





## Meeting of the Council of Governors

To be held in PUBLIC on Wednesday 27 January 2016 at 2000hrs to 2030hrs.

Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital,  
Crown Street, Liverpool L8 7SS

Item no.	Title of item	Objectives/desired outcome	Verbal or document	Item presenter	Time
011	Apologies for absence	Receive apologies	Verbal	Acting Chair	2000
012	Meeting guidance notes	To receive the meeting attendees' guidance notes	Document  0.1 Notice of meeting on 1 Decemb	Acting Chair	
013	Declarations of interest	Identify and avoid conflicts of interest	Verbal	Acting Chair	
014	Minutes of the previous meeting held on 1 December 2015	Confirm as an accurate record the minutes of the previous meetings	Document  151201 Council of Governors Draft Publi	Acting Chair	2005
015	Matters Arising and Action Log	Provide an update in respect of on-going and outstanding items to ensure progress	 015 160120 CoG Public Action log.pdf	Acting Chair	
016	Acting Chair's announcements - Board appointments – Chair appointment - Constitution changed	Announce items of significance not elsewhere on the agenda	Verbal	Acting Chair	2010

Item no.	Title of item	Objectives/desired outcome	Verbal or document	Item presenter	Time
	- Report results of Lead Governor, Deputy Lead Governor and committee elections				
017	Quality indicator for external review	To agree process for the choice of quality indicator for review by the External Auditor	Document  017 Council of Governors - Quality Ii	Interim Medical Director	2020
018	Any other business	Consider any urgent items of other business	Verbal	Acting Chair	
019	Review of meeting	Review the effectiveness of the meeting (achievement of objectives/desired outcomes and management of time)	Verbal	Acting Chair	2030

Date, time and place of next meeting

**Wednesday 20<sup>th</sup> April 2016 at 17:30**

**Blair Bell, Lecture Theatre**

**Liverpool Women's NHS Foundation Trust**

## Meeting attendees' guidance, May 2013

Under the direction and guidance of the Chair, all members are responsible for ensuring that the meeting achieves its duties and runs effectively and smoothly.

### Before the meeting

- Prepare for the meeting in good time by reviewing all reports
- Submit any reports scheduled for consideration at least 8 days before the meeting to the meeting administrator
- Ensure your apologies are sent if you are unable to attend and \*arrange for a suitable deputy to attend in your absence
- Notify the Chair in advance of the meeting if you wish to raise a matter of any other business

\*some members may send a nominated representative who is sufficiently senior and has the authority to make decisions. Refer to the terms of reference for the committee/subcommittee to check whether or not this is allowable

### At the meeting

- Arrive in good time to set up your laptop/tablet for the paperless meeting
- Switch to silent mobile phone/blackberry
- Focus on the meeting at hand and not the next activity
- Actively and constructively participate in the discussions
- Think about what you want to say before you speak; explain your ideas clearly and concisely and summarise if necessary
- Make sure your contributions are relevant and appropriate
- Respect the contributions of other members of the group and do not speak across others
- Ensure you understand the decisions, actions, ideas and issues agreed and to whom responsibility for them is allocated
- Do not use the meeting to highlight issues that are not on the agenda that you have not briefed the chair as AoB prior to the meeting
- Re-group promptly after any breaks
- Take account of the Chair's health, safety and fire announcements (fire exits, fire alarm testing, etc)

### Attendance

- Members are expected to attend at least 75% of all meetings held each year

### After the meeting

- Follow up on actions as soon as practicably possible
- Inform colleagues appropriately of the issues discussed

## **Standards & Obligations**

1. All documentation will be prepared using the standard Trust templates. A named person will oversee the administrative arrangements for each meeting
2. Agenda and reports will be issued 7 days before the meeting
3. An action schedule will be prepared and circulated to all members 5 days after the meeting
4. The draft minutes will be available at the next meeting
5. Chair and members are also responsible for the committee/ subcommittee's compliance with relevant legislation and Trust policies
6. It is essential that meetings are chaired with an open and engaging ethos, where challenge is respectful but welcomed
7. Where consensus on key decisions and actions cannot be reached this should be noted in the minutes, indicating clearly the positions of members agreeing and disagreeing – the minute should be sufficiently recorded for audit purposes should there need to be a requirement to review the minutes at any point in the future, thereby safeguarding organisational memory of key decisions
8. Committee members have a collective duty of candour to be open and honest both in their discussions and contributions and in proactively at the start of any meeting declaring any known or perceived conflicts of interest to the chair of the committee
9. Where a member of the committee perceives another member of the committee to have a conflict of interest, this should be discussed with the chair prior to the meeting
10. Where a member of the committee perceives that the chair of the committee has a conflict of interest this should be discussed with the Head of Governance and/or Trust Board Secretary
11. Where a member(s) of a committee has repeatedly raised a concern via AoB and subsequently as an agenda item, but without their concerns being adequately addressed the member(s) should give consideration to employing the Whistle Blowing Policy
12. Where a member(s) of a committee has exhausted all possible routes to resolve their concerns consideration should be given (which is included in the Whistle Blowing Policy) to contact the Senior Independent Director to discuss any high level residual concerns. Given the authority of the SID it would be inappropriate to escalate a non risk assessed issue or a risk assessed issue with a score of less than 15
13. Towards the end of the meeting, agendas should carry a standing item that requires members to collectively identify new risks to the organisation – it is the responsibility of the chair of the committee to ensure, follow agreement from the committee members, these risks are documented on the relevant risk register and scored appropriately

***Speak well of NHS services and the organisation you work for and speak up when you have Concerns***

Page 129 Handbook to the NHS Constitution 26<sup>th</sup> March 2013

**Council of Governors**  
**Minutes of a public meeting held on Tuesday 1<sup>st</sup> December 2015**  
**at 5:30pm in the Blair Bell, Lecture Theatre**

**PRESENT:**

Ms Liz Cross (chair)	Acting Chair
Mr Saad Al-Shukri	Public Governor (Central Liverpool)
Mr Mohammed Arshad	Public Governor (South Liverpool)
Mrs Sarah Carroll	Public Governor (Central Liverpool)
Councillor Helen Casstles	Appointed Governor (Liverpool City Council)
Reverend Cynthia Dowdle	Appointed Governor (Community/voluntary/orgs)
Mr John Foley	Staff Governor (Clinical & Non-Clinical Support Staff)
Miss Terri Anne Green	Public Governor (Central Liverpool)
Mrs Sheila Gwynn-Adams	Public Governor (South Liverpool)
Mrs Gail Mannion	Staff Governor (Scientists, AHPs & Technicians)
Ms Carole McBride	Public Governor (Sefton)
Mrs Mary McDonald	Appointed Governor (Community/voluntary/orgs)
Mr Adrian O'Hara	Public Governor (North Liverpool)
Ms Sharon Owens	Staff Governor (Nurses)
Mrs Sheila Phillips	Public Governor (Knowsley)
Mrs Shelly Ralph	Public Governor (Central Liverpool)
Professor Anne Scott	Liverpool John Moores University
Ms Pat Speed	Public Governor (Sefton)
Mr Adel Soltan	Staff Governor (Doctors)
Mrs Gillian Walker	Staff Governor (Midwives)
Mrs Liz Williams	Public Governor (North Liverpool)

**IN ATTENDANCE:**

Mrs Julie Tsao	Assistant to the Trust Secretary (minutes)
Mrs Dianne Brown	Director of Nursing and Midwifery
Mr Andy Chittenden	Interim Trust Secretary
Dr George Kissen	Non-Executive Director
Mrs Vanessa Harris	Director of Finance
Ms Pauleen Lane	Non-Executive Director
Mr George Kissen	Non-Executive Director
Mr Tony O' Kotie	Non-Executive Director
Mrs Kathryn Thomson	Chief Executive
Mrs Michelle Turner	Director of Human Resources & Marketing
Mrs Joanne Topping	Interim Medical Director

**15/16/105 Apologies**

Dr Ana Alfirevic	Appointed Governor (University of Liverpool)
Councillor Del Arnall	Appointed Governor (Knowsley Council)
Mr Ian Haythornthwaite	Non-Executive Director
Councillor Nina Killen	Appointed Governor (Sefton Borough Council)
Mr Jeff Johnston	Associate Director of Operations
Mr Geoffrey Tattersall	Public Governor (rest of England & Wales)
Dr Mark Tattersall	Public Governor (Knowsley)
Ms Helen White	Public Governor (rest of England & Wales)

**15/16/106 Meeting guidance notes**

Noted.

**15/16/107 Declarations of Interest**

No declarations were declared.

**15/16/108 Minutes of the previous meeting held on 21 October 2015 and Matters Arising**

Prior to the meeting of 1 December it had become apparent that a Governor had voice recorded a Governor Induction session held on 21<sup>st</sup> October 2015, without acknowledging the recording or asking for anyone's agreement to voice record the session. Due to this John Foley, Staff Governor asked that no Governors voice record meetings without the consent of those present. This was agreed.

The minutes of the meeting of 21 October were approved as a true and accurate record.

**15/16/109 Acting Chair's announcements**

At the last Council of Governors meeting held on 21<sup>st</sup> October 2015, Vanessa Harris, Director of Finance had reported on the Trust's deficit of 8 million pound. An application for distressed funding (a loan) had been submitted to support the Trust with the deficit. The funding was likely to be approved in January 2016.

The application for distressed funding automatically opens an investigation from Monitor. Vanessa Harris advised Monitor are well aware of the Trust's situation and assured the Council that Monitor are following protocols and there is no cause for concern.

Sheila Philips, Public Governor asked if the Trust would be charged interest on the distressed funding. Vanessa Harris responded that the distressed funding would be a cash advance. Therefore, no interest would be charged.

Liz Cross, Acting Chair reported on the resignation of Steve Burnett Non-Executive Director. Due to Steve's departure Tony O'Kotie is now the Senior Independent Director (SID). John Foley thanked Steve Burnett for his work at the Trust as (SID) and as Chair of GACA on behalf of the Council.

A Nominations Committee had been held earlier in the day that George Kissen as acting Vice Chair had chaired. The process to recruit a Chair and a number of Non-Executive Director posts had commenced. It was hoped the process would be completed and candidates for the Chair and Non-Executive posts would be nominated at the next Council of Governor meeting on 20<sup>th</sup> January 2016.

**15/16/110 Results of election for Lead Governor and vacancies for; Nominations Committee, Remuneration Committee and Membership Committee**

It had become apparent that the recent Lead Governor and sub-committee elections had been flawed as not all Governors had received the invitation to apply due to a communications (email) error. The Interim Trust Secretary provided a sincere apology on behalf of the Trust Secretary team.

Governors requested the election process was re-run to ensure it was clear and transparent. It was agreed the elections would run to a shorter timescale and an invitation would be emailed tomorrow to all governors.

A discussion was held on the communication of documents with Governors and whether it was possible for Governors to log into a portal or a folder on the website. The Interim Trust Secretary agreed to raise this as a priority for the Council's development.

## **Resolutions**

- a) As the election process for lead Governor and sub-committee nominations had been flawed, the election process would be re-run starting tomorrow with shorter timescales.
- b) To review how Governors are communicated with and look into shared portal or folder options. An update on the findings was to be provided at the meeting in January 2016.

### **15/16/111 Constitution amendment**

Following the previous meeting the Council had requested for this item on the Constitution amendment to be re-presented with further clear details on the reasons for and against amending the Trust's Constitution to allow Directors to hold two NHS Directorships at the same time.

Andrew Chittenden provided assurance to the Council that changing the constitution would widen the talent pool from which to appoint new Directors. It was noted that this would be the right to time to change the constitution to ensure the Trust had access to the high talent of Directors as the recruitment process for the Chair and Non-Executive Directors had commenced.

As a number of Governors felt this may increase a governance risk to amend the Trust's constitution or there was no requirement to do so the council agreed to take the decision to a vote. Out of 20 Governors 17 Governors voted for the amendment to allow Directors to hold two NHS Directorships at the same time.

#### **Resolved**

The Council approved for the Trust's constitution to allow Directors to hold two NHS Directorships at the same time.

### **15/16/112 Review of risk impacts of items discussed**

There were no new risks noted.

### **15/16/113 Any other Business**

Mary McDonald, Appointed Governor reported on the sad news of previous public governor Barbara Kerr's husband who had suddenly passed away. It was noted that flowers would be sent to Barbara from the Council and Board of Directors.

Liz Cross, Acting Chair noted this would Julie Tsao, Assistant to Trust Secretary's last meeting and thanked Julie for her support with the Council's meetings.

### **15/16/114 Review of meeting**

The feedback from Governors was that the meeting had achieved its aims.

**Liverpool Womens NHS Foundation Trust**  
**Council of Governors**  
**Action Log April 2015 - March 2016**

Meeting date	Ref	Item	Action	By whom?	By when?	Status	Update
01/12/2015	15/16/110	Results of election for Lead Governor and vacancies for Nominations committee, Remuneration committee and membership committee	As all governors had not received an invitation for the Lead Governor and sub committee elections it was agreed the election would be re-run to a shorter timescale.	Interim Trust Secretary	20th January 2016	complete	Sheila Gwynn Adams appointed lead governor
01/12/2015	15/16/110	Results of election for Lead Governor and vacancies for Nominations committee, Remuneration committee and membership committee	To review how the Trust communicates with Governors and look at possibilities of giving Governos access to a Liverpool Women's account to access a Council of Governor folder on the intranet	Trust Secretary	20th January 2016	On-going	Trust Secretary to take this item forward with the Trust Chair on appointment.



<b>Agenda item no:</b>	017								
<b>Meeting:</b>	Council of Governors								
<b>Date:</b>	27 January 2016								
<b>Title:</b>	Quality Indicator Selection								
<b>Report to be considered in public or private?</b>	Public								
<b>Purpose - what question does this report seek to answer?</b>	Are governors aware of the requirement for them to recommend a quality indicator for examination by the external auditors as part of the Quality Report?								
<b>Report For:</b>	<table border="1"> <tr> <td>Information</td> <td>(✓)</td> <td>Decision</td> <td></td> <td>Escalation</td> <td></td> <td>Assurance</td> <td>(✓)</td> </tr> </table>	Information	(✓)	Decision		Escalation		Assurance	(✓)
Information	(✓)	Decision		Escalation		Assurance	(✓)		
<b>Where else has this report been considered and when?</b>	N/A								
<b>Reference/s:</b>	N/A								
<b>Resource impact:</b>									
<b>What action is required at this meeting?</b>	To receive the report and note the need to select a quality indicator								
<b>Presented by:</b>	Joanne Topping, Interim Medical Director								
<b>Prepared by:</b>	Gregory Hope, Head of Risk, Compliance & Assurance								

This report covers (tick all that apply):

<b>Strategic objectives:</b>	
To develop a well led, capable motivated and entrepreneurial workforce	✓
To be ambitious and efficient and make best use of available resources	✓
To deliver safe services	✓
To participate in high quality research in order to deliver the most effective outcomes	✓
To deliver the best possible experience for patients and staff	✓
<b>Other:</b>	
Monitor compliance	✓
NHS constitution	
Equality and diversity	
Operational plan	

<b>Which standard/s does this issue relate to:</b>	
Care Quality Commission	All
Hospital Inspection Regime Indicator	
Board Assurance Framework Risk	All

<b>Publication of this report (tick one):</b>	
This report will be published in line with the Trust's Publication Scheme, subject to redactions approved by the Board, within 3 weeks of the meeting	✓
This report will not be published under the Trust's Publication Scheme due to exemptions under S21 of the Freedom of Information Act 2000, because the information contained is reasonably accessible by other means	
This report will not be published under the Trust's Publication Scheme due to exemptions under S22 of the Freedom of Information Act 2000, because the information contained is intended for future publication	
This report will not be published under the Trust's Publication Scheme due to exemptions under S41 of the Freedom of Information Act 2000, because such disclosure might constitute a breach of confidence	
This report will not be published under the Trust's Publication Scheme due to exemptions under S43(2) of the Freedom of Information Act 2000, because such disclosure would be likely to prejudice the commercial interests of the Trust	

## **1. Introduction and summary**

Monitor requires Foundation Trusts to produce an annual, public facing Quality Report. As part of the Quality Report the Trust must include an overview of quality of care offered by the trust based on how we have performed against a series of quality indicators.

As key stakeholders, the Governors are asked to identify a quality indicator for scrutiny by the Trust's external auditor. This paper sets out how we propose to ensure Governors are given sufficient support in making this decision.

## **2. Key Themes**

The Trust has an overarching Quality Strategy that sets out its long-term quality goals. The quality indicators the governors are asked to select from are based on the Trust's 3 quality goals: to reduce harm, reduce mortality and provide the best patient experience. They are detailed in Appendix 1.

Feedback from Governors in 2015 was that they would like to be more engaged in the selection of an indicator and more informed in general regarding the work that goes into the production of the Trust Quality Report. It is therefore proposed that on Tuesday 24 February at 5.30pm the Trust hold a workshop session for Governors on Foundation Trust regulation during which the Quality Report, the selection of an indicator for audit and Governors' right to comment on a draft report will be addressed.

## **3. Conclusion**

Feedback from Council of Governors in previous years has been that they would benefit from further discussion of the Trust's quality work, including the Quality Strategy and Quality Report, prior to making their selection.

It is therefore suggested that the Governors use this paper as a starting point to inform them of which quality indicators are available but that at a workshop on Tuesday 24 February the opportunity is provided for further discussion regarding the Quality Report. Once this workshop has taken place Governors will be asked to make their recommendation for selection of an indicator at their March meeting.

## **4. Recommendations**

That the Committee:

1. Agree to a workshop to discuss the Quality Report
2. Agree that selection of a quality indicator will take place at the March meeting of the Council of Governors

## 5. Appendix 1

The Trust's quality indicators and the reasons they are important are as follows. They will be discussed with governors in greater depth prior to selecting one of them for audit.

### Reduce Harm

	Quality Indicator	Why is this important?
1	To reduce the number of elective surgical site infections in gynaecology to an average of 3 per calendar month	Post-operative infections can provide a marker as to the effectiveness of our care of patients before during and after operations.
2	To work to cleanse data for emergency patients and determine underlying infection complication rates	High quality, cleansed data will allow clinicians to improve patient safety.
3	To achieve zero MRSA infections	The Trust takes extremely seriously its duty to prevent infection and provide care in a safe environment.
4	To achieve zero Clostridium-difficile (C-diff) infections	The Trust takes extremely seriously its duty to prevent infection and provide care in a safe environment.
5	To achieve a rate of late-onset bloodstream infections in preterm infants below 0.5 infections per 100 very low birth weight intensive care and high dependency days	Limiting the number of babies who acquire infection we can impact on short and long-term clinical outcomes.
6	To achieve a proportion of preterm babies who develop a late-onset bloodstream infection below the median benchmarked against the Vermont Oxford Network (VON)-UK	Limiting the number of babies who acquire infection we can impact on short and long-term clinical outcomes.
7	To reduce the incidents of babies born with Grade 2/3 Hypoxic Ischaemic Encephalopathy by 50% over 3 years	The prognosis for babies born with HIE can be severe.
8	To reduce the number of very low birth weight babies who have ultrasound evidence of periventricular haemorrhage (grade 3 or 4) or periventricular leukomalacia to be in the lowest quartile of benchmarking peers	By benchmarking our rates with the Vermont Oxford Network we are able to ensure that babies in our unit receive treatment comparable with the best available.
9	To increase reporting of all medication error incidents by 10% quarter on quarter (~16% in year) to enable identification and resolution of causal factors	Improving the reporting culture and having the correct processes to review and learn can have a positive impact on patient safety.
10	To ensure that all medication incidents rated at 10 or above are subject to a Root Cause Analysis	This will capture and implement learning and reduce the number of serious medication error incidents.
11	To ensure that no more than 10% of live births are multiples	The Human Fertilisations & Embryology Authority (HFEA) sets a 10% target in its drive to reduce the number of multiple births arising from fertility treatment.

## Reduce Mortality

	Quality Indicator	Why is this important?
12	To deliver our risk adjusted neonatal mortality within 1% of the national Neonatal Mortality Rate	This will ensure the quality of care we provide is of the highest quality
13	No non-cancer related deaths in Gynaecology	Mortality data is crucial for all hospitals in identifying shortcomings in care.
14	Zero maternal deaths	Mortality data is crucial for all hospitals in identifying shortcomings in care.
15	To reduce the incidence of stillbirths attributed to Small for Gestational Age (SGA) by 20%	Stillbirth in babies who are SGA is potentially preventable through early intervention.
16	Introduce the national 'safety thermometer' for maternity services	The safety thermometer helps makes certain a care environment is free from harm.

## Provide the Best Patient Experience

	Quality Indicator	Why is this important?
17	1:1 care in established labour provided to at least 95% of women	Providing 1:1 Care during labour helps support a woman and her family.
18	To provide epidural pain relief to at least 95% of women requesting it, where possible and clinically appropriate	Provision of an epidural on request promotes safety and trust
19	To be in the upper quartile of Patient Surveys across all pathways	Listening to feedback helps us respond to patient concerns and informs us when we make decisions about how our services are provided.