

## AGENDA FOR THE ANNUAL MEETING OF THE COUNCIL OF GOVERNORS/ANNUAL MEMBERS MEETING

**Tuesday 25 September 2012**

**17:30 – 19:00**

**Winchester Guildhall, The Broadway, Winchester, SO23 9GH**

<b>Time</b>	<b>Item</b>	<b>Subject</b>	<b>Lead</b>	<b>Format</b>
<b>Opening Administration</b>				
17:30	1	Apologies for Absence		Verbal
	2	Chair's Welcome and Meeting Protocol	Chairman	Verbal
	3	Minutes of Last Meeting (04.10.11)	Chairman	Paper
	4	Matters Arising	Chairman	Verbal
	5	Declarations of Governor Eligibility to Vote	Chairman	Verbal
	6	Declarations of Governor Interests	Chairman	Verbal
<b>Main Meeting</b>				
17:40	7	Chief Executive's Review of the Year	Chief Executive	Presentation
	8	Annual Report and Accounts 2011/12	Chief Financial Officer / PriceWaterhouseCooper	Paper
	9	Report on the Council of Governors and Membership Activities 2011/12	Chairman / Lead Governor	Paper
<b>Questions</b>				
18.30	10	Questions from the Public	Public	Verbal
<b>Any Other Business</b>				
18:50	11	Any Other Business	All	Verbal
19:00	12	Close		
<b><i>Refreshments and opportunity to meet with Trust Board Members and Council of Governors informally</i></b>				

**Draft//MINUTES**

of a meeting of the Annual Members Meeting / Council of Governors  
held on 4<sup>th</sup> October 2011 at Central Hall, St Mary's Southampton


**Present:**

<p><b>Non Executive Directors</b> Carol Bode (Chair) Pamela Charlwood Jim Park Fred Mehta Mike Petter Trevor Spires</p>	<p><b>Executive Directors</b> Katrina Percy David Robertson Sandra Grant Sue Harriman Lorraine Foley Jessamy Baird Dr Huw Stone Jane Elderfield</p>
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**In Attendance:**

Sue Clark (Minutes)  
Members of the Public and Governors (Appendix 1)  
Mr Greg Rubins Pricewaterhouse Cooper  
Anne Belasco Lead Governor

**Apologies:** Steve Cuthill, Non Executive Director and Jackie Stevens, Interim Trust Board Secretary

Item	Minute	Action
	<p>The embedded presentation was presented at the Annual Members meeting (see below):</p>  <p>Full presentation.ppt</p> <p>The Annual Report and Accounts 2010/2011 and Business Plan were distributed to members present.</p>	
<p><b>1.</b></p> <p><b>1.1</b></p> <p><b>1.2</b></p> <p><b>1.3</b></p>	<p><b><u>Chair Introduction:</u></b></p> <p>The Chair opened the meeting and welcomed everyone present and explained the purpose of the meeting. She introduced the Board members and Governors.</p> <p>Apologies were received from Mr Steve Cuthill, Non Executive Director, Ms Jackie Stevens, Interim Trust Board Secretary and those Governors who were unable to attend, see appendix 1.</p> <p>The Chair described the national and local picture for the NHS and in particular the new merger between Hampshire Partnership NHS Foundation Trust and Hampshire Community Health Care.</p>	

<b>2.</b>	<b><u>Minutes of Previous Meeting held on 15<sup>th</sup> September 2010</u></b>	
<b>2.1</b>	The Chair proposed the minutes of the previous meeting to be an accurate record of the Annual General Meeting held on 15 September 2010. <b>IT WAS RESOLVED</b> that the minutes be approved and signed by the Chair as a true and fair reflection of the proceedings of the meeting.	
<b>3.</b>	<b><u>Chair's Presentation</u></b>	
<b>3.1</b>	The Chair presented: <ul style="list-style-type: none"> <li>i) An overview of national, regional and local context.</li> <li>ii) Changes within the Council of Governors Membership Strategy developments and forward planning</li> <li>iii) Trust Board changes during the period of April 2010 to March 2011 and expressed her thanks to Mr Mike Smith, Non Executive Director, Mr Andy Clapper Executive Director and Ms Letsie Tilley Executive Director who resigned during this period of time. The Chair welcomed Ms Katrina Percy Chief Executive and the new members of the Board.</li> <li>iv) Trust Board meetings, the Chair explained that the Board has taken the decision to hold six Trust Board meetings in public. These dates will be announced on the Trust web site.</li> </ul>	
<b>4.</b>	<b><u>Chief Executive's Report</u></b>	
<b>4.1</b>	The Chief Executive, Ms Katrina Percy presented: <ul style="list-style-type: none"> <li>i) An overview of the Trust, looking back at 2010/2011, the new organisation and looking forward to the year ahead.</li> <li>ii) Our values: <ul style="list-style-type: none"> <li>◆ Person and Patient Centred</li> <li>◆ Valuing Achievement</li> <li>◆ Driving Innovation</li> <li>◆ Delivering Value</li> <li>◆ Forging Relationships</li> <li>◆ Releasing Ambition</li> </ul> </li> <li>iii) Southern Health's aim is to improve the health, wellbeing and independence of the population we serve.</li> <li>iv) Going forward the Trust will continue to work to ensure our integration benefits patients. The Trust will spend money wisely to benefit patients, invest in our staff and be accountable to patients, carers, our staff and the public via Foundation Trust membership.</li> </ul>	
<b>5.</b>	<b><u>Annual Report and Accounts</u></b>	
<b>5.1</b>	Mr David Robertson, Director of Finance and Corporate Services, provided an overview of the 2010/2011 Annual Report and Accounts highlighting: <ul style="list-style-type: none"> <li>i) The Annual Governance Statement which has replaced the Statement on Internal Control</li> <li>ii) Key Performance Targets – Monitor's Financial Risk Rating</li> <li>iii) Where our income came from during 2010/11.</li> <li>iv) How we spent out revenue money and Capital money</li> </ul>	

	<ul style="list-style-type: none"> <li>v) Financial plans going forward</li> <li>vi) Operational Performance 2010/2011</li> <li>vii) Operational Performance measures 2011/2012</li> </ul> <p><b>5.2</b> The Trust achieved a risk rating of 4 (“No Regulatory Concerns”) at the end of the financial year – a stronger position than planned.</p> <p><b>5.3</b> <b>IT WAS RESOLVED</b> to receive the annual report and accounts for 2010/2011</p>	
<p><b>6.</b></p> <p><b>6.1</b></p>	<p><b><u>External Audit Briefing</u></b></p> <p>Mr Greg Rubins from Pricewaterhouse Coopers presented an overview of:</p> <ul style="list-style-type: none"> <li>i) Audit Code for NHS Foundation Trusts</li> <li>ii) Role of the external auditor</li> <li>iii) Role of the Council of Governors and Audit Committee</li> <li>iv) Audit reporting for 2010/2011 and reported that Pricewaterhouse Coopers have issued an <b>unqualified audit opinion</b> on the financial statements for 2010/2011 and did not identify any issues to suggest that the requirements of the Audit Code had not been met and therefore issued an <b>unqualified audit certificate</b>.</li> <li>v) Additional audit work in 2010/2011</li> <li>vi) Looking forward Mr Rubins discussed the financial challenges in the NHS in general and for mental health Trusts and the role the auditors will have to play in assessing ‘going concerns’.</li> </ul>	
<p><b>7.</b></p> <p><b>7.1</b></p> <p><b>7.2</b></p>	<p><b><u>Governors Report to Members</u></b></p> <p>Ms Anne Belasco, Lead Governor, on behalf of the Council of Governors presented and overview of:</p> <ul style="list-style-type: none"> <li>i) Governors role and responsibilities</li> <li>ii) Governor’s Activities</li> </ul> <p>Ms Anne Belasco provided an overview of:</p> <ul style="list-style-type: none"> <li>i) Changes of bringing together Hampshire Partnership NHS Foundation Trust and Hampshire Community Health Care.</li> <li>ii) Recruitment process for the Chair and Non Executive Directors.</li> <li>iii) Public constituency meetings and welcomed all to attend future meetings.</li> </ul>	
<p><b>8.</b></p> <p><b>8.1</b></p> <p><b>8.2</b></p>	<p><b><u>Question and Answer Session</u></b></p> <p>There followed a number of questions raised by attendees. The Chair, Chief Executive and fellow directors provided answers and guidance in relation to those matters raised and agreed to action any matters which remained outstanding. See Appendix 2 to these minutes.</p> <p>Attendees were encouraged by the Chair, to remain at the end of the meeting to pursue further questions and discussions they may have.</p>	

<b>9.</b>  <b>9.1</b>	<b><u>Details of Next Meeting</u></b>  The meeting was informed that the next Annual General Meeting is anticipated to take place during September 2012 and those details, when finalised, would be available on the Trust website.	
<b>10.</b>  <b>10.1</b>	<b><u>Closing</u></b>  There being no further business, the Chair thanked everyone for attending the meeting and then the meeting was closed.	

*Signed by the Chair*

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**APPENDIX 1**

**Attendance (members of the Public and Governors):**

Mr Reginald Pelle  
Mr Shirley Getwright-John  
Mr Jonathan Montgomery  
S Wood  
Ms Angie White  
Mr Ian Bennett  
Ms Lorraine Miller  
Ms Audrey Howe  
Mr Simon Whipper  
Mr Bob Blackman  
Mr Mike Gretton  
Ms Val Wood  
Ms Nina Ashbolt  
Cllr Peter Edgar  
Ms Gilda Newsham  
Ms Bridget Brook  
Ms Debbie Wilsher  
Ms Deborah Smith  
Mr Nick Wilson  
Ms Helen Keats  
Mr Tom Morton  
Ms Janet Chierchia

Ms Sue Gibson  
J Ellis  
Ms Bridget Brook  
Ms Pauline Quan-Arrow  
Ms Caroline Ford  
Ms Carole Binns  
Mr George Howe  
Mr Steve Bleakley  
Mr Keith Mans  
Ms Beatrix Drury  
Ms Josephine Smith  
J Cookson  
Mr Paul Lawyer  
Ms Janet Best  
Ms Sandy Whittaker  
Mr David Adey  
Ms Susie Scorer  
Mr Andrew Jackman  
Ms Val Howard  
Ms Nonye Ibekwe  
Ms Liz Hall  
Mr Robert Harrison

**Apologies received:**

Mr John Woodward  
Mr Phillip Branigan  
Ms Amber Reed  
Ms Sue Spencer  
Mr James Arbuthnot  
Ms Helen Mackenzie  
Ms Elena Pereira-Haynes  
Ms Penny Mordaunt

Mr Royston Weyman  
Mr Dave Cubbon  
Mrs Short  
Ms Maureen Queen  
Mr Chris Huhne  
Ms Gill Watkin  
Mr Terry Bull  
Dr Alan Whitehead

## APPENDIX 2

### Questions and Responses

**1. Question received in advance of the meeting:- Can you define what actually is mental illness?**

Dr Stone responded that there is a number of definitions of mental health: state of well being, cognitive or emotional well being. It is important to focus on individual strengths to ensure recovery is as complete as possible.

**2. In relation to the amount of money on satisfying Monitor / CQC and other targets, has the Trust got to meet the same percentage as other external organisations?**

Mr Robertson responded within a large organisation such as Southern Health Trust the percentage is small; this is the line with being a Foundation Trust and giving exceptional reporting to Monitor.

**3. The amount of money spend on redundancy and consultancy cost?**

Ms Grant responded that the Trust tries to minimise the amount spent on redundancy packages. Current scheme available to staff is Mutually Agreed Redundancy Scheme (MARS) which some staff are taking up. The MARS scheme has been successful in other organisations in the county.

Ms Percy responded to the consultancy cost, stating we do use consultancy agencies which gives support to some areas within the organisation. The Trust minimise consultancy usage using in-house expertise where appropriate.

**4. Cut backs in Community Mental Health Teams**

Ms Elderfield offered to speak with the questioner at the end of the meeting.

**5. Accuracy of Data Recording**

Dr Stone responded that at assessment of a patient we undertake to ensure the information is correct, if there are any concerns regarding the information this can be discussed with the appropriate staff member. Any complaints received regarding notes/information will be investigated by the Trust.

**6. A number of questions arose regarding the Adult Mental Health Consultation document**

Ms Elderfield and Ms Lesley Stevens offered to address any concerns at the end of the meeting.

Ms Elderfield reported that public consultations are happening around the patch, the dates of these meetings and venues have been advertised.

**7. Board meeting being open to the Public**

The Chair reported that Trust Board has agreed to hold six Board meetings with members of the public present. Dates and venues will be available on the Trust website along with the Agenda and reports. These meeting will give the public an opportunity to observe the Board in action.

**8. Election of Governors Process**

The Chair responded that the Governor's Effectiveness Evaluation will be repeated.

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## Report on the Council of Governors and Membership Activities 2011/12

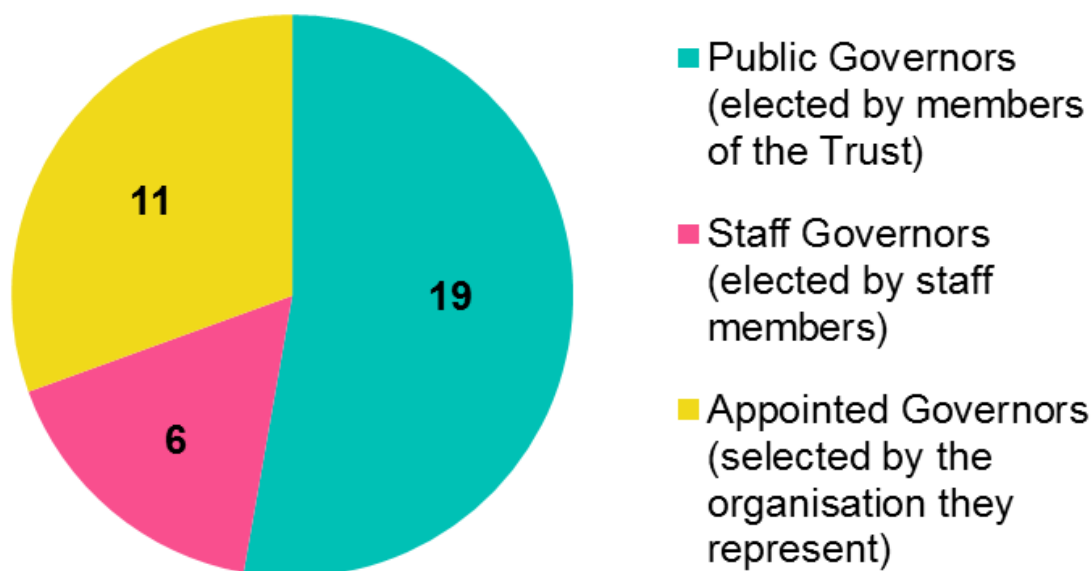
### Introduction

Southern Health NHS Foundation Trust was authorised as a Foundation Trust on 1 April 2009 and changed its name to Southern Health NHS Foundation Trust when Hampshire Partnership NHS Foundation Trust (HPFT) acquired Hampshire Community Health Care (HCHC) on 1 April 2011.

The Trust's Council of Governors plays an essential role in the governance of the Trust, providing a forum through which the Board of Directors is accountable to the local community. This report sets out the activities of the Council of Governors during 2011/12, and also highlights membership recruitment and engagement work undertaken in year.





### Composition of the Council of Governors

In 2011/12 the Council of Governors was made up as follows:







During 2011/12 elections were held for the following positions:

Public Governors

-  Hampshire Boundaries (1 vacancy)
-  North Hampshire (2 vacancies)
-  Southampton (1 vacancy)
-  South West Hampshire (1 vacancy)

Staff Governors

-  North Hampshire (2 vacancies)
-  Southampton (1 vacancy)
-  South East Hampshire (1 vacancy)
-  South West Hampshire (2 vacancies)

## Meetings of the Council of Governors

During 2011/12 four meetings of the Council were held; all of these were in public. The Trust's 2010/11 Annual Report and Accounts were presented at the October 2012 meeting. The following table shows attendance at these meetings:

✓ = Yes ✗ = No – = Not in post  <b>Name</b>	<b>Constituency</b>	<b>Date of meeting</b>			
		<b>28/04/2011</b>	<b>04/10/2011</b>	<b>27/10/2011</b>	<b>30/01/2012</b>
<b>Public Governors</b>					
David Adey (resigned 25 October 2011)	South East	✗	✓	–	–
Anne Belasco	South West	✓	✓	✗	✓
Janet Best	South West	✓	✓	✓	✓
Robert Blackman	South East	✓	✓	✓	✓
Philip Branigan	North Hampshire	✗	✗	✓	✓
Bridget Brook (from 25 July 2011)	South West	–	✓	✗	✓
Roger Doust (term ended 24 July 2011)	North	✓	–	–	–
Val Howard (from 25 July 2011)	North Hampshire	–	✓	✓	✓
Andrew Jackman (from 25 July 2011)	Southampton	–	✓	✓	✓

✓ = Yes ✗ = No – = Not in post  <b>Name</b>	<b>Constituency</b>	<b>Date of meeting</b>			
		<b>28/04/2011</b>	<b>04/10/2011</b>	<b>27/10/2011</b>	<b>30/01/2012</b>
<b>Public Governors (Continued)</b>					
Alan Jackson (term ended 24 July 2011)	Southampton	✗	–	–	–
Helen Keats (from 25 July 2011)	Hampshire Boundaries	–	✓	✓	✓
Gilda Newsham	South West	✓	✓	✓	✓
Geoff Older	North Hampshire	✗	✗	✓	✓
Susie Scorer	Southampton	✓	✓	✓	✓
Susan Smith	North Hampshire	✓	✗	✗	✓
Deborah Smith	Southampton	✗	✓	✗	✓
Royston Weyman	Southampton	✗	✗	✗	✓
Sandy Whittaker	South West	✓	✓	✓	✓
Debbie Wilsher	South East	✓	✓	✓	✗
Nicholas Wilson (from 25 July 2011)	North Hampshire	–	✓	✓	✓
John Woodward	South East	✓	✗	✗	✓
<i>Vacancy (since 26 October 2011)</i>	South East	–	–	–	–
<b>Staff Governors</b>					
Dave Cubbon	Southampton (from 25 July 2011) (Social Care to 24 July 2011)	✓	✗	✗	✗
Heath Gunn	South West (from 25 July 2011) (Corporate to 24 July 2011)	✓	✗	✓	✗
Nonye Ibekwe	South East (from 25 July 2011) (Specialised Services to 24 July 2011)	✓	✓	✗	✗
Fran Lloyd (term ended 24 July 2011)	Learning Disabilities	✗	–	–	–
Dr Guy Powell	South West (from 25 July 2011) Adult Mental Health (to 24 July 2011)	✓	✗	✗	✓
<i>Vacancy</i>	Staff – North Hampshire	–	–	–	–
<i>Vacancy</i>	Staff – North Hampshire	–	–	–	–



Name	Constituency	Date of meeting			
		28/04/2011	04/10/2011	27/10/2011	30/01/2012
✓ = Yes x = No – = Not in post					
<b>Appointed Governors</b>					
Barbara Allen (from 10 October 2011)	Andover Mind	–	–	✓	x
Patricia Banks (to 30 April 2011)	Hampshire County Council	✓	–	–	–
Janet Chierchia	Carers Together	✓	✓	✓	✓
Elizabeth Hall	Mencap	✓	✓	x	✓
Professor Clive Holmes	Southampton University	x	x	✓	x
Audrey Howe	Age Concern Hampshire	✓	✓	✓	✓
Sue Knight (to 31 July 2011)	Alzheimer's Society	x	–	–	–
Cllr Keith Mans (from 1 May 2011)	Hampshire County Council	–	✓	✓	✓
Tom Morton	SHIP PCT Cluster	✓	✓	✓	x
Debra Ramchurn (to 4 October 2011)	Andover Mind	✓	–	–	–
Amber Reed (from 1 August 2011)	Alzheimer's Society	–	x	x	x
Cllr Ivan White	Southampton City Council	✓	x	x	x
TBA	Children's Charity	–	–	–	–

## Key Governor Activities in 2011/12

The Governors have played a key role in holding the Trust Board to account, sharing their views about how to improve services and challenging the Board to constantly strive for the best. Amongst the Governor's responsibilities this year has been the process of appointing the new Chair, Simon Waugh, who started on 1 February 2012.

## Nominations Committee

The Nominations Committee is responsible for producing job descriptions and person specifications for posts to be filled by Non-Executive Directors. These are reviewed



at the end of their terms of office. This is undertaken on behalf of the Council of Governors. The Committee is also responsible for the initial technical assessment and short listing of potential candidates for interview and then making a recommendation to the Council of Governors. During 2011/12 the Committee met once; the names of the governors in attendance are listed below:

Anne Belasco (Lead Governor)
Janet Best
Bob Blackman
Heath Gunn
Nonye Ibekwe
Tom Morton
Susie Scorer
Royston Weyman
Sandy Whittaker

The Nominations Committee monitors the performance of the Trust Chair and Non-Executive directors and if not satisfied may make a recommendation for removal. Arrangements for the termination of the appointment of a Non-Executive Director are set out in the Trust's Constitution.

### Appointments Committee

During 2011/12, the Appointments Committee met five times and made a recommendation to the Council of Governors for the approval of the appointment for the new Trust Chair and was involved in planning the appointments of the new Non-Executive Directors whose terms of office expired during 2012.

The following served on the Appointments Committee:

Sandra Grant (Director of Workforce Development)
Jackie Stevens (Interim Trust Secretary)
Anne Belasco
Bob Blackman
Heath Gunn
Tom Morton
Nick Wilson

### Membership Recruitment and Engagement Activity

Southern Health membership is divided into five public constituencies based on local government boundaries: Hampshire Boundaries; North Hampshire; Southampton; South East Hampshire; and South West Hampshire.








Southern Health is required to have a target membership of 17,140, which is 1% of Southern Health's population. In 2011/12 the Trust exceeded this target, with membership in March 2012 standing at 17,575.

	<b>Staff Constituency</b>	<b>Public Constituency</b>	<b>Total Membership</b>
At year start (1 April)	7,712	10,336	18,048
New members	874	108	982
Members leaving*	831	624	1,455
At year end (31 March)	7,755	9,820	17,575

\*includes data cleansing

During 2011/12 a range of initiatives and activities took place to recruit new members and engage with existing members. These included:

-  Public constituency meetings held across Hampshire;
-  Membership recruitment drives at local health related events and community hospitals;
-  Membership newsletter;
-  Information on the Trust website in a specific governor and membership section;
-  Invitations to engagement and consultation sessions.

The following constituency meetings were held, to provide a forum for members to meet with Governors and Directors:

10 May 2011	South West Hampshire
12 May 2011	South East Hampshire
17 May 2011	Southampton
24 May 2011	North Hampshire
15 November 2011	South West Hampshire
18 November 2011	South East Hampshire
22 November 2011	North Hampshire
1 December 2011	Southampton