MEETING OF THE COUNCIL OF GOVERNORS
HELD AT 1600 HOURS ON TUESDAY, 26 OCTOBER 2010
BOARD ROOM, AIREDALE GENERAL HOSPITAL, SKIPTON ROAD, STEETON, KEIGHLEY

PRESENT:
Mr Alan Sutton, Non Executive Director (in the Chair)
Mr Peter Allen, Public Governor, Skipton
Dr Neil Boyle, Public Governor, South Craven
Mr Mark Haw-Wells, Public Governor Bingley
Mrs Anne Medley, Public Governor, Keighley West
Mr Adrian Mornin, Public Governor and Lead Governor, Keighley Central
Mr Mohammed Nazam, Keighley Central
Mr John Osborn, Public Governor, Rest of England
Dr Alan Pick, Public Governor, South Craven
Mr John Roberts, Public Governor, Worth Valley
Mr Alan Sturgess, Public Governor, Settle and Mid-Craven
Mrs Pat Thorpe, Public Governor, Bingley Rural
Mr Ray Tremlett, Public Governor, Pendle East and Colne
Mrs Valerie Winterburn, Public Governor, Craven

Ms Rachel Binks, Staff Governor, Nurses and Midwives
Mr David Petyt, Staff Governor, Registered Volunteers
Mr Narem Samtaney, Staff Governor, Doctors and Dentists
Mrs Karen Swann, Staff Governor, Nurses and Midwives

Mrs Pam Essler, Stakeholder Governor and Deputy Lead Governor, NHS Bradford and Airedale
Mrs Pauline Sharp, Stakeholder Governor, Bradford Metropolitan District Council
Mrs Marcia Turner, Stakeholder Governor, Craven District Council

IN ATTENDANCE:
Mr David W Adam, Non Executive Director
Mrs Helen Barrow, Complaints Manager
Ms Della Cannings, Chairman of Yorkshire Ambulance Service
Dr Andrew Catto, Medical Director
Mr Jeff Colclough, Non Executive Director
Mrs Jane Downes, Company Secretary
Mr Ron Drake, Non Executive Director
Miss Bridget A Fletcher, Chief Executive
Mr Adrian Haupt, Volunteer
Mrs Sally Houghton, Non Executive Director
Mr Chris Newton, member of the public
Ms Nichola Powell, Executive Assistant
Mrs Sheenagh Powell, Director of Finance
Mrs Denise Raven, Communications Manager
Mrs Ann Wagner, Director of Strategy and Business Development

APOLOGIES FOR ABSENCE:
Miss Leanne Clegg, Staff Governor, All Other Staff, Prof Anne Forster, Stakeholder Governor,
University of Leeds, Cllr Robert Heseltine, Stakeholder Governor, North Yorkshire County
Council, Mr Chris Nolan, Public Governor, West Craven, Mrs Sheila Paget, Public Governor,
Ilkley, Mrs Barbara Pavilionis, Public Governor, Skipton, Mr Bill Redlin, Stakeholder Governor,
NHS North Yorkshire & York, Mr John Wickham, Public Governor, West Craven
Mr Alan Sutton, Non Executive Director and Deputy Chairman, submitted apologies for non-attendance on behalf of Mr Colin Millar, Chairman, stating that the recent change in meeting dates had meant an unavoidable clash of diary commitments. Mr Sutton in his capacity as Deputy Chairman would therefore be acting chair for the meeting.

The Chair welcomed everybody to the meeting, especially the three members of the public who each gave a brief outline of why they were attending the meeting. He stated that the agenda had been put together in consultation with Adrian Mornin, Lead Governor whose feedback from the Governors was that they take a more active part in the meeting with more time given for discussion. The Chair trusted that these requests were reflected in the agenda format.

The Chair informed the meeting that there would be a private meeting following on from the public meeting.

Bridget Fletcher, Interim Chief Executive declared an interest in agenda item no. 3 in relation to the appointment of Chief Executive.

At this point, Bridget Fletcher left the meeting.

The Chair explained that it was a statutory responsibility of the Council of Governors to approve the appointment of the new Chief Executive. He explained that following the resignation of the previous Chief Executive in May 2010, the Board had appointed Miss Bridget Fletcher as Interim Chief Executive. He then asked Chris Lisle, Director of HR to inform the Council of the procedure which had been followed for the appointment of the new Chief Executive.

Chris Lisle explained that the Board had established an extensive and rigorous process to appoint a Chief Executive, involving external head hunters being engaged to prepare the process of short listing appropriate candidates. The head hunters had sourced a shortlist of five candidates of which one withdrew prior to the interview stage. This list of candidates had then been forwarded to the Chief Executive of the SHA for Yorkshire and the Humber for approval. The candidates had been thoroughly assessed over a two day period, which included meetings with staff, chairing a senior management group, presenting five year strategic plans for the hospital followed by formal interviews. The interview panel had consisted of an external Chief Executive, Chairman, two Non Executive Directors and the Director of HR. The feedback from the senior management group was consistent with the final appointment decision.

Alan Sturgess asked whether the external candidates were aware that internal candidates had applied for the post. Chris Lisle responded that all candidates were aware of who was on the shortlist.

Adrian Mornin asked how much the process had cost. Chris Lisle responded by saying that internal HR staff had been involved along with the external head hunters at a cost of £10,000. They had however received quotes from head hunters ranging from £30-50k.
John Osborne asked what the mix of candidates had been. Chris Lisle said that initially five people had been asked to interview but one had withdrawn. There was a mixture of both nursing staff and professional managers.

Adrian Mornin asked what appointments the Appointments and Remuneration Committee (‘ARC’) would be involved in the future. Jane Downes stated that ARC was responsible for the appointment of Non Executive Directors, but that Governors would be informed of all senior appointments.

The Chairman asked the meeting whether all Governors had understood the appointment process, and whether they were clear of the rigorous process which had been followed. Adrian Mornin responded as Lead Governor, agreeing that the process had been rigorous and that the Council of Governors supported the appointment of Bridget Fletcher as Chief Executive.

The Council of Governors duly approved the appointment of Bridget Fletcher as Chief Executive of Airedale NHS Foundation Trust with effect from 1 November 2010.

At this point, Bridget Fletcher re-joined the meeting.

38/10 MINUTES OF THE MEETING HELD ON 28 JULY 2010

The minutes of meeting held on 23 June 2010 were approved subject to the following amendments:

Page 1 - In Attendance - Bridget Fletcher, Chief Operating Office/Chief Nurse was amended to Interim Chief Executive.

Page 1 - Apologies for Absence – Mrs Pauline Sharpe was amended to Mrs Pauline Sharp.

Page 1 – Apologies for Absence – Mr Alan Sutton, Deputy Chairman was added to the list of apologies.

Page 10 – Terms of Office – Ann Medley was amended to Anne Medley.

39/10 MATTERS ARISING NOT COVERED ELSEWHERE ON THE AGENDA

(i) Appointment of Auditor (minute ref 27/10)

Adrian Mornin asked whether the appointment of the Audit Commission was still the right decision given the announcement by the Coalition Government to abolish the Audit Commission. Sheenagh Powell, Director of Finance responded by stating that the Trust initially did have some concerns regarding the appointment and consequently had contacted the Audit Commission to clarify the position. The Audit Commission had confirmed that they would still be auditing health services and that an organisation would be set up at some point to continue in this role. She said that the Trust would be monitoring the Audit Commission’s performance over the forthcoming months.

Adrian Mornin asked how often the Audit Committee met. Sally Houghton, Non Executive Director and Chair of the Audit Committee informed the meeting that the Committee met five times per year, and gave assurances that the Audit Committee would be closely monitoring the Audit Commission’s role. She added that the members of the Audit Committee currently comprised three Non Executive Directors in line with best practice, and there was no intention of changing this at present. Adrian Mornin stated that there were Governors who attended Audit meetings who would probably like to attend the Audit Committee but agreed that this
could be looked at later in the year. Pam Essler agreed that it was the role of Governors to have an oversight of audit reporting.

(ii) Radio Airedale (minute ref 30/10ii)
David Petyt informed the meeting that progress had been made on the issue of headphones but wanted to seek assurance that the Board would try to resolve the problem. The Chair stated that this was an operational issue and had been directed to the appropriate manager.

40/10  REPORT FROM THE CHIEF EXECUTIVE DESIGNATE
Bridget Fletcher informed the meeting that two further White Paper Consultation documents had been issued and asked if the Governors would like a briefing on these papers. All agreed that the previous briefings had been extremely useful, therefore, a session to discuss the new documents would be advantageous.

Bridget Fletcher stated that an extra £2 billion would be available to social services to ensure that patients were kept well and safe at home. Adrian Mornin stated that no amount of money would assist fully if there were not proper resources in place. Bridget Fletcher said that Bradford & Airedale PCT were currently looking at putting together a joint working agreement for both health and care and it was important that Airedale NHS Foundation Trust took the lead for the development of this work. If care was commissioned differently there could be a much better way of all the services working together as a team which would in turn lead to better care. The Trust would have to work together very closely with local councils to ensure that the health of the community remained good. In the future this would become an integral part of the IBP (Integrated Business Plan). Telemedicine would be a massive help in managing patients in their own homes. It was agreed that different practitioners could use telemedicine in the future. Marcia Turner informed the meeting that the telemedicine hub was up and working very well in Grassington now. However, she thought it was important to work with all local councils. Bridget Fletcher confirmed that the Trust would be working closely with North Yorkshire councils as well. Adrian Mornin asked whether the Trust owned the rights to telemedicine. Bridget Fletcher stated that the intellectual offer was currently being progressed. Ann Wagner said that a company called Medipex, who are a company used by Yorkshire & the Humber to look at intellectual rights, were currently looking into this issue for the Trust. She informed the meeting that the Trust were currently the leaders in telemedicine for prisons, but that Airedale wanted to build on the hub that had been installed in Grassington.

Peter Allen asked if discussions with Lancashire were taking place. Bridget Fletcher confirmed that they were. They were currently going ahead with the new commissionings and were very keen to work closely with Airedale NHS Foundation Trust with their GPs wanting to forge closer links with the Trust. A meeting was due to take place to discuss this in the near future.

Adrian Mornin stated that the only adverse comment he had received regarding the Open Day was that there were no hand hygiene facilities in the Education Centre. This would be rectified for next year’s event.

41/10  QUARTERLY AIREDALE FT REPORT
Sheenagh Powell informed the meeting that the Trust was due to submit its second quarter results to Monitor at the end of October. She stated that both returns were green. As there was currently £362k surplus, the Trust was on plan at the half year point. Work was ongoing to ensure that all financial targets were being met. Sheenagh Powell reported that the Trusts current risk rating was 3.2.
Sheenagh Powell reported that the Trusts performance indicators were rated as green overall although there had been one failure in relation to cancer standards. This situation was currently being monitored and the reasons for the failure investigated.

It was disappointing to note that to date there had been 3 cases of hospital acquired MRSA set against the excellent performance the previous year in which there had been no hospital acquired MRSA cases. The threshold set by Monitor was 6 and therefore the Trust remained within the de-minimum level set by Monitor. Adrian Mornin asked where the three cases had been contracted. Sheenagh Powell confirmed that all were contracted in the hospital. Bridget Fletcher informed the meeting that each case was looked at very carefully and a root cause analysis meetings with Chief Executive attendance ensured a robust and rigorous review of all cases. It had been agreed by the senior managers and clinicians that there had been nothing that could have been done to prevent the first two cases, although the third could have been prevented. A number of actions had been implemented to ensure this situation did not occur in the future.

John Osborn stated that the report contained a lot of acronyms. It was agreed that these would be explained in future reports. He also asked what the key risks between now and the end of the year were. Sheenagh Powell stated that the key would be delivering on the currently activity. She added that activity was much higher than had been planned for and therefore discussions were taking place with the PCTs to ensure that activity would be paid for within the year. She stressed it was important that these costs were managed effectively, and whilst challenging she was confident the Trust was still on track for the end of year target.

John Osborn enquired if Trust employees would be caught by the health service cost of living pay freeze. Sheenagh Powell stated that the award for April 2011 had not yet been agreed to date.

John Osborn asked after looking at the capital planning expenditure schedule whether there were any risks to cash. Sheenagh Powell stated that the planned capital plan was based around the cash balance. The Trust currently had higher activity than anticipated and therefore there was currently a time delay in retrieving the outstanding monies. However, she confirmed that there was no risk to the capital plan for this current year.

The Chair asked the Governors if they felt that the two papers – Finance Report and Performance Report had been useful. Ann Medley stated there was some confusion as to the meaning of some of the data including the bridge analysis. Sheenagh Powell explained the data analysis and that this was the budget statement showing what had been received.

Ray Tremlett asked for clarification regarding the performance figures relating to the reduction in CDiff infections which had been rated as green. Bridget Fletcher informed the meeting that the Trust had been given a target to reduce CDiff infections year on year, and for the first 2 quarters of the year it was showing below the trajectory. She stated that the Trust had shown a 90% reduction in CDiff in the past 3 years and at present there had been just 7 cases against a trajectory of 18, which had been a great achievement for the Trust.

Sheenagh Powell welcomed any feedback on the two papers. The general feeling from the Governors was however that the papers had been informative.
The Chair reported that Adrian Mornin had been elected as Lead Governor and Pam Essler as Deputy Lead Governor.

Adrian Mornin stated that there had been a networking session which had given all Governors the opportunity to meet him, and he thanked everybody for electing him as Lead Governor. He said that it was nice to see the Governors providing active support and urged all Governors to attend any networking sessions which were arranged.

Pam Essler again thanked all the Governors for their support in electing her to the role of Deputy Lead Governor, and said that it was important to develop the Governor role more in the future.

The paper explained the current situation with regard to the two vacant seats was noted and taken as read.

Ann Wagner informed the meeting that NHS East Lancashire had been offered a place as a Stakeholder Governor but had declined to take up the seat. The other vacant seat had been offered to Yorkshire Forward however they too had declined to take up the seat given their impending abolition announced by the coalition government. She asked the meeting for views on the proposals put forward in the paper.

John Osborne asked if Pendle were to be offered a place now, would it be an option to offer a place to other consortia in the future. The Chair stated that this was quite relevant due to the new commissioning changes taking place at present/in the future. Ann Wagner said that the Governors could wait and see what happened with the new commissioning structure, or Pendle could be invited immediately and as the PCTs are disbanded other consortia could be invited. Ray Tremlett thought anything that added extra weight to Lancashire would be advantageous.

Pam Essler asked if the Airedale Partnership had been offered a seat. Ann Wagner said it had been agreed not to ask them as their chair was currently heavily involved in the telemedicine project and it was felt they would not be 100% independent, and it was important to keep the position independent.

Pauline Sharp asked how it had been decided who to ask to be Stakeholder Governors. Ann Wagner said that the majority of the Council of Governors had to be made up of public members, representatives from the three PCTs the Trust currently worked with, the five Councils from the areas which the Trust covered and as the Trust had teaching status it was felt a representative from the University would be beneficial. It was then the decision of each organisation as to whom they put forward as Stakeholder Governor.

David Petyt informed the meeting that Keighley Chamber of Commerce was no longer in place so he recommended asking the Keighley Town Centre Committee.

John Roberts expressed a view that a short term gain could lead to future complications.

The Chair asked the meeting to vote on whether to made a decision immediately or to wait until the situation regarding GP commissioning was clearer. The vote was 13 Governors wanted to wait and 8 Governors wanted an immediate decision. Therefore, the majority decision was to wait. This item would be placed on the
agenda for the next meeting with some preliminary work being undertaken.

44/10 COUNCIL OF GOVERNOR COMMITTEES/WORKING GROUPS

(i) Appointments and Remuneration Committee (ARC)
The first formal meeting of ARC was scheduled for Friday, 29 October. Committee membership was noted as Colin Millar (Chair), Adrian Mornin, John Osborn, Pauline Sharp, Karen Swann, Peter Beaumont, and David Adam, and Alan Sutton, Non Executive Directors.

(ii) Membership Development Group
Adrian Mornin informed the meeting that the Group had met the previous week in which the Terms of Reference had been agreed and the Membership Development Strategy reviewed. To date a Chairman had not been appointed.

45/10 COMPLAINTS HANDLING PROCESS

Helen Barrow, Complaints Manager, gave a presentation on the PALS Team, the Complaints Team and guidance for the Governors regarding the management of complaints and concerns. All Governors had received an information pack. Further information could be sourced via the FT Membership Office.

Marcia Turner said that she had received a request from somebody who had been in hospital as to where a compliment should be sent. Helen Barrow stated this could be sent either to the ward/department directly or via the PALS Team.

The Chair informed the meeting that the hospital actually received far more compliments than complaints. He also reinforced the point that it was important the Governors did not try to deal with complaints themselves but refer them to either PALS or Complaints. He stated that if Governors were to go on to any Ward and look at the notice boards there would be a number of compliment letters posted there.

Ron Drake, Non Executive Director, informed the meeting that he was the Chairman of the Quality, Safety and Assurance Committee. Part of the Committee's role was to examine the number and types of complaints. He added that each complaint was taken extremely seriously.

46/10 FTGA – NATIONAL DEVELOPMENT DAY

Pam Essler had attended this event and had found it extremely informative. The day had comprised participating in several workshops. The keynote speech from David Nicholson on the role of the Governors and the challenges facing Governors had focussed on five main themes:

- Increased level of accountability
- Development of local involvement
- Developing contact with Members
- Contributing to broader health economy
- Development of quality services within the current climate

Pam Essler stated that the main issue for all of the Governors attending the event was how to engage with the membership.

The Chair thanked Pam for attending the event.
47/10 **NEDs UPDATE REPORT**

The report detailing the activities of Non Executive Directors during the previous month was noted and taken as read.

48/10 **ITEMS TO NOTIFY GOVERNORS**

Jane Downes reminded all Governors to ensure they used their nhs.net e-mail accounts as the addresses had all been advertised to Members. She also stated that from an information governance perspective it was important to ensure information was sent via a secure network.

The Trusts Payroll department had confirmed that the Form P46, issued to Governors in their induction pack for claiming expenses was not now required.

Copies of the two new consultation documents “Liberating the NHS – An Information Revolution” and “Liberating the NHS – Greater Choice and Control” had been circulated by email. Hard copies were available and can be obtained from the FT Membership Office.

Jane Downes had recently attended the newly established Staff Health & Wellbeing Steering Group, where it had agreed to invite a Governor representative to join the Group. Governors were asked to submit expressions of interest to Jane Downes.

49/10 **FORWARD AGENDA**

Jane Downes drew attention to the date of the Board to Board meeting scheduled for 29 November in which the Board would be looking to develop the Trusts annual plan and therefore it was important for all Governors to attend.

Alan Sturgess asked whether the nomination of new Stakeholder Governors should be on the forward agenda. Jane Downes agreed to add it to the plan.

50/10 **RESPONSE TO MEMBERS QUESTIONS**

Adrian Mornin informed the meeting that the Governors had met and after discussion a number of questions had been raised.

Alan Pick stated that there were lots of challenges and opportunities in the near future and asked whether the Trusts response to the White Paper would be vigorous and how would Consultation with the Governors take place. Ann Wagner reiterated that a meeting would be arranged to discuss the two new consultation documents similar to the previous two discussion meetings held where the Governor’s views had been noted and added to the response. She said if any Governor had an individual response to either of the papers they could respond to these directly. However, the response from the Trust would be discussed at the Board to Board meeting on 29 November. It was agreed that any challenges or threats would be addressed.

John Roberts stated that there would be implications arising from the White Paper, but of more interest was the specific detail around what the role of the Governors would be in being able to influence the strategic direction? Alan Sutton said that this issue would be covered at the Board to Board meeting. Sheenagh Powell stated that along with reviewing the existing business plan which had been put to Monitor, Governors would also be reviewing the plan for next year. That meeting would be the opportunity for the Governors to be involved in those discussions.
Valerie Winterburn stated that only two groups had met to date and asked when the other meetings would be taking place. Jane Downes had been in touch with all the meeting leads giving them the details of the Governors who would be attending. She agreed to contact the leads again to ensure that contact with Governors took place as soon as possible.

J Downes

Adrian Mornin asked why the Trust was continuing to recruit new members instead of engaging more with the current membership. Ann Wagner stated that it was a requirement by Monitor that the Trust should increase membership. The Trust was currently on target to meet its membership numbers, but it was acknowledged that engagement could be developed further. Chris Lisle, the Trusts Organisational Development lead, was currently looking at how to capitalise more on developing membership, and stressed the importance of working with the Governors to ascertain what methods would work best. All the Governors agreed that this was an important issue and further discussion was required. Ann Medley thought it would be advisable to have a member of HR on the Membership Development Group.

Governors

David Petyt enquired whether the Trust ensured value for money when procuring goods and services. Sheenagh Powell informed the meeting that the Trust had its own purchasing department who always ensured best value for money.

51/10 ANY OTHER BUSINESS

There was no other business to consider.

52/10 REVIEW AND CLOSE OF MEETING

All agreed that the meeting had been good and informative.

The next quarterly meeting would be held on Wednesday, 26 January 2011 at 4.00 pm in the Board Room in the Education Centre.

The Board to Board meeting would be held on Monday, 29 November at 4.00 pm in the Board Room in the Education Centre.

There being no further business the Chairman declared the meeting closed.