

Tameside and Glossop Integrated Care NHS Foundation Trust

Minutes of a meeting of the Board of Directors, held on Thursday, 29th March 2018 at 9.30am in the Board Room, Silver Springs House, Tameside General Hospital.

Present	Jane McCall	In the Chair
	Sallie Bridgen	Non-Executive Director
	Cathy Elliott	Non-Executive Director
	Karen James	Chief Executive
	Tracey McErlain-Burns	Interim Chief Nurse
	Peter Noble	Non-Executive Director
	Brendan Ryan	Medical Director
	Martyn Taylor	Non-Executive Director
	Claire Yarwood	Director of Finance
In attendance	Amanda Bromley	Director of Human Resources
	Steve Parsons	Trust Secretary

5 members of the public were in attendance.

258/17 Welcome and Apologies

The Chair welcomed colleagues to the meeting, including the members of the public attending to observe. She reminded colleagues that the Trust was now in the period of political sensitivity ('purdah') leading up to the election of members to Tameside Council.

Apologies for absence were received from Trish Cavanagh, Anne Dray and Pauline Jones.

259/17 Declarations of Interest

No Director declared an interest in the business expected to be considered by the Board.

260/17 Patient Story

Tracey McErlain-Burns introduced the patient story, noting that this month's 'moment of magic' was receiving a national certificate for the Trust's achievements in being innovative in reducing pressure ulcers.

The patient story was a presentation on the amplified patient voice, which brought together the experiences from over 5,000 separate pieces of feedback received during March 2018 (to date). Over 95% of the feedback had been positive; and the positive themes had been around the conduct of colleagues. These had included their helpfulness and support; and their care, friendliness and good communication with the patient and those supporting patients. The themes from the negative feedback had included waiting in the Emergency Department, which was perhaps not surprising given the time of year; and there were some underlying issues, some of which included a

perception of a lack of consistency in diagnosis.

It was very pleasing that colleagues were being described as excellent, and as going above and beyond to provide care to patients. However, it was notable that there were also a number of comments about colleagues being stretched; and also some comments about a lack of communication between doctors and nurses. Tracey McErlain-Burns felt that the interaction was actually good, but it might be perceived by patients as more challenging.

Tracey McErlain-Burns also took the opportunity to lay on the table some copies of the *Voice of the Child* strategy from Tameside MBC, noting that the back cover set out the expectations of the 'client group' of children following an exercise to let them set out their own expectations.

Jane McCall commented that it was very encouraging to see the themes that were coming through the feedback, and how the team was intending to address them. Sallie Bridgen welcomed the moment of magic, which had been really positive feedback.

The Board noted the patient story and the actions proposed to be taken as a result.

261/17 Minutes of the meeting held on 22nd February 2018

The minutes of the Board's public session held on 22nd February, 2018 were approved as an accurate record.

262/17 Matters Arising from the minutes

The Board noted the following from the Action Log-

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| 176/17 | The Chairman reported that the Council had approved the proposed change to the Board's Standing Orders at its meeting on Tuesday 27 th March. The Secretary noted that the next public formal meeting of the Board would be in May 2018.
Action completed. |
| 2015/17c | The Secretary advised that the paper for later consideration proposed that Emergency Planning would be allocated for oversight by the Audit Committee.
Action Completed. |
| 2017/17 | There had been a presentation on the electronic CAScard at the Quality and Governance Committee.
Action completed. |
| 241/17 | Minutes had been re-circulated
Action completed |
| 245/17 | Peter Noble advised that the conversation had started, but would probably need to continue to completion.
Date extended to May 2018. |
| 247/17 | Martyn Taylor advised that the Quality and Governance Committee would review the BAF risk re: nursing beds in care homes at the April meeting.
Date extended to May 2018. |
| 247/17 | The Secretary reported that all Committees had been asked to review how they judged the risk, and its objectivity, in the April round |

of meetings.

Report back re-dated to May 2018.

254/17 The GM background briefing had been circulated to Directors.
Action completed.

263/17 Chair's Report

Jane McCall presented the circulated report, and draw the Board's attention to the following points-

- a. She and Karen James had met, earlier in the week, with the Leader and Chief Executive of Tameside Council. It had been a very constructive meeting, including discussion of the Trust's place in the Local Health Economy and Greater Manchester; and also the financial position of the Local Health Economy.
- b. She had also attended the NHS Improvement dinner the previous evening, with the Chair and Chief Exec of NHS Improvement. The discussions had covered a number of subjects, including the intention for closer working between NHS Improvement and NHS England: and an acknowledgement of the financial challenges facing the provider sector. She had also received good feedback about this Trust, which was very encouraging.

The Board noted the report from the Chair.

264/17 Chief Executive's Report

Karen James presented her written report as circulated, and drew attention to the following points-

- a. The Strategic Commissioner had reached a decision on Urgent Care for the area, which included moving the walk-in provision from Ashton to the hospital site. The Trust would now be entering discussions with the CCG to facilitate the transfer, which was unlikely to be effective for several months.
- b. She was pleased to be able to advise that funding for Cyber-Security work had now been made available.
- c. National proposals for changes to pay arrangements under the *Agenda for Change* structures had been announced, and were now subject to consultation with staff through the Trade Unions. If agreed, they were expected to be implemented in the summer and back-dated to April 2018. HM Government had indicated that they would be meeting the additional costs of the settlement.
- d. Greater Manchester was currently suffering from pressure across the system from increased activity and flow pressures. Whilst this Trust had a better performance than the average across the system, there were knock-on effects in terms of diversion of patients to relieve pressures elsewhere.
- e. Greater Manchester had also been declared an 'age-friendly' region by the World Health Organisation, and had recently held a Green Summit.
- f. It had been very pleasing to welcome the manufacturers of the new digital x-ray machines that the Trust was installing, which would improve both diagnostics and the experience of patients
- g. There had also been a very positive meeting with the Chief Executive of Manchester Health Innovation, who had been impressed with the work being undertaken at the Trust.
- h. At the recent Chairs and Chief Executive's meeting of NHS Providers, it had been noted that 43% of provider Trusts were currently in deficit, and a key factor

was the failure of the urgent and emergency care tariffs to meet the costs incurred. It appeared likely that significantly less Trusts would be agreeing the offered Control Totals. The meeting had also discussed that capital funding was now being routed through Sustainability and Transformation Partnerships (Greater Manchester for this Trust): the new CQC inspection processes: and the continuing focus on culture and system leadership.

- i. It was very pleasing to report that Manchester University had referred to the support that the Trust gave to under-graduate placements as 'exceptional'; credit went to the tutors on the programme.
- j. Finally, Karen James referred to the challenges experienced with IT and phone systems over the course of the week. All systems were now running again, and the challenges had been managed as a major internal incident with a 'Silver Command' structure established. Whilst a de-briefing session was to be arranged, it was felt that the events had been managed effectively.

Jane McCall commented that it was very positive to see the feedback on the Trust's influence and impact. Picking up on the IT and phone issues, she stressed that the staff had worked fantastically to ensure the issues were resolved with minimum impact on patients. None the less, this was a serious incident in terms of impact and longevity. She had agreed with the Chair of the Audit Committee that the Committee would review the effectiveness of the business continuity plans; the capture of risk from these systems; and also the cause of the issue if it was possible to identify it, together with steps to prevent a recurrence in the future.

Brendan Ryan commented on the IT issues, noting that whilst the de-brief would be important the incident had involved some external scrutiny of systems from contractors, in deciding what they were responsible for and what the Trust had to address themselves. The feedback had been that the Trusts network complied with industry standards were configured appropriately, and that there was real expertise in the Trust's staff; both of which were encouraging. Peter Noble also referred to the incident, and felt the focus of the Audit Committee's review needed to be on the Business Continuity aspect, with the robustness of the systems. Karen James noted this suggestion, and that the Internal Auditors had reported significant assurance in their recent review of the Trusts business continuity arrangements.

The Chairman also advised the Board that, at the Council of Governors meeting held earlier in the week, a question had been raised (in the context of the Green Summit) about the Trust's use of plastic, particularly, single-use plastics. She had agreed to flag the question to the Board at this meeting. Claire Yarwood noted that there was an efficiency scheme in the 2018-19 programme related to waste management, which the query could be routed through; and the Finance and Performance Committee would then be able to exercise oversight. She also noted that the NHS obtained some clinical and efficiency benefits from single-use plastics, and so the approach might need to be suitably nuanced.

Martyn Taylor welcomed the feedback from Manchester University with respect to undergraduate training, which showed the progress that had been made over the previous few years. Brendan Ryan noted that the training was provided on an arrangement with Manchester FT, so the Trust was subject to inspection by both them and the University; and it was very positive to have this feedback.

Cathy Elliott also asked about the timetable for the walk-in centre to move to the hospital site. Karen James noted that there were discussions to be held with the CCG to work out the logistics and precise location on-site, together with how the move

should be structured; it was unlikely that the service would move before 2019.

The Board then noted the Chief Executive's report.

ACTIONS-

- a. Audit Committee to review the recent IT/ phones challenges, and report to Board by July 2018, focusing on-
 - i. Business Continuity
 - ii. Identification and capture of the risk and related mitigations;
 - iii. Identification of the root cause of the incident if possible, together with steps to prevent a recurrence in the future.
- b. Finance and Performance Committee to review single-use plastics use in the Trust (within oversight of TEP scheme) and report to Board by September 2018, for onward assurance to the Council of Governors.
- c. Tracey McErlain-Burns to review performance for period of IT challenges and identify if a drop in patient satisfaction occurred; and report to May 2018 Board.

265/17 Integrated Performance Report

On behalf of Trish Cavanagh, Karen James introduced the report and referred the Board to the following items-

- a. Cancer Waiting Times had achieved the national standards for the month. The Board's attention was drawn to the changes to the calculation methods for these standards starting in April 2018, and the implications were being looked at on a Greater Manchester basis.
- b. There had been challenges in meeting the 4-hour target for the Emergency Department, showing increasing attendances and also an increase in the acuity that patients were presenting. The latter tended to lead to increased length of stay. The Trust was seeing an improvement overall, which was due to the huge amount of work that colleagues were putting in to improve flow.
- c. Discharge summary performance had dropped off, but this had been expected in the context of moving to the electronic CAScard system. Improvement was expected to be seen in the figures for April 2018.
- d. 'Did-Not-Attend' (DNA) in Outpatients was not meeting the agreed trajectory for improvement, although there had been an improvement over the course of the year. Karen James noted that all of the clinic templates had been revised as part of the transition to electronic referral. It was anticipated that performance would improve over the coming few months as the new system settled in.
- e. Cancelled operation numbers had been affected by the national policy decisions over the winter, in terms of freedom to do so; but the impact had been less than in many organisations. Performance continued to be good compared to peers in Greater Manchester.

Cathy Elliott referred to the changed process for referrals, and enquired about progress. Karen James advised that some difficulties had been anticipated as the GP community had been reluctant to date to refer electronically; the Trust was working closely with GP's and there had been significant work to 'socialise' them to the new arrangements.. Cathy Elliott also noted the significant review of DNA undertaken at the Quality and Governance Committee, which had given assurance around the actions being taken to improve the situation.

Peter Noble shared the following reflections-

- The indicators were focused towards acute; and he welcomed the work being

taken to bring forward community-based indicators from June 2018;

- Short-term sickness seemed to be increasing, with a commensurate increase in cost. He anticipated the Workforce Committee reviewing this in detail;
- He felt that there were real questions about what was important for the Board to focus on in these metrics, accepting that some of the figures were set nationally;
- It was important that, whilst exception reporting understandably focused on the problems, the Board kept fully in mind the large amount of positive information that the report provided in terms of meeting and exceeding expectations.

Karen James noted that data quality from Community areas continued to be an area that required improvement prior to reporting those key indicators. The Trust was also effectively developing the indicators, as there were no nationally-standard indicators for these areas of work. The Chair noted that she was looking to ensure appropriate Non-Executive Director engagement with the development process, and this would be the subject of a seminar discussion prior to their introduction.

Jane McCall welcomed the formal trajectories that were set out in the report; she felt that all of the metrics reported should be supported by information on performance against trajectories for improvement. She also suggested that external benchmarks for performance metrics should be provided on the report where they are available.

Amanda Bromley referred to the exception report on staff absences. She noted that the position on long-term absences was continuing to improve. Short-term illness however had increased compared with the data for the previous year and was largely driven by winter illnesses, and the need for some colleagues to take additional days to ensure compliance with infection control requirements. The key process was the effective use by local management of the return-to-work procedure. Sallie Bridgen noted that the Quality and Governance Committee had previously considered a detailed report on staff sickness. It was noted that the further consideration would in future be given at the Workforce Committee.

The Board noted the Integrated Performance Report.

ACTIONS-

- a. Workforce Committee to review sickness performance;
- b. Secretary to schedule seminar discussion on developing Community indicators by or before June 2018.

266/17 Safe Staffing Report

Tracey McErlain-Burns presented the circulated report, and drew attention to the following points-

- a. The performance for Care Hours per Patient Day (CHpPD) remained at 6.9, largely reflecting that the winter escalation facilities continued in operation during March 2018. She noted that these facilities were expected to close in the next 7 to 10 days, which would have a positive effect on the CHpPD figure.
- b. Further conversations had been undertaken with non-ward-based nurses, with a view to them undertaking regular shifts on wards; it was positive that many were picking up bank shifts over the holiday period, although more positive engagement with regular shift patterns was being pursued. She also advised that, whilst some circumstances meant that individuals were not able to move to regular shifts immediately, there was relatively little active resistance to the idea

and all colleagues would be expected to have moved within the next 6 to 9 months.

- c. A review was also being undertaken of the safe staffing reporting across other providers, to see if there were lessons that could be learnt and to ensure consistency in reporting. Currently, the Trust did not appear to have a particularly unique set of factors that affected its position.

Jane McCall queried whether non-ward-based staff were being paid extra for undertaking the bank shifts over the holiday period. Tracey McErlain-Burns confirmed that these were shifts put onto the bank and would have needed to be paid for in any event, as they were additional to the regular 'day-job' hours. Brendan Ryan noted that the Board needed to be aware of the potential impact on the 'day job' of requiring some hours to be on ward-based work, given that resources were already stretched. This included potential impact on the effective management of services.

Jane McCall commented that the current position showed significant variation, but was improving. The Board would be looking for the actions taken by management to have early impact and drive quick improvement. Claire Yarwood reminded the Board that, whilst she was supportive of the work being undertaken, it was important also to have in mind the financial impacts given the relative lack of resource available to the Trust. The Board would need to balance the quality impacts against the financial implications.

The Board then-

- a. Noted the Safe Staffing Report in respect of February 2018;
- b. Endorsed the actions set out to-
 - i. recruit to vacancies;
 - ii. retain existing colleagues and contribute to their development;
 - iii. manage and reduce sickness absence;
 - iv. maximise the contribution of non-ward-based nurses and midwives.

267/17 Board Assurance Framework and Significant Risks Report

Karen James presented the report, noting the following changes since the previous month-

- a. The risk rating for risk CR4439 (related to skilled staff in A&E) had been reduced;
- b. The removal of risk AF1.6 (staff focus on dignity and relevant behaviours) had been requested by the Chief Nurse, as it was effectively covered in other risks. The Board agreed to this request.

Jane McCall noted that, following the events of the week, the Board would require that the risks related to IT provision were reviewed to ensure that they continued to capture all of the relevant risk; and this was part of the work the Audit Committee would undertake.

Cathy Elliott enquired whether the risk related to safeguarding was complete given that there appeared to be a 'gap' in reporting in this area, with no information on the integrated performance dashboard. Tracey McErlain-Burns confirmed that work was in place to ensure that appropriate reporting of safeguarding events was provided, so that the Board could judge the level of available assurance.

The Board then-

- a. Noted the Board Assurance Framework and Significant Risks report;
- b. Agreed to discharge risk AF1.6 from the Board Assurance Framework;
- c. Noted that the Audit Committee would be reviewing IT risks in light of the week's events.

ACTIONS-

- a. Retire risk AF1.6 from the Board Assurance Framework, with immediate effect;
- b. Audit Committee's review of recent IT issues to include the risks related to IT provision (see also minute 264/17 above)

268/17 Report from the Quality and Governance Committee

Martyn Taylor presented the written report as circulated in the papers, and noted the following points-

- a. The Committee had received a presentation on the Trust's safeguarding provision for vulnerable adults. This had shown both good performance, and assurance that the Trust recognised and had plans in place to address areas for improvement.
- b. The Committee had endorsed the work being undertaken in respect of safe staffing development. It was also assured that the Trust was on track to remain under the agency 'cap' set by NHS Improvement, and would continue to monitor this closely. The Committee had noted that the level of the cap would reduce in 2018-2019.
- c. Martyn Taylor referred to the night walk-about that he had undertaken with Tracey McErlain-Burns. This had given great assurance about the activity during those hours, and also identified areas for improvement that management were looking at. He encouraged all of his Non-Executive colleagues to participate in these events for triangulation.
- d. The Committee had agreed that it would undertake a 'deep dive' review of the Trust's performance on still-births, given the national focus, and on the plans to improve performance.

Jane McCall welcomed the assurance that the Committee was able to report to the Board, particularly regarding the walk-around. It was agreed that Tracey McErlain-Burns should circulate the dates of future walk-about opportunities to colleagues.

The Board then noted the report from the Quality and Governance Committee.

ACTIONS-

- a. Tracey McErlain-Burns to circulate Directors with dates for walk-about opportunities.

269/17 Finance Report, Month 11 (April 2017 to February 2018)

Claire Yarwood presented the circulated report, noting the following points-

- a. Overall, it was expected that the Trust would meet the agreed financial plan by the year-end at the 31st March, 2018. Increasing patient acuity was causing challenges in a financial sense, and the Board would wish to know that the additional £725,000 from NHS Improvement to support 'winter pressures' had been fully committed.
- b. The Trust was also expected to meet the efficiency scheme (TEP) target by the

- end of the year.
- c. Given the demands being seen, the funding position for A&E services was particularly tight, but good work had been undertaken to ensure that it was controlled.
 - d. As the Board would be aware, the capital programme had been back-loaded in the year, which meant that some schemes had needed to be switched between years. However, there was confidence that all of the capital funds would be committed during the year.
 - e. The cash position continued to be acceptable, and appropriate provision had been made for the final payment run of the year.

Peter Noble noted that it would be a good performance to meet the financial plan for the year, and colleagues were to be congratulated on their efforts. Sallie Bridgen noted that the Board needed to be clear as to the extra challenges into 2018-19 that could arise through under-achievement of recurrent TEP targets. Claire Yarwood noted that the process of setting targets for 2018-19 had taken these extra pressures into account.

Jane McCall enquired whether there was a TEP scheme in relation to clinical costs from secondary CCG's that were not providing as much work to the Trust. Claire Yarwood confirmed that these were in place regarding variable costs, and noted that it would shortly be necessary to look at the fixed costs as a result of these changes as well. Jane McCall also expressed concern at the high level of bank and agency spend. Claire Yarwood noted that the financial planning indicated that this should fall significantly in 2018-19, but the Board should note that achievement would require significant improvements in other areas of work.

The Board noted the finance report for the period to the end of February 2018.

270/17 NHS Annual Staff Survey 2017

Amanda Bromley introduced the paper, which detailed the results of the annual survey for 2017 together with the action plan being put in place. She drew attention to the following points-

- a. The results are extremely positive with 21 of the 32 areas classed as better than average when compared to other Combined Acute and Community Trusts, 10 areas are classed as average and only 1 areas are worse than average.
- b. Whilst the Trust had seen a slight drop in some responses, it was reported that the Trust engagement score of 3.89% was the highest of the 6 Combined Acute and Community Trusts in Greater Manchester, and second highest overall in Greater Manchester.
- c. As set out in the paper, there were areas for improvement; and arrangements were being made for actions to be taken to achieve that improvement.
- d. The Board's attention was also drawn to the information on the Workforce Race Equality Standard (WRES) within the paper, and the actions being proposed to address the issues raised.
- e. Attention was also drawn, in particular, to the support being put in place for mental health issues amongst colleagues. This was also relevant in respect of the recent Government move to support mental health in the workplace, particularly in public sector workplaces.
- f. In terms of next steps the results have been shared with the Divisional teams who would also be collating action plans to address specialty specific actions and there would be oversight of progress through the Workforce Committee.

Jane McCall welcomed the succinct report and the positive responses received, but

noted that there were some worrying themes that showed up. These included violence and aggression & bullying of colleagues; and ensuring equality as a wider issue. The Board would wish to be assured that action was being taken to address both of these areas.

Sallie Bridgen was concerned about what the survey showed in the areas of equality and diversity, and by the level of harassment & bullying reported within the survey results. She suggested that this should be picked up with the Freedom to Speak Up Guardian. Amanda Bromley confirmed that the results have been shared with the Guardian and he was working with the HR Team on the action plan. Amanda Bromley also noted that these themes had already been picked up through the incident reporting system, and triangulation with sickness and turnover was already underway.

Sallie Bridgen felt that this was not just about tackling discrimination, but also about having appropriate respect for colleagues and thereby increasing productivity. Amanda Bromley advised that work to understand these areas was now on the agenda.

Martyn Taylor welcomed the positive results, and also that there was an action plan in place that the Board could consider and assess assurance against. He felt it would be useful to have regular Board updates; and that a review of the incidents reported would assist in assessing the cultural change that could be necessary. Amanda Bromley noted that the Staff 'Friends and Family' results provided a regular check on staff morale, and were also supported by the two related questions in the national survey. More detailed information would be included in the quarterly report to the Board on Human Resources matters, which would also include information on progress against the action plan.

Peter Noble felt it was worrying that one in three colleagues had reported bullying or harassment through the survey, and suggested that consideration was given to providing a 24-hour 'hotline' to report such incidents. Amanda Bromley noted the availability of the *Freedom to Speak Up* Guardian to staff experiencing such behaviours, and that this was a main reason why the system had been put in place nationally. To date, the matters raised with the Guardian had not had bullying and harassment as particularly prominent. Martyn Taylor noted that there could be an impact for the role of the Guardian, and it was also important to recognise that some staff may not wish to pursue issues. However, it was important that there are avenues for staff to raise this issue.

The Board requested that the Workforce Committee looked into this more closely; and also that Martyn Taylor, as the Lead NED for the Freedom to Speak up Guardian, discuss with him any relevant themes emerging. The Board also confirmed that it was supportive of having a route independent of the Trust, immediately available at all times, for addressing any of these issues when they arose.

Cathy Elliott enquired whether management had any view on the survey's reported finding indicating that the quality of training was reducing. Amanda Bromley advised that she did not currently regard this as a major area of concern, although the staff perception might have changed with the move to largely providing training through e-learning. Cathy Elliott also enquired regarding the feedback on the lack of confidence regarding incident reporting. Amanda Bromley advised that this was being looked into with the Governance team, but was thought to relate to challenges in ensuring those who raised incidents got effective feedback. Focus groups to fully understand the concerns were being set up, and actions would be agreed following these.

The Board then-

- a. Noted the outcomes of the NHS Annual Staff Survey 2017;
- b. Agreed the action plan as set out in the paper;
- c. Asked that the regular HR Report include feedback on the Staff Survey action plan;
- d. Asked the Workforce Committee to look more closely into the issues raised by the responses to the questions related to equality and diversity;
- e. Asked the Workforce Committee to look more closely into the issues raised regarding bullying and harassment;
- f. Asked Martyn Taylor, as the lead NED for the Freedom to Speak Up Guardian, to discuss with him themes emerging and to ensure these feature in his Board Report due in May

ACTIONS-

- a. Director of HR to include updates on the progress of the Staff Survey action Plan in the quarterly HR update reports to the Board.
- b. Workforce Committee to review issues from survey responses related to-
 - i. Equality and Diversity
 - ii. Bullying and Harassment
- c. Martyn Taylor to discuss feedback received by the Freedom to Speak Up Guardian and to ensure inclusion within the Freedom to Speak up Guardian Board report;

271/17 Report from the Finance and Performance Committee

Sallie Bridgen referred the Board to the circulated written report, and drew attention to the following particular points-

- The last meeting of the Financial Recovery Board had been held in the month. The Committee would be having a 'lessons learned' review in April.
- Work was being undertaken to enable better performance reporting at the appropriate level. The Committee was keen to see this coming into effect, and would continue to be pushing for progress.
- In connection with that item, the Committee had discussed the context and contents of the performance indicators that it received. It was particularly looking to have indicators that would enable it to judge progress of transformation, which was vital to the Trust going forward.
- The Committee had reviewed the Patient-Level Costing (PLiCS) arrangements, which had given confidence. It was particularly pleasing that the Trust was an early adopter for the arrangements, which would be compulsory for all providers in 2019.

Jane McCall enquired whether the Committee had received positive assurance that the PLiCS process had appropriate engagement with clinical leadership. Brendan Ryan advised that this was seen as work covering all teams rather than for the Finance team; this was a similar approach as was adopted in terms of delivering the TEP schemes. It was a helpful approach in terms of delivery of both quality and finance. Tracey McErlain-Burns confirmed that this included not only medical and nursing colleagues, but also Advanced Healthcare Practitioners in the discussions.

Cathy Elliott enquired about staff involvement in the work of the Committee. Sallie Bridgen and Martyn Taylor noted that, in particular, the Financial Recovery Board had been supported by staff attendance, which had given great assurance and shown real enthusiasm. This was welcomed by the Board.

The report from the Finance and Performance Committee was noted.

272/17 Terms of Reference for Board Committees

The Secretary presented the circulated paper and the appended drafts of Terms of Reference, for consideration. The Chair took the opportunity to comment that the drafts produced a level of consistency in approach across the various Committees. She also noted that the timings had meant that the individual Committees had not reviewed the drafts, and this was something that should be undertaken during the April round of meetings.

The Secretary outlined the main changes in the proposals, noting that the Board had previously asked the Executive team to review the allocation of oversight functions between the various Committees, on the assumption that a Workforce Committee was formed. The paper set out the Executive's recommendations for allocation, which flowed through into the detailed Terms of Reference.

The Secretary also advised that the Chair of the Charitable Funds Committee had suggested some significant changes to the Terms of Reference for that Committee. In the circumstances, he sought leave to withdraw that proposal; and leave was granted by the Board.

The Board then-

- a. Agreed to the proposed Terms of Reference from 1st April 2018, as appended to the paper, for-
 - i. Audit Committee;
 - ii. Finance and Performance Committee;
 - iii. Nomination and Remuneration Committee;
 - iv. Quality and Governance Committee.
- b. Agreed to constitute a Workforce Committee from 1st April 2018, with the Terms of Reference appended to the paper.
- c. Appointed Peter Noble (Chair), Cathy Elliott and Sallie Bridgen to be the Non-Executive Director members of the Workforce Committee.
- d. Asked all Board Committees to review their Terms of Reference during the April round of meetings, and report any proposed changes to the May 2018 meeting of the Board for consideration.

ACTIONS-

- a. Secretary to circulate revised Terms of Reference to Committee Secretaries, immediately.
- b. All Board Committees to review the revised Terms of Reference in their April meetings, and report any proposed changes to the Board in May 2018.

273/17 Constitutional Change- Standing Orders of the Board of Directors

The Secretary introduced the proposal, noting that it had been considered and approved with the statutory majority at Council's meeting earlier in the week. The proposals were the result of a complete review of the Standing Orders set out in Appendix 8 to the Trust Constitution, with the aim of ensuring that they were easier to understand and to use. The draft had been considered by the Audit Committee as part of their review of control systems, and was recommended by the Committee for approval.

Claire Yarwood welcomed the proposals, which she felt made the Standing Orders much clearer and easier to use. Cathy Elliott mentioned the importance of having gender-neutral language, and noted a use of male gender in SO 6.2. The Secretary acknowledged that this was an error. However, if the Board wished to change it, it would be necessary to seek Council's further agreement to the change which would delay implementation until after the Council's meeting in July 2018. The Board agreed in principle that gender-neutral language should be used in documents, and would pick up this correction in the future.

A majority of the Directors in office concurring, the Board then agreed to adopt the proposed new Board Standing Orders as a Constitutional amendment.

ACTIONS-

- a. The Secretary to submit a re-print of the Constitution with the changed provisions, as required by the NHS Improvement Provider Licence, by 25th April 2018.
- b. The Secretary to provide confirmation to the Internal Auditors of the agreement of the change, as a change in internal control documentation, as soon as possible.
- c. The Secretary to confirm to Directors and relevant staff colleagues dates for formal Board meetings and seminars (with the move to 2-monthly Board meetings), by Friday 7th April 2018.

274/17 Minutes of Committee meetings

The Board noted the minutes of the following meetings-

- a. Finance and Performance Committee, 15th February 2018;
- b. Draft minutes of Quality and Governance Committee, 1st March 2018.

275/17 Motion for Private Session

The Chair moved, and it was *Resolved*, That members of the public be excluded from the remainder of the meeting, owing to the confidential nature of the business to be transacted; related to individual members of staff and the commercial affairs of the Trust.

Members of the press and the public accordingly withdrew.