undertaken before the CQC outcome was known. Irrespective of that there was a considerable amount of discussion about challenges and learning from the previous year. However, as the report indicates things have moved on and the Chair will not remain in the Trust.</p> <p>CoG were asked to accept NRC's papers as assurance that all appraisals have been undertaken in line with either local or national requirements.</p>	<p>Trust Chair</p> <p>Accepted</p>
<p>CoG 65/09b&amp;c</p>	<p><b>Update on NED appointments including Chair Appointment</b> David Walsh reported on both these items.</p> <p>He reminded governors that the terms of office for both the Chair and Audit Chair were extended for 6 months at the last meeting. The Audit Chair has now confirmed that she intends to step down after 31 October 2020.</p> <p>David then referred to the earlier presentation regarding the "back to good programme" and the work being carried out around improvement. In relation to this, NHS Improvement has supported the Trust in identifying a Chair who is able to step into the role for a 12-month period. This means that CoG are not carrying out their usual role of appointing a Chair. However, the aim is that the CoG can focus its energies on appointing a substantive Chair to the Trust to commence in role at the</p>	



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	<p>conclusion of Mike Potts 12-month period. Mike will commence in post on 1 August 2020. CoG were asked to provide its support of Mike Potts' appointment. This was duly granted.</p> <p>David then reminded CoG of the two NED vacancies one of which is the Audit Chair. The appointment process for the latter was halted during the pandemic, but this will now resume. Discussion will take place regarding the remaining NED vacancy and the skills needed on the board.</p> <p>Scott Weich queried whether NHSI insisted on Mr Potts' appointment. Richard said he had not been party to any discussions so could not comment.</p> <p>Adam Butcher encouraged CoG to embrace this decision. Richard confirmed that the NEDs feel fortunate to have someone of Mike's stature. Terry confirmed that she had spoken to Mike and felt assured after her chat. She added her support of his appointment adding she felt he would do an excellent job.</p> <p>Richard confirmed that Jayne Brown is unwell and unable to chair this meeting, but wanted to formally thank her for the steps she has taken to get the Trust into the shape he believes is needed to equip it to meet the challenges of the future. He thanked her on behalf of the Board and wished her all the best for the future.</p> <p>Richard then summarised some of the key points to take forward from the meeting. Firstly, he reflected on performance information, data and the way it is received. In order to substantiate some of the comments, we need to review how these meetings go forward and how the NEDs provide assurance to governors in a way that illustrates the actual work that they do behind the scenes. In addition, governors need to know more about support for BAME staff and the cross system working in relation to Covid.</p> <p>Richard invited Mike Potts who had been attending the meeting to speak. Mike stated the Trust now has stability for the next 12 months and within that period the Council will be involved in appointing a permanent Chair within the usual manner. He confirmed that he is really looking forward to working with everyone and meeting them face to face. He thanked Jayne for the work she had done and wished her well in the future. He confirmed that he and Terry had had a very positive conversation and he is focused on the need for CoG and the Board of Directors to work in tandem. Sitting in this meeting today has given him a feel as to how things might be done differently in the future and he is certainly looking forward to working with everyone.</p>	<p>Supported</p> <p>All to note</p>

Minute	Item	Action
	<b>Any other business</b> As there was no further business, the Chair thanked everyone for their attendance and participation and closed the meeting.	