

**SPECIAL TRUST BOARD MEETING**  
**Held on Tuesday 30 May 2016**  
**Shropshire Conference Centre, Royal Shrewsbury Hospital**

**PUBLIC SESSION MINUTES**

<b>Present:</b>	Mr P Latchford Mr P Cronin Mr H Darbhanga Mr C Deadman Dr D Lee Mrs T Mingay Mr B Newman Mr S Wright Dr E Borman Mrs D Fowler Mrs D Kadum	Chair Non-Executive Director (NED) Non-Executive Director (NED) Non-Executive Director (NED) Non-Executive Director (NED) Designate Non-Executive Director (D.NED) Non-Executive Director (NED) Chief Executive Officer (CEO) Medical Director (MD) Director of Nursing and Quality (DNQ) Chief Operating Officer (COO)
	Mrs J Clarke	Director of Corporate Governance/Company Secretary (DCG)
<b>In attendance</b>	Mrs J Price Mrs A Brett	Representing Finance Director (FD) Representing Workforce Director (WD)
<b>Apologies:</b>	Dr C Weiner Ms V Maher Mr N Nisbet	Non-Executive Director (NED) Workforce Director Finance Director
<b>2017.2/95</b>	<b>WELCOME AND APOLOGIES</b>	
	The Chair welcomed the Board members to the meeting which was held to approve the draft Annual Accounts for 2016/17 and Management Representation Letter, before their submission to the Department of Health.	
<b>2017.2/96</b>	<b>DECLARATIONS OF INTEREST</b>	
	There were no declarations of interest from members of the Board relating to matters on the agenda.	
	Dr Lee (NED) highlighted that his declaration relating to CSC (Computer Sciences Corporation) should be amended to DXC, as advised at 27 April Trust Board meeting.	
	<b>Action: CS</b>	
<b>2017.2/97</b>	<b>ADOPTION OF ANNUAL ACCOUNTS AND APPROVAL OF THE MANAGEMENT REPRESENTATION LETTER</b>	
	The Deputy FD presented the following for approval; these were concluded upon at the Audit Committee meeting held prior to the Trust Board meeting:	
	<ul style="list-style-type: none"> <li>• Annual Accounts 2016/17</li> <li>• Management Representation Letter</li> <li>• Statement of Chief Executive's Responsibilities as the Accountable Officer of the Trust</li> <li>• Financial Monitoring and Accounts Forms</li> <li>• Statement of Financial Position as at 31 March 2017</li> </ul>	

Mr Darbhanga (NED) and the Deputy FD confirmed that there are no material issues and believed the Annual Accounts 2016/17 to be correct and true.

The Board therefore **APPROVED** the Annual Accounts 2016/17, **APPROVED** the Management Representation Letter, **APPROVED** the Statement of Chief Executive's Responsibilities as the Accountable Officer of the Trust, **APPROVED** the Financial Monitoring and Accounts Forms and **APPROVED** the Statement of Financial Position as at 31 March 2017.

2017.2/98

#### ANNUAL REPORT 2016/17

The 2016/17 Annual Report was presented; this is a key feature of the Trust's governance and accountability structures, reporting on progress and challenges of the Trust during the year and setting out the priorities for the year ahead and providing key mandatory information in support of governance, compliance and accountability.

Mr Newman (NED) highlighted that his profile in the section relating to the Board of Directors – Chair and Non-Executive Directors, reports that he is Chairman of Governors of Prestfelde School; Mr Newman requested this be updated to report that this ended during December 2016.

Mr Newman also suggested Sarah Bloomfield's profile be added to the Chief Executive and Executive Directors details as she was appointed as Director of Nursing & Quality until early March when Mr Colin Ovington was appointed as Interim Director of Nursing & Quality, due to Mrs Bloomfield commencing Adoption Leave.

The Chair and CEO extended their thanks to John Kirk, Communications Manager, and his team for producing a transcript of the hard work that has been undertaken by the Trust staff on a daily basis over what has been a difficult year.

The Chair reflected that he liked the candour of the report; Mr Lee (NED) reported that it is an ongoing journey of improvement being led by a high quality Executive team.

The DCG reported that a shorter reader-friendly version would be produced for the public.

Following discussion, the Board **APPROVED** the Annual Report which will be published on the Trust website.

2017.2/99

#### ANNUAL GOVERNANCE STATEMENT

The CEO introduced the Annual Governance Statement which had been considered by the External Auditors at the Audit Committee who found it to be satisfactory. It will be submitted with the Annual Accounts.

Following discussion, the Board **APPROVED** the SaTH Annual Governance Statement 2016/17.

2017.2/100

#### HEAD OF INTERNAL AUDIT OPINION

The Head of Internal Audit Opinion provides assurance for the statements in the Annual Report and Financial Statements and is reflective of the work undertaken by Internal Audit throughout the year.

The report provided 'Substantial Assurance' that the Assurance Framework is sufficient to meet the requirements of the 2016/17 Annual Governance Statement and provided reasonable assurance that there is an adequate and effective system of internal control to manage the significant risks identified by the Trust.

The overall Head of Internal Audit Opinion was presented to the Audit Committee and was felt to be a true reflection of the Trust's position.

The Trust Board **RECEIVED** the Head of Internal Audit Opinion 2016/17 report.

2017.2/101

#### AUDIT COMMITTEE ANNUAL REPORT

The Audit Committee Annual Report reviews the role and operation of the Committee including attendance rates, reporting to and from the Committee and summarises the reports received from the Internal and External Auditors.

The Chair thanked Mr Darbhanga (NED), Mrs Julia Clarke (DCG) and the Audit Committee for their continued robust work.

The Board **RECEIVED** the Audit Committee Annual Report 2016/17 and **ACKNOWLEDGED** the following recommendations:

- With the exception of the internal control issues described in this document, the Trust has a generally sound system of internal control that supports the achievement of its policies, aims and objectives and those control issues have been or are being addressed
- It has a system in place that identifies any actions that need to be taken to remedy either gaps in control/assurance but this needs to be constantly reviewed
- Continue the processes for recommendation tracking to ensure timely completion of action plans following audit.

2017.2/102

#### DRAFT QUALITY ACCOUNT 2016/17

The DNQ presented the draft Trust Quality Account for 2016/17 which incorporates an evaluation of the Trust's quality priorities and measures whilst presenting prospective quality priorities for 2017/18.

The DNQ highlighted that she would like to strengthen the achievement of priorities with additional information. Mrs Mingay (NED) welcomed the DNQ's comments, and Mr Deadman (NED) also felt content with adding further detail to the draft report; however, he asked if the Board felt clear about the impression the report provides as although the organisation has gained some wonderful achievements, there are goals to be attained. Although the DNQ felt it is a balanced report, she feels priorities should be achievable when being set.

Dr Lee (NED) suggested the Trust should continue to set itself ambitious goals but look at how progress is tracked. Mr Newman (NED) raised that in previous meetings he has highlighted the unjustified level of accuracy of some of the percentages e.g. numbers quoted to two decimal places, when a simple integer would be statistically accurate enough; he suggested the Draft Quality Account incorporates a year on year trend to highlight the achievements since last year.

Mr Cronin (NED) reported that he has seen real changes with regard to duty of candour and he suggested adding some organisation wide cultural objectives to the report.

The MD suggested the priorities should be categorically reviewed, perhaps during a future Board Development day. The CEO reported that the report is currently in draft form and the opportunity is available to review it.

The draft report will be presented to the Quality & Safety Committee on 21 June and the final version will be presented to the 29 June Trust Board for approval.

The Board **RECEIVED** the draft Quality Account 2016/17 and the CEO reported that he would welcome an updated iteration.

2017.2/103	<b>ANNUAL SELF CERTIFICATION – NHS PROVIDER LICENCE CONDITIONS</b>
	<p>The DCG presented the Annual Self Certification which was introduced during April 2017 as NHS Trusts are required to self-certify that they can meet the obligations set out in the NHS provider licence (which itself includes requirements to comply with the National Health Service Act 2006, the Health and Social Care Act 2008, the Health Act 2009 and the Health and Social Care Act 2012, and to have regard to the NHS Constitution) and that they have complied with governance requirements.</p> <p>The paper reported that the Trust Board is required to consider the Trust's position in respect to the licence conditions and approve the self-certification statements. From July 2017 NHSI will audit select Trusts requiring evidence that they have self-certified together with relevant Board minutes recording sign-off.</p> <p>Following discussion, the CEO recommended the annual self-certification which the Board <b>APPROVED</b>.</p>
2017.2/104	<b>ANY OTHER BUSINESS</b>
	No further business raised
2017.2/105	<b>THE MEETING CLOSED AND THE BOARD TOOK QUESTIONS FROM THE FLOOR</b>
2017.2/106	<b>DATE &amp; TIME OF NEXT FORMAL MEETING</b>
	Thursday 29 June 2017, 1.00pm, Seminar Rooms 1&2, Shropshire Conference Centre, RSH