



**Extraordinary Trust Board held in Public**

**Venue:** Kirkstall and Fountains, Springhill1, WF2 0XQ

**Date:** Tuesday, 4 June 2013

**Time:** 1330 hours

**Chairman:** Della Cannings

**Present:**

**Board Members:**

- Della Cannings (DC) Chairman
- David Whiting (DW) Chief Executive
- Patricia Drake (PD) Deputy Chairman & Non-Executive Director
- Dr Elaine Bond (EB) Non-Executive Director
- Erfana Mahmood (EM) Non-Executive Director
- Barrie Senior (BS) Non-Executive Director
- Mary Wareing (MW) Non-Executive Director
- Stephen Moir (SM) Deputy Chief Executive & Executive Director of Workforce and Strategy
- Rod Barnes (RB) Executive Director of Finance & Performance
- Paul Birkett-Wendes (PBW) Executive Director of Operations
- Dr Julian Mark (JM) Executive Medical Director
- Steve Page (SP) Executive Director of Standards & Compliance

**Apologies:**

None

**In Attendance:**

Anne Allen (AA) Director of Corporate Affairs & Trust Secretary

**Minutes produced by:** (MG) Mel Gatecliff, Board Support Officer

		<b>Action</b>
	The meeting commenced at 1330 hours.	
1	<p><b>Questions from the Public</b></p> <p>The Chairman expressed her concern that no members of the Public were present at the meeting. It was unusual for no one to attend and she asked how the meeting had been advertised.</p> <p>AA replied that Public meetings were advertised in the local press and on the Internet and information was included in Operations Update. In addition, letters were sent out to Members and external stakeholders and recognised Trades' Union representatives were also notified.</p>	

		<b>Action</b>
1.1	<p><b>Apologies / Declaration of Interests</b> The Chairman welcomed everyone to the meeting.</p> <p>There were no apologies and declarations of interest would be considered during the course of the meeting.</p> <p>The Chairman reported that, in addition to the Executive Directors, some of the Non-Executive Directors (NEDs) had attended the management “time out” session the previous week.</p> <p>The event had been well-received as, in addition to providing the opportunity for YAS to share corporate messages, it also enabled staff, some of whom worked in quite isolated roles, to catch up with colleagues. It was agreed that it would be important for similar events to take place in the future.</p> <p>PD stated that people were still talking positively about the event at the recent “We Care” awards.</p> <p>The Chairman stated that the “We Care” awards had also been a big success. It had been a superb evening with a good atmosphere.</p> <p>DW agreed with the Chairman’s comments, adding that the evening had been great fun. Every directorate had been represented in terms of winners and highly commended awards and the wide spread of winners had included a cleaner, a voluntary car driver, clinical and support staff.</p>	
2	<p><b>Minutes of the Meeting held on 21 May 2013 including Matters Arising (not on the agenda) and Action Log</b> The minutes of the meeting held on 21 May 2013 were approved as a true and fair representation of the meeting subject to the amendments highlighted.</p> <p><b>Matters Arising:</b> Page 11, paragraph 6 – replace “own” with “have contact with”.</p> <p>Page 18, paragraph 9 – replace “fte” with “wte”.</p> <p><b>Action Log:</b> DW guided the meeting through the updated Action Log. There were no outstanding queries relating to the completed actions.</p> <p>PB-161 – update due at July meeting. Action remains open.</p> <p>PB-188 – update due at BDM on 25 June. Action remains open.</p> <p>PB-191 – work on-going. Michelle Scott would amend the Terms of Reference which would go to Charitable Funds Committee for approval prior to coming back to Board. Action completion date moved to 31/07/2013.</p>	

	<b>Action</b>
<p>PB-199 – DW confirmed that this action would be picked up by the Trust Executive Group (TEG) at the end of July. Action remains open.</p> <p>PB-200 – DW confirmed formal response not yet received. He would continue to chase a response. Action remains open.</p> <p>PB-201 – SP confirmed that the headings in the IPR had been changed for the next iteration. Action closed.</p> <p>PB-202 – DW confirmed that TEG needed further clarity on the numbers to be recruited as the original figure might not have been correct.</p> <p>PD asked whether this was related to the 1to15 ratio in the Clinical Leadership Framework.</p> <p>SM confirmed that this was the case, adding that once confirmation of numbers was received from Operations, recruitment would be progressed as urgently as possible.</p> <p>The Chairman stated that it was essential for the success of the framework that recruitment stayed true to the information that the Board was supplied with at the time of approval. It is fundamental to the way in which the business is driven and the Trust could not afford to not have people in place.</p> <p>PD asked what would happen to people appointed to development posts some 12 months previously if they were still not up to the expected standard. She stated that a report presented to the Quality Committee outlined some of the frustrations experienced by Clinical Supervisors many of whom were not doing the role they had been appointed to and stressed that the whole framework could lose its impetus if this continued.</p> <p>SP replied that there had been a genuine shortfall in the original recruitment campaign which had led to the introduction of the development role. However, the situation had now improved with a wider pool of suitable people available for the role.</p>	
<p><b>2.1</b></p> <p><b>Annual Report: 2012/13</b></p> <p>RB presented the final draft of the 2012/13 Annual Report and Financial Summary, which had been prepared in accordance with the requirements of the Department of Health's NHS Manual for Accounts. He stated that throughout 2012/13 the Audit Committee had approved the process for producing the Annual Report and Accounts and received assurance reports on progress.</p>	

	Action
<p>RB further stated that the timetables were in accordance with best practice and the Executive Directors and senior management team had provided input into the narrative relating to their departments' work.</p> <p>He added that the annual summarised financial statements were in line with the financial accounts which had been prepared for the Trust's auditors, adding that the document would be published alongside the Trust's Quality Accounts at its Annual General Meeting in September 2013.</p> <p>The Chairman stated that she had found the draft Annual Report an unexciting document and it was her belief that the information had not been structured into a document that people would want to pick up and read.</p> <p>The Chairman further stated that the document's late arrival had meant that she had been unable to consider it in the depth she would have preferred, adding that it was also unacceptable for a document which still required proof reading to come to the Board for approval.</p> <p>The Chairman expressed frustration that the organisation was experiencing the same difficulties as it had the previous year. She stated her belief that the Corporate Communications department rather than the Executive Directors should write the Annual Report.</p> <p>DW replied that the Corporate Communications team drafted the Annual Report and then liaised with the Executive Directors to update the information in each section. In addition, RB's team supplied the financial information in the Report.</p> <p>DW acknowledged that the document should have been distributed earlier and apologised for its late circulation.</p> <p>The Chairman stated that, although it was too late in the current year's process to change anything, the organisation needed to be more professional in the future, as bringing the draft to the Board in its current state did not reflect well on the Executive Directors.</p> <p>Acknowledging that the proof reading element would need to be carried out later in the process, the Chairman invited high level comments on the draft Annual Report.</p> <p>BS confirmed that External Audit were well advanced in their checking of the accuracy of the financial information contained in the Annual Report and were not expecting any further significant issues.</p> <p>The Board agreed that it was currently unable to approve the draft Annual Report as financial checks were still being carried out.</p> <p>PD questioned the use of the phrase 'right care', asking whether external people would understand that this meant 'urgent care'.</p>	

	Action
<p>EB suggested that the definition of 'right care' could be extended.</p> <p>It was agreed that individual comments in terms of the narrative should be fed through to EG, copied to AA by Monday 10 June.</p> <p><b>Action:</b>  <b>Feedback on draft Annual Report to be returned to EG, copied to AA by Monday 10 June.</b></p> <p>AA stated that the comments would be incorporated and a final draft submitted to the auditors later that week. During July the final draft would be proof read and a limited number of hard copies would be printed during the first week of September following the approval of the Chairman and DW.</p> <p>PD asked whether it had been decided to include real life examples of patient experience, which made the Quality Account a "live" document.</p> <p>SP replied that this information sat in the Annual Report as a section.</p> <p>PD suggested that the style of the Quality Account should be carried through to the Annual Report.</p> <p>The Chairman stated that she still had no feel about what the final document would look like, adding that a lot of work was also required in relation to consistency of read across.</p> <p>DW asked whether there was anything that the Board needed to be sighted on in relation to the Annual Accounts sign off.</p> <p>RB replied that the Remuneration report would need to be corrected before the sign off process and he would follow this up.</p>	<p>All</p>
<p><b>Action:</b>  <b>RB to ensure updated Remuneration report was included in Annual Accounts.</b></p> <p>The Chairman asked whether the Annual Report met the requirements of a Foundation Trust Annual Report, as it was her belief that the Report would need to contain much more information.</p> <p>AA confirmed that it did meet the requirements.</p> <p>RB stated that the sign off of the Annual Accounts would ensure that the Trust was providing accurate data on the financial side.</p> <p>DW stated that the Board would be able to see a draft final report which included the Quality Account prior to September.</p> <p>AA would update the internal timetable and share it with the Board.</p>	<p>RB</p>

	Action
<p><b>Action:</b> AA to update YAS internal timetable re production of Annual Report and Financial Summary and to share this with Board.</p> <p><b>Approval:</b> The Trust Board noted the content of the draft narrative and financial summary information. Additional feedback would be given and a further amended draft would be circulated following the sign off of the Annual Accounts.</p>	AA
<p>2.2 <b>Annual Accounts &amp; Disclosure Statements: 2012/13</b> RB provided details of the 2012/13 Annual Accounts and Disclosure Statements for approval by the Trust Board.</p> <p>RB stated that the Accounts had been sent out the previous Friday, one week before the formal submission deadline. In terms of the work carried out by the Finance team, they had achieved a good result and it would have been difficult to get the documents out earlier without compromising the work.</p> <p>He further stated that the Annual Accounts and financial returns had been reviewed by the NEDs at a joint meeting held with External Audit on 29 May.</p> <p>The Chairman asked whether the Trust would be able to meet these deadlines year by year.</p> <p>BS stated that Paul Thomson from External Audit had pointed out that reporting deadlines as a Foundation Trust (FT) were even tighter, as the Accounts had to be filed before end of May. The Trust would therefore need to find some significant time savings.</p> <p>The Chairman agreed that the organisation would need to schedule meetings in to accommodate this new tighter timetable and asked to what extent this had been taken into account when considering the timetable for 2014/15.</p> <p>AA confirmed that work was under way on the 2014/15 timetable and that these requirements would be taken into consideration.</p> <p>PD suggested that the Annual Accounts could be considered at the May 2014 Public Board meeting rather than at an additional Extraordinary Board meeting at the beginning of June.</p> <p>EB stated that she had found the pre-meeting with External Audit very useful as it had helped with her understanding of the Accounts and anomalies.</p> <p>She suggested that if timescales were going to be so much tighter the rest of the Board might need to be involved in the following year's equivalent meeting as it was an effective way to communicate a set of accounts.</p>	

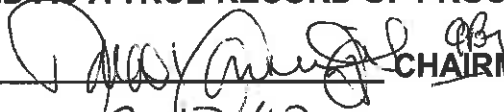
		<b>Action</b>
	<p>RB stated that the Disclosure Statement checks would be completed and External Audit would be assured of the satisfactory checks by the end of the current week.</p> <p>He confirmed that External Audit did not envisage finding anything that would affect their opinion prior to Friday 7 June, adding that the ISA260 report would be updated and circulated in track changes format to the Chairman and NEDs.</p> <p><b>Action:</b>  <b>RB to circulate track changed version of updated ISA260 to Board members.</b></p> <p><b>Approval:</b>  <b>The Trust Board accepted the recommendation from the Audit Committee to approve the Annual Accounts and Disclosure Statements for 2012/13 subject to their sign off by External Audit on Friday 7 June.</b></p>	<p>RB</p>
<p>2.3</p>	<p><b>Quality Account and Annual Governance Statement: 2012/13</b>  SP presented the draft Quality Accounts to the Trust Board.</p> <p>The Chairman thanked SP for the timely distribution of his papers.</p> <p>SP stated that the Quality Account had been produced in line with the updated DH guidance and had been considered in draft form by the Audit and Quality Committees. He provided a breakdown of the contents of the document and confirmed that comments from external stakeholders had been included.</p> <p>He stated that the Trust had wanted to look to the future to anticipate what would be required of it as an FT. As this would include an external audit element, Deloitte had been asked to carry out a review, the draft report of which had been seen by the Audit Committee that morning.</p> <p>SP further stated that early indications were positive around the content of the report. There were no significant issues although Deloitte had raised a couple of issues around the incident reporting process and there were some recommendations to implement.</p> <p>SP confirmed that, in addition to their general advice, Deloitte had also given some useful examples of best practice. They would finish off the report over the next few weeks, as they were not required to close down the Quality Account.</p> <p>They had suggested a workshop in the Autumn might be useful to help the Trust develop its Quality Account for the following year.</p> <p>He further stated that there was still an opportunity to fine tune the Quality Accounts and the Chairman's statement.</p>	

	<b>Action</b>
<p>Discussions had already taken place about the production of a summary report, which had been well-received in previous years.</p> <p>The Chairman agreed that this was a good idea, as she had found the document readable and informative.</p> <p>SP stated that the Annual Governance Statement for 2012/13 had also been considered at that morning's Audit Committee meeting.</p> <p>PTS overspend and technical issues with the software which had led to capacity issues in clinical audit had been identified as two significant issues on closure of the 2012/13 BAF. More in depth information could be seen in item 6.1.</p> <p>External Audit had provided some useful feedback. They had stated that the report was a very good, well written document. They had recommended the inclusion of a paragraph recognising the Francis Report as there was currently no overt mention or recognition of the Report.</p> <p>EB stated that External Audit thought that the Trust had been under selling itself.</p> <p>SP stated that External Audit had reported that the Quality Account had not included any sense of the reconfiguration of the NHS which they believed that YAS had managed very smoothly, working closely with the commissioners during transition period.</p> <p><b>Approval:</b>  <b>The Trust Board approved the recommendation from the Audit Committee that, subject to minor amendments, it approved the 2012/13 Quality Account and Annual Governance Statement.</b></p>	
<p><b>2.4 External Audit Report For Those Charged with Governance</b></p> <p>RB stated that positive feedback had been received in terms of Value for Money (VFM) and the accuracy of the Accounts.</p> <p>A small gap in the documentary evidence to support the Trust's due diligence work was highlighted around processes relating to NHS 111 but other than this the Trust was generally compliant.</p> <p>RB confirmed that the recommendations on page 14 relating to compromise agreements had been addressed and actions identified.</p> <p>SM confirmed that the Severance Policy, which had gone to Audit Committee, covered this item.</p> <p>The Chairman, who chaired the Remuneration and Terms of Service Committee (RTSC), confirmed that the current Terms of Reference (ToR) did not include the management of compromise agreements.</p> <p>A discussion took place about proposed changes to the RTSC ToR.</p>	



	Action
<p>The Chairman stated that she had informed External Audit that the recommendation was out of the current scope of RTSC as the Committee did not deal with compromise agreements for any staff other than the Executive Directors. The arrangements in place were for the Chairman, with the Chief Executive, to review and consider proposed compromise agreements for any member of staff before they could be finalised. They would then be reported to Audit Committee after finalisation as a post hoc assurance of her decision.</p> <p>The Chairman asked when the Trust was due to receive the final version of the External Audit report.</p> <p>DW confirmed that it would be received on Friday 7 June.</p> <p>The Chairman asked how, as a Board, they could agree something that was not a final version.</p> <p>EB replied that there had been a similar situation the previous year and as the Trust was expecting to receive a clean unqualified opinion on Friday 7 June suggested that the Board agreed the External Audit report subject to minor amendment, etc.</p> <p>BS confirmed that the Letter of Representation, which did not require Board approval, had been accepted, subject to minor amendments, as an appropriate document for RB to sign as Executive Director of Finance and Performance. The letter would be seen by the rest of the Board, as it would be attached to the Annual Accounts.</p> <p><b>Approval:</b>  <b>The Trust Board accepted the External Audit report, subject to receipt of assurance on Friday 7 June from RB/BS that the report had been amended to reflect the changes requested.</b></p> <p>It was resolved that the remaining business to be transacted is of a confidential nature and that under the terms of the Public Bodies (Admission to Meetings) Act, 1960, Section 1, subsections 2 &amp; 3, the Press and public be excluded from the remaining part of the meeting.</p> <p>The Chairman highlighted the items for discussion at that afternoon's Private Board meeting which were: the Occupational Health Contract; and the Executive Directors' Remuneration Review.</p>	
<p>3      <b>Date and Location of Next Meeting</b>  23 July 2013 at Sneaton Castle, Castle Road, Whitby, YO21 3QN</p>	

**CERTIFIED AS A TRUE RECORD OF PROCEEDINGS**

  
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**CHAIRMAN**  
23/7/13      **DATE**