

MINUTES OF THE JOINT BOARD OF DIRECTORS AND COUNCIL OF GOVERNORS MEETING

11th September 2019

16:00 – 17:00

Main Hall, Clair Hall, Haywards Heath

Present	
Peter Horn (PH)	Trust Chair
Siobhan Melia (SM)	Chief Executive
Diarmaid Crean (DC)	Chief Digital and Technology Officer
Caroline Haynes (CH)	Director of Human Resources and Organisational Development
Mike Jennings (MJ)	Chief Finance Officer
Sara Lightowlers (SL)	Medical Director
Kate Pilcher (KP)	Director of Operations
Susan Marshall (SMa)	Chief Nurse
Maggie Ioannou (MI)	Non-Executive Director
Stephen Lightfoot (SLi)	Non-Executive Director
Janice Needham (JN)	Non-Executive Director
David Parfitt (DP)	Non-Executive Director
Elizabeth Woodman (EW)	Non-Executive Director
David McGill (DMG)	Lead and Public Governor
Tara Dean (TD)	Appointed Governor
Joy Dennis (JD)	Appointed Governor
Elaine Foster-Page (EFP)	Appointed Governor
Colin Lyall (CL)	Appointed Governor
Rob Persey (RP)	Appointed Governor
Grainne Saunders (GS)	Appointed Governor
Lilian Bold (LB)	Public Governor
Martin Ensom (ME)	Public Governor
Christine Hearn (CH)	Public Governor
Richard Norrie (RN)	Public Governor
Martin Osment (MO)	Public Governor
Stan Pearce (SP)	Public Governor
Jane Richardson (JR)	Public Governor
Tim Sayers (TS)	Public Governor
Ngairé Cox (NC)	Staff Governor
Richard Gorf (RG)	Staff Governor
Anita Sturdey (AS)	Staff Governor
Emma Swarbrick (ES)	Staff Governor
Simon Mathers (SMat)	Senior Manager, Ernst and Young LLP
Zoe Smith (ZS)	Trust Secretary
Paul Somerville (PS)	Senior Communications Manager
Apologies	
Jacob Bayliss	Appointed Governor
Rachel Harrington	Appointed Governor

Stella Benson	Public Governor
Ian Blackmore	Public Governor
Carolyn Costello	Public Governor
Ratnam Nadarajah	Public Governor
Tanya Procter	Public Governor
Anne Walder	Public Governor
Griselda Wireko-Brobby	Staff Governor
1.	Welcome, apologies, declarations of interest
	<p>The Chair welcomed everyone to the meeting and in particular welcomed the following Governors as it was their first Joint Board of Directors and Council of Governors (CoG) meeting: Tara Dean, Joy Dennis, Christine Hearn and Grainne Saunders.</p> <p>PH also welcomed Simon Mathers (SMat) from Ernst and Young, due to provide the auditor update on the Annual Report, Accounts and Quality Report 2018-19.</p> <p>PS provided apologies as outlined on pages one and two.</p> <p>No declarations of interest were declared for this meeting.</p>
2.	Minutes of the Previous Meeting 19 June 2019
	<p>PH said that most of the actions were for PS.</p> <p>PS said all of these had been completed. PS thanked Governors for submitting their requests to join the various committees and groups of the Trust. Subject to final internal discussions with members of the Board, PS said he was hopeful to brief Governors as soon as possible.</p> <p>DMG asked that under Item 6 where it stated that the 1.75% pay award should be applied fairly to the Chair and all NEDs it should be on behalf of CoG NRC (Nomination and Remuneration Committee) and not DMG.</p> <p>DP noted a typographical error under Item 9 where 'ate' should be replaced with the word 'are'.</p> <p>It was agreed at the meeting to make these two amendments to the minutes. The minutes of the previous meeting were then agreed as a true and accurate record.</p>
3.	Matters Arising
	<p>PH invited CH to provide an update on the progress of implementing the Workforce Strategy.</p> <p>CH said that the Workforce Strategy was launched earlier this year and there is a focus on supporting teams so that Trust-wide initiatives are implemented locally.</p> <p>Specific teams have been identified that need support to tackle challenges such as recruitment and sickness, and the HR and OD directorate are working with these teams to provide support.</p>

	<p>There is also a focus to support middle managers so that management skills are consistent.</p> <p>The Trust is currently redeveloping the support programme available to all staff so that this meets current and future needs.</p> <p>The four Staff Networks are rolling out reverse mentoring, an initiative in which executives are paired with and mentored by colleagues. SMa is the first member of the Board of Directors to be a mentee.</p> <p>CH said that elements of the Workforce Strategy will continue to be implemented over the three-year period and she would be happy to come back to the CoG in 2020 to provide a further update.</p> <p>PH thanked CH and then invited SMa to provide an update on preparations for the Care Quality Commission (CQC) inspection.</p> <p>SMa said that the Trust had just completed a review of the 13 fundamental standards – standards below which care must never fall. This had identified a series of trends, themes and hot spots which are being actioned through the Trust-wide Governance meetings and which are to be discussed at a Trust Executive Meeting on Monday 28 October.</p> <p>SMa said that Ernst and Young had recently carried out a Well-Led assessment of the Trust to support it in its preparations for the next CQC inspection. A Board Seminar is being held on Thursday 12 September to discuss and review the Ernst and Young report, and to agree areas of focus for continuous improvement. The actions taken will help the Trust in its journey from ‘Good to Great’.</p> <p>DMG said that when he met with the CQC earlier in the year he invited them to attend the CoG December meeting. SMa said the inspectorate team had changed due to national changes to the CQC inspection regime. The Trust previously came under the hospitals inspection but community services have now moved to the new community and mental health inspection regime. SMa said that she was due to meet with the new inspector later this month to build the relationship and to provide an overview of services. RG asked if the new community and mental health regime will include primary and secondary mental health services, especially in relation to the Trust’s Time to Talk and Time to Talk Health services. SMa said she will get clarity from the new inspector when they meet and will feedback.</p> <p>Action: SMa to feedback to Governors following meeting with new CQC Inspector.</p>
<p>4.</p>	<p>Auditor Update – Annual Report, Accounts and Quality Report 2018-19</p>
	<p>PH introduced Simon Mathers (SMat), Senior Manager from Ernst and Young LLP (E&Y) to present this item.</p> <p>SMat said he had been external audit manager for the Trust over the last four years. SMat referred to the enclosed Annual Audit Letter to the Council of</p>

Governors for the year ended 31 March 2019 and said this summarised everything Ernst and Young had done in an easy to understand document. This includes: an opinion on the accounts, defined work in the Annual Report, Quality Report and Annual Governance Statement.

Page 3 of the document provides a high level summary. SMat said the Trust has a clean bill of health and the Trust should be pleased with the result.

SMat when on to describe how things had changed over the last four years. E&Y provided support for writing the Quality Report before the Trust became a Foundation Trust (FT). SMat said this year there was good early engagement on the Quality Report – it was well planned and communication was open. SMat then provided feedback on the process for the Annual Report. SMat said this was coordinated by one Trust employee – Paul Somerville (PS) – and he worked really well with the Auditor. PS sent a well-developed version early on which enabled good feedback. SMat said the Annual Report has everything it needs in it and this process should be repeated again.

SMat said that agency staffing was higher than planned however the financial statements are all sound.

SMat moved onto areas the Trust should think about going forward. SMat said the Trust will be close to its financial target. It should monitor its accruals and get agreement on balances/get arrangements right. The Trust should consider its asset valuation (plant and equipment) and matters charged to the income and expenditure account. The Brighton General Community Hub redevelopment is a key issue for the Trust going forward which gives valuation challenges and ultimately can affect the viability of the project.

SMat concluded by thanking everyone (including Non-Executive Directors (NEDs)) who worked on the Annual Report, Accounts and Quality Report. SMat said everyone talked early and the Trust was able to articulate clearly its position, which helped with the relationship.

DP gave his reflections as Chair of the Audit Committee which was part of the assurance process. The Audit Committee had reviewed external and internal audits, and worked in tandem with the Trust's Quality Improvement Committee and Resources Committee. The Audit Committee goes into the detail of the Annual Report, Accounts, Quality Report and external and internal audits. Recommendations/feedback do not come as a surprise. DP also gave assurance that the Board has also seen all reports and audits, and there is a defined process to ensure this happens.

MJ said that the year-end financial result was not a given and was hard fought and won. The culture is right within the organisation with a strong focus on sustainability. MJ thanked all staff across the Trust in collectively achieving this positive result.

MJ said that E&Y are the Trust's outgoing auditors following a thorough process with involvement from the Board and Council of Governors to appoint a new

auditor from the financial year 2019-20. MJ thanked SMat and the team at E&Y and in no way was the decision to change auditor a reflection of the work of Simon and the E&Y team.

PH then encouraged questions. RG asked “What is happening with IT and its impact.”

MJ announced a number of improvements planned through a larger capital investment programme. This has been possible due to the improved financial performance at the end of 2018-19, and the Trust having a larger cash balance as a result of achieving and surpassing its financial targets.

MJ said the implementation plan for the Digital Strategy is now being rolled out across the Trust.

He added that the Trust only owns Brighton General Hospital, Chailey Clinical Services and smaller properties in Brighton and was continuing to push NHS Property Services to improve many of the sites the Trust operates out of. MJ was pleased to announce that after lobbying hard with landlords the roof at Horsham Hospital is to be replaced and improvements are to be made at Yellow Wing at Crawley Hospital.

DC said that work had started on sequencing investment into IT equipment and that problems had been built up over time. An audit has been carried out across the Trust. Prioritisation metrics have been used and an implementation plan has been approved which prioritises staff who work with older IT equipment to get new equipment first. A communication plan has just been agreed and is due to be rolled out to all staff.

PH mentioned that DC had been out to see many services – DC confirmed that it currently stood at 43 services. PH commended DC for achieving this as he started the Trust at the end of May.

DMG said that Governors have a responsibility to oversee the Audit Committee and welcomed the Governor Development Day that the Trust had commissioned with NHS Providers, which is due to take place on Tuesday 5 November.

RP said he had a wider understanding of the rules set down by Government regarding NHS estates. RP said to be mindful of the rules around disposal of estates and to get the balance right – the selling off of estate versus the social good, especially in relation to pressure groups including Defend the NHS. RP said he appreciates and has an understanding of the constraints of NHS estates.

MO asked whether the Trust had a single measure that gives a holistic view of its performance i.e. the Quick Ratio. PH said this was quite challenging given the complexity of the Trust. SL said it was difficult to come down to one single figure and felt the Trust would do itself a dis-service. MJ said NHS Improvement (NHSI) use the weight-average cost unit for acute hospital trusts but because the Trust provides so many different services in the community, trying to develop a single metric would be misleading. DP added that there is no single metric however half

	<p>a dozen measures could give comfort to easily ascertain if the Trust is going in the wrong direction. DP said this was a good question and challenge from MO. PH said having agreement on the best quality measures would be very helpful.</p> <p>Action: Trust Board to discuss and agree best quality measures that can succinctly provide an overview of performance across the Trust.</p>
<p>5.</p>	<p>Update from Governors</p>
	<p>PH advised that DMG had been re-elected Public Governor for Arun following the recent nomination process. As no other nominations were received DMG is re-elected to serve a second three-year term. PH congratulated DMG.</p> <p>DMG said that Governors have been busy. He fed back following the Sussex Governors Network in June. Governors missed JN this year and her facilitation skills. Learning has been taken forward to improve this and DMG said he was attending a review meeting to aid improvement and to discuss items on the next agenda. The next meeting is planned to take place in the new year and all Governors will be invited to attend.</p> <p>PH said he and other NEDs had attended a number of service visits with Governors and encouraged Governors to feedback their experiences and reflections.</p> <p>GS said she was working with Trudy Ward (TW) to look to improve services for families with children who have complex needs. GS has a service visit planned at Chailey Clinical Services with TW and PH in October.</p> <p>ME said he attended a service visit at Crowborough Hospital with PH in August. ME said he found this both informative and productive. He said “The staff are brilliant. They were happy to meet me, where open and engaged.” ME said the visit helped him to understand what services the Trust provides.</p> <p>RN said he attended a service visit with the South Cissbury Local Community Network in Durrington with PH in July. RN said he was astonished with the level of commitment from staff and was very impressed. He felt fully informed. Despite all the deficiencies, staff live through that and make adjustments. Patients love and respect the staff. RN said staff are “unsung heroes.”</p> <p>JR said she attended a service visit with the East Grinstead Communities of Practice Team in Crawley Down with PH in July. JR said the team had problems with IT equipment which slowed down processes. The team also highlighted recruitment issues and that several members of the team who had gone on secondment. JR said the visit gave a different and helpful perspective.</p> <p>CL said that he is now volunteering with patients at the Stroke Ward at Princess Royal Hospital in Haywards Heath to provide a befriending service before patients go back home.</p> <p>PH said that the Governor Steering Group met in August and asked PS to circulate the minutes of this meeting to all Governors.</p>

	<p>Action: PS to circulate Governor Steering Group minutes to all Governors following the August meeting.</p> <p>DMG said the displays at the Community and Members' Open Day currently taking place were first class and said how impressed all Governors are. He reflected how community services have advanced in the last 10 years and how care and support has significantly changed – especially if you are a new mother/parents of a new child.</p> <p>SL said he was impressed to see several partners the Trust works closely with exhibiting today including St. Catherine's Hospice. SL gave his sincere thanks to all exhibitors.</p> <p>There was no other business discussed at the meeting.</p>
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Action List

	Meeting Date	Name	Action	Delivered By
1	11/09/19	SMa	Feedback to Governors following meeting with new CQC inspector.	End October 2019
2	11/09/19	Trust Board	To discuss and agree best quality measures that can succinctly provide an overview of performance across the Trust.	End December 2019
3	11/09/19	PS	To circulate Governor Steering Group minutes to all Governors following the August meeting.	ASAP