

ANNUAL MEMBERS MEETING (AMM)

To be held on 15 September 2018 at 12:00

In the Hardwick Suite, International Lawn Tennis Centre, Devonshire Quarter,
College Road, Eastbourne, BN21 4JJ



People
first



Future
focused



Embracing
change



Working
together



Everyone
counts

AGENDA

ANNUAL MEMBERS MEETING (AMM) A public meeting of the Trust's foundation trust members				
		INTRODUCTION	ACTION	
12.00	AMM 01/18	Welcome to the Annual Members Meeting <i>Peter Molyneux, Chair</i>		
	AMM 02/18	Minutes of the Annual Members Meeting held on 19 October 2017 and matters arising <i>Peter Molyneux, Chair</i>	To approve	A
12.05	AMM 03/18	Annual Report and Accounts <i>Sally Flint, Chief Finance Officer</i>	To receive	Oral
12.10	AMM 04/18	Changes to the Constitution <i>Amy Herring, Lead Governor</i>	To approve	B
		Close of Formal Business		

SUSSEX PARTNERSHIP NHS FOUNDATION TRUST

**Minutes of the Annual Members Meeting held in Public on 19 October 2017 at
10.00am in the CityCoast Centre, Portslade, BN41 1DG**

Present

Richard Bayley, Interim Chair (RB)

Sam Allen, Chief Executive (SA)

Sally Flint, Chief Finance Officer and Deputy Chief Executive (SF)

Rick Fraser, Chief Medical Officer (RF)

In Attendance

Trust Governors, Staff and Members of the Public

ITEM NO	ITEM
AMM 01/17	WELCOME & INTRODUCTIONS
	<p>Richard Bayley (RB) welcomed members, governors and partners to the meeting.</p> <p>At the outset RB advised he and the Board felt very privileged to be working with such a strong and committed set of members and governors. The work undertaken is simply life changing; equally RB felt very privileged to be working in an organisation that has very hard working and strong staff. RB took the opportunity on behalf of foundation trust members and board members to thank staff for all their hard work, especially now in this particularly challenging time.</p> <p>RB went on to explain that Board members commitment to both members and staff is to work as hard as they can to secure additional resources that is needed by the organisation to deliver the services it should be delivering.</p> <p>RB recognised that board members want to hear from members and staff to get their feedback and take this into account when they are making decisions at a board level about the future of the organisation.</p> <p>RB finished by explained the formalities as a Foundation Trust that must be undertaken as part of the Annual Members Meeting.</p>
AMM 02/17	ANNUAL REPORT AND ACCOUNTS
	<p>Sally Flint (SF) presented the Annual Accounts and Quality Account to members gave the highlights of managing the financial position through 2016-17. SF advised it had continued to be another challenging year, not just for the Trust but also for the NHS; working in times when there are so many demands on public sector funding.</p> <p>The Trust has continued to experience high demand for services so it is important to ensure the quality of services is managed and maintained within the monies available</p>

making sure this is in the best way possible for the people the Trust serve.

SF referred to a power point presentation slide which displayed a diagram of the funding for 2016-17 and a breakdown of the total income and expenditure.

SF advised that the Trust is able to continue making significant investment in their services through capital developments. SF highlighted last year the Trust spent £6.7m of capital investment to improve services for both patients and staff. The big scheme for last year was finalising the secure service development in Hellingly.

IT investment is a key area for the Trust and they have continued to invest in the IT infrastructure and Clinical Information System which will be key in helping staffs operate over the Trusts large geographical area. The Clinical Information System will also give the Trust a clinical record that can be shared with partners to improve joined up care.

The Trust also continues to improve their planned maintenance, and do the developments highlighted by CQC in their inspection visits.

SF echoed RB's comments and confirmed that the Trust continues to work with Commissioners to secure additional funding for mental health. A recent piece of work through the Sustainability and Transformation Partnership showed that some areas of Sussex are well below the national average for investment in mental health, and the Trust will continue to challenge this.

The Trust is really pleased to see that mental health is on the political agenda and that the Five Year Forward View for mental health has brought some more investment that the Board hope will continue.

SF moved on to the external audit and explained to members that every year the Trust has to have an external audit of the Annual Accounts and Quality Report, this is undertaken by KPMG the Trust External Auditors. SF confirmed the Trust was really pleased to receive a clean bill of health this year, both in terms of the financial accounts with the true and fair view and the recognition that they were properly prepared in accordance with national guidance and we also had a clean bill of health on our Quality Report.

SF turned to the Quality Report and the four priorities of work the Trust focused on last year, these included:

- Care Planning – in particular the quality of care plans ensuring they are developed with patients to enhance the care provided.
- Suicide Prevention – working towards a zero suicide approach. Sussex has one of the highest rates of suicide in the country so it is really important that we focus on this area. 24 hour crisis care and street triage will help to take this priority forward.
- Physical Health – work has been undertaken to ensure this sits hand in hand with mental health and the Trust have employed a physical health team and development a strategy. These developments were recognised by our recent CQC inspection.
- Staff Health and Wellbeing – We had a much more positive result from our staff survey last year and hope to see further improvement this year. The Trust is doing work around team development and staff also took part in an international initiative run by Virgin called the Global Challenge. The Trust had

900 staff sign up in teams of seven where you try to do 10,000 steps a day in a virtual tour of the world. The benefits of it are that's staff walked over 315,000 kilometres, improved their exercise, sleep and wellbeing and managed to lose a considerable amount of combined weight. Initiatives such as these bring staff together and make them feel energised; we all know that positive staff really aids and helps great patient care.

SF invited all presenters up onto the stage and welcomed questions.

Question 1: It was mentioned here £249m of the £252m was spent. What happened to the remaining £3m?

Response: In the year there are other costs over and above the operating costs and therefore in the year we made a loss. That means that the Trust expenditure exceeded its income. Our plan this year it to break even and then more on from that.

Question 2: How does the trust help bring guidance to those who have no prior understanding of the services or systems that are available to them?

Response: The Clinical Strategy describes the way the system will be changing and this means the Trust will have 24 hour crisis care, integrating community crisis and acute services and also working more productively with other organisations. The question is so relevant for someone for instance with a psychosis who may not believe they have any difficulties so the Trust has an Early Intervention in Psychosis Teams who working with people who may not recognise they have any particular difficulties with mental health. They go out and meet people in the community, being assertive in their approach. Housing is a very important issue that the Trust needs to improve on and work more closely with partner organisations that can provide support and also making sure we are communicating better with families. For people who are really unwell there is the mental health act which can be used as a safety net, but we would also prefer to work with people on a voluntary basis. In summary, there is a system in place, we are improving it and we can absolutely do better by working with families and our partner organisations.

Question 3: Can you explain more about the Improving Access to Psychological Therapies (IAPT) and staff wellbeing?

Response: The Trust provides two IAPT services, one in East Sussex called Health in Mind and the other called the Brighton and Wellbeing Service working in partnership with another couple of organisations in Brighton and Hove. There is also an IAPT service in West Sussex called Time to Talk, provided by Sussex Community Trust. The Trust's talking therapies are accessible to everybody, people can self-refer to those services and there is also a Mindfulness Centre in East Sussex, this delivers mindfulness based therapies but also most importantly developing the evidence base and governance that sits around it. The centre provides a number of mindfulness services to other NHS organisations working in Sussex and courses are also available to staff. Each of these services have websites available.

Question 4: Is the trust not concerned that such a big proportion of the budget is spent on salaries? Does this leave enough money to cover other essential services?

Response: As a mental health trust we deliver our services through people and face to face intervention, not high cost equipment and theatres which are needed by acute trusts. The Trust therefore feels it has the right balance and staff salaries are all within

the NHS salary scale.

Some costs that can be reduced within our staffing are agency workers. As a Trust we currently spend several million pounds a year on agency staff that are helping to address workforce shortages and gaps and the Board are focused on reducing these costs going forward.

Question 5: I noticed that some information literature available to the public at services is out of date and not relevant to the area. Can this be reviewed and updated? And as a constituent why haven't the governors followed this up.

Response: The Interim Chair made a commitment that the Trust would update literature that was out of date as soon as possible.

Question 6: How will the trust help ensure that the new strategy can fit into the lives of those who are unfamiliar with the changes and new systems?

Response: The strategy must work for everyone, if the Trust finds there are people that it isn't working it will be flexible. The overall drive behind the strategy is that it needs to be acceptable, accessible and available for people with an assertiveness in following up and building networks. If the Trust can get that right then improvements can be made.

Question 7: How is the trust looking into improving staff satisfaction? How can it minimise the impact upon staff retention?

Response: The staff survey results last year indicated that 50% of our staff would recommend the Trust as a place to work. This was an increase on the previous year by about 30%. The Trust is improving but there is some way to go. The turnover rate is about 16%, which is average for NHS Trusts, but still too high. The Trust recognises the impact of turnover and vacancies on continuity of care and that is why the Board are focusing on the importance of staff wellbeing as a key priority. The Trust monitors in real time, the friends and family test and can see this improve alongside the percentage of staff recommending the Trust as a place to work.

Question 8: Are mental health services working enough with the Department for Work and Pensions (DWP) in order to be effective?

Response: The Trust recognises that physical health, employment factors, housing, relationships all impact on a person's mental health. The Trust is seeing Universal Credits starting to be implemented more across our area, there is more that can be achieved through the voices the Trust has, i.e. membership, NHS Confederation and NHS Providers in speaking up and sharing the impact on services. Also working with our Local Authorities on how we need to be responsive to these needs. The pressure on services is for a variety of reasons not least the constrained resources across the sector. The Trust knows improvements can be made to use resources more wisely, but we need to ensure we share our ideas for solutions through the forums we have available. The Recovery College is getting outstanding outcomes, we need to make sure we are in a position to prevent rather than just respond when people are in crisis.

Question 9: Do you think the Department for Work and Pensions (DWP) are assessing properly?

Response: The Trust doesn't do any direct work with the DWP, but from listening to

peoples experience these assessments perhaps could be better, and this is widely reported in the press.

Question 10: Can you give more clarity of where the strategy mentions the relationship between mental and physical health services?

Response: Physical health runs through the centre of the strategy. There is an association between mental health, physical health, and mortality which is partly around lifestyle factors. The Trust needs to get better at working with their partners in acute and primary care to make sure we work holistically and not in silo. The Sustainability Transformation Partnership is bringing together trusts, local authorities, and third parties within the local area to make sure there is a more joined up system. With limited resources it is important that organisations are able to combine their expertise to avoid duplication, this will ensure that services are created around people.

Question 11: Based on current issues with agency staff, what strategies are in place to recruit, gain and retain equipment and staff?

Response: The Trust is fighting hard to get additional resources to make sure our primary focus is on the quality of care. For the Trust to be able to make sure mental health gets its place within the system we have in the last six months completed a piece of work that states we are underfunded and that the system itself isn't helping the people who need mental health support. Within the Sustainability Transformation Partnership making sure we can rectify a lot of issues at a strategic level, that's the Trust's primary focus when speaking to our partners.

One of the Trusts values is to put People First, and if staffs are not experiencing this then Sam Allen, Chief Executive encouraged them to speak out about their experience. Recent feedback from the Care Quality Commission have recently undertaking visits to some wards and have feedback that staff morale is really good. It was highlighted that there were challenges in one hospital but equally the Trust has to make changes to the way we work; inpatient beds are running at 100% occupancy and staffs continually have to deal with this this level of high demand and pressure. The Trust is proud of the way in which staffs cope with the pressure and are confident in the knowledge that they always try to do the right thing first time, and that they are working to the best of their ability.

The Trust launched a National Nurse Recruitment Campaign this week, led by Diane Hull, Chief Nurse in line with their commitment to recruit 150 nurses. We have recruited nearly 50 nurses and are currently engaging with Universities and student nurses in their final year of placement to make them aware of the support and opportunities within the Trust.

Action(s)	The Interim Chair made a commitment that the Trust would update literature around the Clinical Strategy as soon as possible.
Decision(s)	
AMM 03/17	Any Other Business
None	
These minutes represent the formal section of the Annual Members Meeting.	

Date and Venue for Next Meeting:

15 September 2018

Hardwick Suite, International Lawn Tennis Centre, Devonshire Quarter, College Road, Eastbourne, BN21 4JJ

Signed..... **Date**.....

Peter Molyneux, Chair

Report to Annual Members Meeting					
Agenda item	AMM 04/18	Attachment	B	EHRIA code	N/A
Date of meeting	15 September 2018		Format of Paper		
Title of paper	Changes to the Constitution		Written	<input checked="" type="checkbox"/>	
Author	Dom Ford, Director of Corporate Affairs		Oral	<input type="checkbox"/>	
Presenter	Amy Herring, Lead Governor		Presentation	<input type="checkbox"/>	
Committees/meetings where this item has been considered			N/A		
Purpose of report (tick all that apply)					
To provide assurance	<input checked="" type="checkbox"/>	For decision	<input checked="" type="checkbox"/>		
Regulatory requirement	<input checked="" type="checkbox"/>	To highlight an emerging risk or issue	<input type="checkbox"/>		
To canvas opinion	<input type="checkbox"/>	For information	<input checked="" type="checkbox"/>		
To highlight patient, carer or staff experience				<input type="checkbox"/>	
Strategic Goals (tick all that relate)					
1. Safe, effective, quality patient care				<input type="checkbox"/>	
2. Local, joined up care				<input type="checkbox"/>	
3. Put research, innovation and learning into practice				<input type="checkbox"/>	
4. Be the provider, employer and partner of choice				<input type="checkbox"/>	
5. Living within our means				<input type="checkbox"/>	
Summary of Report					
<p>Amendments to the Constitution which concern the powers and duties of Governors require submission to the Annual Members' Meeting (AMM) and approval by Foundation Trust Members.</p> <p>A comprehensive review of the Trust Constitution was undertaken in early 2018 in relation to the FT Model Constitution. This review also incorporated the findings of an audit of compliance undertaken by the Trust external auditors. This audit also benchmarked the content of the Constitution in comparison with other Trusts and national legislation and guidance.</p> <p>The proposed amendments to the Constitution were been discussed at three meetings of a Constitution Working Group of members of the Council of Governors and were approved by the Board of Directors on 27th March 2018 and Council of Governors on 11th April 2018.</p> <p>The amendments update the Trust Constitution to ensure consistency with the model Constitution and legislation. The amendments are set out in appendix 1 and 2 and concern incorporation of provisions from the FT model constitution regarding:</p> <ul style="list-style-type: none"> • The role of the Governors in respect of mergers, acquisitions and significant transactions • Reasonable adjustments to enable the Governors to carry out their duties • The general duties of Governors • Referral to the (Monitor) Panel • Amendments to the Constitution 					

Recommendation	Foundation Trust Members are asked to approve the amendments to the Constitution
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Amendments to the Constitution – Summary of changes

Ref	Issue	Revision
FT Model Constitution	<p><i>Mergers etc. and significant transactions</i> Incorporation of provisions of the FT Model Constitution regarding mergers, acquisitions and significant transactions</p>	Addition of model clause and descriptions of significant transactions (appendix 2)
FT Model Constitution	<p><i>Council of Governors – duties of governors</i> Addition of strong commitment from the Trust to support reasonable adjustments for Governors to carry out their duties</p>	Addition of local provision 14.2 The Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such 14.2.1 the Trust must also take steps, such as applying reasonable adjustments and support, where considered necessary, to enable governors to carry out their duties
FT Model Constitution	<p><i>Council of Governors – duties of governors</i> Incorporation of provisions of the FT Model Constitution regarding the general duties of Governors</p>	14.1 The general duties of the Council of Governors are 14.1.1 to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and 14.1.2 to represent the interests of the members of the trust as a whole and the interests of the public.
FT Model Constitution	<p><i>21. Council of Governors – referral to the Panel</i> Incorporation of provisions of the FT Model Constitution regarding referral to the (Monitor) Panel</p>	17.1 In this paragraph, the Panel means a panel of persons appointed by Monitor to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing: 17.1.1 to act in accordance with its constitution, or 17.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act. 17.2 A governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral
FT Model Constitution	<p><i>Amendments to the Constitution</i> Incorporation of provisions of the FT Model Constitution regarding amendments to the Constitution</p>	43.1 The trust may make amendments of its constitution only if – 43.1.1 More than half of the members of the Council of Governors of the trust voting approve the amendments, and 43.1.2 More than half of the members of the Board of Directors of the trust voting

		<p>approve the amendments</p> <p>43.2 Amendments made under paragraph 43.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.⁴⁷</p> <p>43.3 Where an amendment is made to the constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the trust) –</p> <p>43.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and</p> <p>43.3.2 The trust must give the members an opportunity to vote on whether they approve the amendment.</p> <p>If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the trust must take such steps as are necessary as a result.</p> <p>43.4 Amendments by the trust of its constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act</p>
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FT Model Constitution

49 Mergers etc. and significant transactions

49.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.

49.2 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the trust voting approve entering into the transaction.

49.3 In this paragraph 47, significant transaction means a transaction which meets all or any one of the tests below:

49.3.1 the fixed asset test; and/or

49.3.2 the turnover test; and/or

49.3.3 the gross capital test.

The fixed asset test:

49.3.4 is met if the assets which are the subject of the transaction exceed 25% of the fixed assets of the Trust.

The turnover test:

49.3.5 is met if, following the completion of the relevant transaction, the income of the Trust will increase or decrease by more than 25%;

The gross capital test:

49.3.6 is met if the gross capital of the corporation or business which is the subject of the transaction represents more than 25% of the gross capital of the Trust, where gross capital is:

49.3.6.1 the aggregate of the market value of the relevant corporation's or business's equity; and its debt due in more than one (1) year; and any excess of current liabilities over its current assets or, if there is no market value; then

49.3.6.2 the aggregate of the of the relevant corporation's or business's capital and reserves; and its debt due in more than one (1) year; and any excess of current liabilities over its current assets; and

49.3.6.3 the Trust's gross capital is the aggregate of its capital and reserves; and its debt due in more than one (1) year; and any excess of current liabilities over its current assets.

49.3.7 for the purposes of calculating the tests in this paragraph 47, figures used to classify assets and profits must be the figures shown in the latest published audited consolidated accounts.

A transaction:

49.3.8 includes all agreements (including amendments to agreements) entered into by the Trust;

49.3.9 excludes a transaction in the ordinary course of business (including the renewal, extension or entering into an agreement in respect of healthcare services carried out by the Trust);

49.3.10 excludes any agreement or changes to healthcare services carried out by the Trust following a reconfiguration of services led by the commissioners of such services; and

49.3.11 excludes any grant of public dividend capital or the entering into of a working capital facility or other loan, which does not involve the acquisition or disposal of any fixed asset of the Trust.

49.3.12 excludes changes to services taking place as a result of a merger or acquisition on separation or dissolution.

49.4 The clauses above concern the statutory roles and responsibilities of the Governors in respect of mergers, acquisitions, separations or dissolution.

49.4.1 The Trust will also consult with the Council of Governors in respect of mergers and transactions which do not meet the tests detailed above, but concern the statutory duties of the Council of Governors in respect of representing the interests of members of the Trust and the interests of the public as a whole.