



Annual General Meeting (AGM)

Tuesday 30 September 2014, 18:00 – 19:30 (Refreshments from 17:30)

Academy, Level 4, Yeovil District Hospital

For more information, and **RSVP**,

Please Contact Jade Renville, Company Secretary jade.renville@ydh.nhs.uk, 01935 384348

ITEM	ENC
Welcome from the Chairman	Verbal
To Approve the Minutes of the AGM Held on 18 September 2013	Appendix 1
Overview of the Year and Looking to the Future Presented by Paul Mears, Chief Executive and Tim Newman, Chief Finance Officer	Presentation
Patient Safety and Quality Review Presented by Helen Ryan, Director of Nursing, and Jonathan Howes, Medical Director 2013/14	Presentation
Lead Governor's Report Presented by John Park, Lead Governor	Presentation
To Receive the Annual Report, Quality Report and Accounts 2013/14 and External Audit Opinion on the Accounts Presented by Peter Wyman, Chairman, Paul Mears, Chief Executive and Tim Newman, Chief Finance Officer Full copies are on our website at: http://www.yeovilhospital.co.uk/about-us/corporate-information/	Presentation
To Approve Changes to the Constitution Presented by Peter Wyman, Chairman	Appendix 2
Any Other Business and An Opportunity for Public Questions	Verbal
PRESENTATIONS	
Respiratory Conditions and Keeping Well in Winter Presented by Kate Brookman, Senior Respiratory Nurse Specialist, Dr Claire Parker, Consultant	Presentation
Estates MasterPlan Presented by Tim Newman, Chief Finance Officer, and Mark Rose, Define	Presentation
Concluding Remarks Presented by Peter Wyman, Chairman	Verbal

There will be a number of “stalls” set up with information about: the Yeovil Hospital estate and our 20 year “masterplan”, a behind the scenes look at our day surgery unit, how we are using exciting new technology to improve care, the latest work to improve patient experience and information about volunteering and governors.

ANNUAL GENERAL MEETING

Minutes of the Annual General Meeting held on Wednesday 18 September 2013 in the Academy at Yeovil District Hospital.

The meeting was attended by the Board of Directors and several of the Council of Governors, as well as members of the Trust, members of the public and Trust staff.

Action

01/13 **WELCOME**

The Chairman welcomed everyone to the meeting and explained the revised format. He made some introductory remarks and emphasised the considerable success of the Trust, thanking staff for their work in making this possible.

02/13 **MINUTES OF THE PREVIOUS MEETING**

The minutes of the meeting held on Wednesday 26 September 2012 were AGREED.

03/13 **CLINICAL QUALITY REPORT**

Dr Jonathan Howes, Medical Director, and Ms Helen Ryan, Interim Director of Nursing & Clinical Governance, introduced the report and presented some key information.

Dr Howes reported the Trust's very low mortality rate and explained how the national figures had to be interpreted. He also explained that the Trust does not rely simply on statistical reports but individually reviews each hospital death.

Helen Ryan set out the work the Trust has done over the year on improving the standard of patient care. Good progress has been made in many areas and where more needs to be done the meeting was told of the plans for the coming year.

The meeting welcomed the Clinical Quality Report.

04/13 **FINAL ACCOUNTS 2012-13**

Tim Newman, Chief Finance & Commercial Officer, presented the annual accounts, which the meeting RECEIVED.

The headline figures for the year were set out, with the Trust reporting a surplus of £400k. He explained how the Trust receives its income and the way in which that money was spent.

Mr Newman also highlighted the increased level of activity compared with last year. The increasing demand with constrained resources means the Trust needs to be more efficient in providing ever-higher quality services.

05/13 **CHIEF EXECUTIVE'S REVIEW**

Paul Mears reviewed the year, which had been a challenging one for this Trust and for the NHS as a whole. He expressed regret at the unrelenting nature of the negative publicity relating to the NHS. Nevertheless, 2012-13 had been a strong year. He outlined the responsibilities of his new executive team and the confidence he had in them.

Looking ahead, Mr Mears outlined the demographic challenge facing the Trust due to the increasing proportion of older people who will be living in South Somerset. He also explained other challenges the Trust will face.

Nevertheless, Mr Mears was convinced there are great opportunities to improve the way services are provided. The meeting was informed that in a time of challenge and change the Trust was aiming to develop more efficient and higher quality services. This would be done by working in partnership with others and would ensure that the Trust has a bright future.

06/13 **GOVERNORS' REVIEW**

Gloria Clark, Lead Governor, explained the way in which the Council of Governors had fulfilled their responsibilities. In particular she explained the way the Non-Executive Directors had been held to account for the performance of the Board. She underlined the importance of Governors listening to members and the public and said that feedback was welcomed.

Gloria Clark explained that the Governors were very supportive of the Trust's approach to making cost efficiencies and improving processes.

The Chairman thanked Gloria Clark for her report.

07/13 **QUESTIONS FROM THE FLOOR**

A number of questions were asked about various aspects of the Trust's work. The Chairman, the Chief Executive and other directors readily provided responses.

08/13 **THE SYMPHONY PROJECT**

Jeremy Martin, Project Director, explained the importance of this venture which had been alluded to several times during the meeting. It is aimed at getting a number of local health and social care organisations to work together to provide joined up care for patients.

He explained that the all-too-familiar scenario of patients with many conditions receiving care from many different agencies, each of which is working in isolation. Symphony is designed to provide co-ordinated care, with the agencies working round the patient's needs rather than to their own timetables. He described the way the scheme could work and the radical nature of some of the changes that would be required.

The project, if successful, would transform the experience of patients with multiple needs and would simultaneously enable provider organisations to streamline their services to both improve quality and increase efficiency.

The meeting greatly appreciated the presentation. The Chairman thanked Mr Martin for his presentation and all the work he has done on the project.

09/13 **DEMENTIA CARE**

Helen Ryan introduced Janine Valentine, the Trust's new Nurse Consultant for Dementia and Elderly Care.

Janine Valentine explained briefly what dementia was and more fully how the Trust is committed to dementia-friendly care. As part of a description of the range of activities which are being introduced, Rosie Mead played a sample of the music she provides for patients. In addition, Louie the PAT dog made an appearance.

The meeting also heard of the way in which Ward 6A, Charlton Ward, is being refurbished to provide an innovative, dementia-friendly environment.

CONCLUSION

The Chairman closed the meeting by thanking both the presenters and those who had attended for contributing to an interesting and informative evening.

Report to: Annual General Meeting
Report from: Chairman
Subject: Amendments to the Constitution and Standing Orders
Date: 30 September 2014

The Trust's Constitution and Standing Orders have remained substantially unchanged since authorisation in 2006. The passage of time and the Health & Social Care Act 2012, along with the changes to the NHS structure as a consequence, occasioned a comprehensive review of the Trust's key governance documents.

During the summer of 2013, Bevan Brittan LLP were commissioned to review these documents, which were considered and ratified by the Board of Directors (18 September 2013) and the Council of Governors (6 December 2013). Accordingly, the Constitution, Standing Orders, Standing Financial Instructions and Scheme of Delegation and Reservation have been revised and rationalised.

Bevan Brittan LLP has provided a summary (Annex A) of the key changes to the Constitution which are set out below for approval by members. Members should note that it is no longer necessary to receive Monitor's approval for changes to the Constitution, although the revised version will be shared with them.

Note: The revised version of the Constitution is available at (under publications): <http://www.yeovilhospital.co.uk/about-us/corporate-information/>

**YEOVIL DISTRICT HOSPITAL NHS FOUNDATION TRUST
EXPLANATION OF AMENDMENTS TO THE CONSTITUTION BY BEVAN BRITTAN LLP**

1 INTRODUCTION

- 1.1 Yeovil District Hospital NHS Foundation Trust is governed by the National Health Service Act 2006 ("2006 Act"), the Constitution and the Licence granted by Monitor.
- 1.2 The Health and Social Care Act 2012 ("2012 Act") came into force by five Commencement Orders. The 2012 Act amends the 2006 Act, and in turn, this impacts upon the required drafting to be included in the Trust's Constitution.
- 1.3 The Trust proposes a number of amendments to its Constitution which are highlighted in a comparison document. The various substantive amendments are explained below.

2 EXPLANATION OF AMENDMENTS

Provision	Explanation of amendment
1 (definition and interpretation)	A number of new definitions have been inserted in accordance with the new paragraphs added in the Constitution. Some definitions have been removed as they are no longer used in the Constitution. Please note that all references to 'PCTs' have been removed from the Constitution, including, PCT Governors, as PCTs were abolished on 1 April 2013.
Old paragraph 6 (Core Principles)	This is not a legislative requirement and has been removed from the Constitution. The NHS and Trust core principles will be set out in another Trust document.
New paragraph 6.2 (Staff Constituency)	Amendment of the membership criteria for the staff constituency, whereby individuals exercising functions on behalf of the Trust through a Trust Provider Scheme are no longer eligible for membership. The Trust has confirmed it has no Members who satisfied this eligibility criteria. Consequential changes have been made throughout the Constitution.
New paragraph 6.6 (Annual Members' Meeting)	FTs are now required to hold an annual members' meeting open to the public. Please also see our comments in respect of new paragraph 14.
New paragraphs 7.5.2 & 7.6.2 (Local Authority Governor)	Includes a right to veto appointments by local authorities and Partnership Organisations. This is not a legislative requirement but is based on the Trust's experience with sponsoring organisations.
New paragraph 7.9 (Disqualification)	A number of additional Trust-specific disqualification provisions have been inserted, save for paragraph 7.9.1.4 which is a mandatory restriction.
New paragraph 7.11 (Roles and responsibilities of Governors)	Paragraph 7.11.2 sets out the Governors' new statutory duties.
New paragraph 7.12 (Referral to the Panel)	Following legislative amendments, Governors of the Trust now have the right to refer a question to a Panel of persons appointed by Monitor in respect of the Trust's failure to act in accordance with its Constitution or in accordance with Chapter 5 (NHS Foundation Trusts) of the 2006 Act.

New paragraph 7.14.7 (Meetings)	The Council of Governors now have a right to require one or more of the Directors to attend a meeting of the Council of Governors for the purposes of obtaining information about the Trust's or the Directors' performance.
New paragraph 8.6 (Disqualification)	A number of additional Trust-specific disqualification provisions have been inserted, save for paragraph 8.6.1.2 which is a mandatory restriction.
New paragraph 8.7 (Roles and responsibilities)	Paragraph 8.7.2 sets out the Board of Directors' new general statutory duty.
New paragraph 9 (Meetings of Directors)	Meetings of the Board of Directors are now required to be open to members of the public; however, members of the public may be excluded from a meeting of the Board of Directors for special reasons.
New paragraph 10 (Conflicts of interests of Directors)	The drafting in this paragraph reflects the amendments made to the 2006 Act. Paragraphs 10.1 to 10.9 are mandatory however, the Trust has discretion in respect of paragraphs 10.10 to 10.13.
New paragraph 12 (Public documents)	This paragraph has been updated in accordance with the amendments to the 2006 Act. This includes documents relating to a special administration of the Trust.
New paragraph 13 (Auditor)	The drafting has been amended to remove all discretionary provisions.
New paragraph 14 (Presentation of the Annual Accounts and reports to the Governors and Members)	This paragraph relates to the Trust's obligation to have an annual members' meeting to present the Annual Accounts, any report of the Auditor on them, and the Annual Report to the Members of the Trust. The 2006 Act allows the annual members meeting to be combined with the meeting of the Council of Governors at which these documents are presented to the Council of Governors.
New paragraph 18 (Amendment of the Constitution)	The 2006 Act now requires approval of more than half of the members of the Council of Governors and more than half of the members of the Board of Directors present and voting at meetings of the Council of Governors and Board of Directors respectively, prior to any amendments being made to the Constitution. Further, if the amendment relates to the powers or duties of the Council of Governors or the role that Council of Governors has as part of the Trust, approval is also require from more than half the Members present and voting at the annual members meeting.
New paragraph 20 (Mergers etc. and significant transactions)	The 2006 Act now provides that a Trust may only apply for a merger, acquisition, separation or dissolution if it obtains prior approval from more than half of the members of the Council of Governors at a meeting of the Council of Governors. The 2006 Act also gives the Trust discretion as to whether to define significant transactions, whereby any transaction caught within the definition requires prior approval of more than half of the members of the Council of Governors. A definition of significant transactions has not been included, therefore no transactions are 'significant transactions' for the purposes of the 2006 Act.
Annex 2 (Practice and Procedure for meetings)	The declaration has been updated to ensure that inconsistencies between the disqualification provisions and declaration do not occur.