

Meeting of the Council of Governors
 Wednesday 26 April 2017 at 1730
 Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital,
 Crown Street, Liverpool L8 7SS

Refreshments will be available in the Atrium, Blair Bell Education Centre at 1700.

Item no.	Title of item	Objectives/desired outcome	Process	Item presenter	Time allocated to item	CQC Key Lines of Inquiry (KLOE)
2017/028	Apologies for absence	Receive apologies	Verbal	Chair	1730 (20mins)	KLOE 17
2017/029	Meeting guidance notes	Receive and note	Written guidance	Chair		KLOE 17
2017/030	Declarations of interest – <i>do Governors have any interests to declare?</i>	Identify and avoid conflicts of interest	Verbal	Chair		KLOE 17
2017/032	Patient Opinions – Presentation	To receive and note	Presentation	Michelle Morgan Head of Audit, Effectiveness and Patient Experience		All
2017/033	Minutes of the previous meeting held 25 January 2017	Confirm as an accurate record the minutes of the previous meeting	Written minutes	Chair	1750 (15mins)	KLOE 17
2017/034	Matters arising and action log	Provide an update in respect of any matters arising	written	Chair		KLOE 17

2017/035	Chair's announcements	Report recent and announce items of significance not elsewhere on the agenda	Verbal	Chair		KLOE 17
MATTERS FOR RECEIPT / APPROVAL						
2017/036	Minutes of the Patient Experience and Membership Engagement Committee held 15 March 2017	Receive and review the minutes	Written minutes	Committee Chair	1805 (5mins)	KLOE 17
2017/037	Council of Governors Committee Structure	To agree whether to put in place a committee structure for the Council	Written	Trust Secretary/ PE&ME Committee Chair	1810 (10mins)	KLOE 16 & 17
2017/038	Selection of quality indicator for Quality Report and examination by the external auditors	To note the selection of a quality indicators	Written	Trust Secretary	1820 (5mins)	KLOE 17
2017/039	Annual Staff Survey 2016	Receive and note feedback from the 2016 Staff Survey.	Written/ Presentation	Director of Workforce and Marketing	1825 (20mins)	ALL
ITEMS FOR INFORMATION AND DISCUSSION						
2017/040	Non-Executive Director Role at LWH	To receive a verbal presentation from a non-executive Director on their role at LWH	Verbal	David Astley	1845 (5mins)	KLOE 5,17
2017/041	Board Assurance updates <i>Board Committee Chairs Reports</i> <ul style="list-style-type: none"> • <i>Finance Performance and Business Development Committee</i> • <i>Governance and Clinical Assurance Committee</i> • <i>Putting People First Committee</i> • <i>Audit Committee</i> 	Receive and discuss	Written report	NEDs	1850 (10mins)	KLOE 17

2017/042	Review of risk impacts of items discussed – <i>have any new risks been identified during the course of the meeting?</i>	Identify any new risk impacts	Verbal	Chair	1900 (10mins)	KLOE 17
2017/043	Any other business – <i>is there any other business that needs to be considered today?</i>	Consider any urgent items of other business	Verbal or written	Chair		KLOE 17
2017/044	Review of meeting – <i>did the meeting achieve its objectives; what went well and what could have gone better?</i>	Review the effectiveness of the meeting (achievement of objectives/desired outcomes and management of time)	Verbal	Chair / all		KLOE 17
2017/045	Date, time and place of next meeting: <i>Wednesday at 1730 in the Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital</i>	Confirm arrangements for next meeting	Verbal	Chair	1910 Meeting in Public ends	

Resolution to exclude the press and public on the grounds that the remaining business is commercial in confidence.

Council of Governors
Minutes of a Public meeting held on Wednesday 25th January 2017
at 17:30 pm in the Blair Bell, Lecture Theatre

PRESENT:

Mr Robert Clarke	Chair
Mrs Sheila Gwynn-Adams	Public Governor (South Liverpool)
Ms Pat Speed	Public Governor (Sefton)
Ms Elizabeth Williams	Public Governor (North Liverpool)
Mr Adrian O'Hara	Public Governor (North Liverpool)
Mrs Gail Mannion	Staff Governor (Scientists, AHPs & Technicians)
Mr Adel Soltan	Staff Governor (Doctors)
Mr John Foley	Staff Governor (Admin)
Mrs Mary McDonald	Appointed Governor (Community/voluntary/orgs)
Reverend Cynthia Dowdle	Appointed Governor (Community/voluntary groups)
Dr Ana Alfirevic	Appointed Governor (University of Liverpool)
Mr Richard Roberts	Public Governor (South Liverpool)
Mr Saad Al-Shukri	Public Governor (Central Liverpool)
Ms Sarah Carroll	Public Governor (Central Liverpool)
Mrs Shelley Ralph	Public Governor (Central Liverpool)
Mrs Sheila Phillips	Public Governor (Knowsley)
Ms Sharon Owens	Staff Governor (Nurses)
Councillor Tim Beaumont	Appointed Governor (Liverpool City Council)

IN ATTENDANCE:

Mrs Kathryn Thomson	Chief Executive
Mr Colin Reid	Trust Secretary
Mrs Dianne Brown	Director of Nursing and Midwifery
Mrs Vanessa Harris	Director of Finance
Mr Andrew Loughney	Medical Director
Ms Sacha Keating	Executive Assistant (minutes)
Ms Katherine Wright	Head of Communications
Mr Andrew Duggan	Deputy Head of Communications
Ms Jo Moore	Non-Executive Director
Mr Jeff Johnston	Director of Operations
Mr Ian Knight	Non-Executive Director
Mr Tony Okotie	Non-Executive Director
Ober Akinwale	Deputy President – Liverpool Guild
Vicky Wilson	Student Midwife – Liverpool John Moores University

001

Apologies

Ms Carole McBride	Public Governor (Sefton)
Dr Raphaela Kane	Appointed Governor (Liverpool John Moore's University)
Ms Terri Ann Green	Public Governor (Central Liverpool)
Mrs Pauline Kennedy	Staff Governor (Midwives)
Ms Helen White	Public Governor (rest of England & Wales)
CLlr Paula Spencer	Appointed Governor (Sefton Council)
CLlr Kay Moorhead	Appointed Governor (Knowsley Council)
Mrs Michelle Turner	Director of Workforce & Marketing
Mr Ian Haythornthwaite	Non-Executive Director (Chair of Audit Committee)

Mr Phil Huggon
Mr David Astley
Ms Susan Milner

Non-Executive Director
Non-Executive Director
Non-Executive Director

002 Meeting guidance notes

Meeting guidance notes were noted.

003 Declarations of Interest

There were no declarations of interest.

004 Minutes of the previous meeting held on 16th November 2016

The minutes of 16th November 2016 were approved as a true and accurate record of the meeting held subject to changes to the attendance list; Ian Knight, Non-Executive Director had been omitted but was present at the meeting.

005 Matters arising and Action log

The Council considered the action log from the previous meeting noting all actions were completed or in progress.

006 Chair's Announcements

The Chair made the following announcements:

- Mr Mark Walker, Governor Rest of England and Wales had now resigned from the Council of Governors due to work commitments. This created a vacancy in the Rest of England and Wales constituency. The Trust Secretary advised that a bi-election would be held for the two current vacant positions on the Council of Governors; Knowsley and Rest of England and Wales.
- The Chair welcomed Councillor Tim Beaumont, Liverpool City Council and introduced two student representatives in attendance at this evening's meeting: Ober Akinwale, Deputy President – Liverpool Guild and Vicky Wilson, Student Midwife – Liverpool John Moores University.
- The Chair informed the Governors that the Pre-Consultation Business Case was available for viewing on the Liverpool Clinical Commissioning Groups' (LCCG) website and would be discussed in more detail later in the agenda.

007 Minutes of the Patient Experience and Membership Engagement Committee (PE&ME) held 15 December 2017

Sheila Phillips updated Governors on key headlines from the latest Patient Experience meeting and reported that the Membership Strategy had been agreed at the meeting for Council sign off today. She advised that since the meeting she had received additional comments which she would explain under the next agenda item. Sheila Phillips reported that the Committee had received an update on Future Generations Communications and Engagement Strategy and had been informed that public consultation timings had changed and would now be at the earliest in the summer 2017 due to the Mayoral elections.

Sheila Phillips reported on the feedback from the PLACE Assessment outcomes which had been positive and this had been disseminated across the Trust. She advised that there had been no update from the Experience Senate as the latest meeting had been cancelled.

Membership Strategy 2017-2010

Sheila Phillips briefed the Governors on the membership strategy that had been presented to the PE&ME Committee in December 2016. She explained that a draft of the Strategy had been sent to all governors for comment prior to the PE&ME Committee meeting on 15 December 2016 and the outcome of the discussion at the PE&ME Committee was now presented to the Council.

Sheila Phillips informed that one of the priorities was to engage with under-represented groups such as young people and students and the people of Sefton. This has been stated in the strategy with other key priorities. Other key priorities for the first, second and third year were included in the Strategy.

Katherine Wright, Head of Communications advised that there was opportunity to harness interest in the future of the hospital through engaging in the community. Kathy Thomson, Chief Executive advised recognised the need for engagement, in particular as the trust moved through to public consultation on the future of the trust and noted that in previous years Governors were supported by Non-executive Directors at community events. She felt that this may be a way forward.

John Foley suggested using an area on the Trust internet page for governors to access along with relevant sessions to assist governors in relaying messages about the future of the Trust to members of the public would be important and asked that that this be considered more closely by the PE&ME Committee as part of its terms of reference.

Elizabeth Williams referring to being able to attract members felt that more work was required on the benefits of becoming a member of the Trust, she felt that as was currently the case members of the public did not necessarily see a benefit in being a member and this needed to be highlighted in a positive way.

Pat Speed as Governor from the Sefton constituency recognised the need to develop the strategy to attract membership particularly in her area. She advised that greater emphasis on the work of the Trust at Aintree would help and supported by posters, leaflets and media. Pat Speed felt that members needed to see tangible benefits. Cynthia Dowdle supported the views expressed and felt that it was important that the Trust understood what its aims was in having a membership; why does it need it; and what the selling points were. Katherine Wright responded that work around membership is taking place and messages were being generated.

The Chair recognised the comments and understood that the Strategy was the overarching approach the Trust was undertaking in engagement with members and the public and supported the Trust's communication strategy. Sheila Phillips reported that since the Strategy had been sent out to the Council with the papers to this meeting, she had received a number of comments that required addressing within the Strategy and would pass on the Comments to the Head of Communications.

The Council considered the Membership Engagement Strategy 2017-20 and approved the Strategy subject to amendments. It was noted that the amended Strategy would be presented to the PE&ME Committee meeting in its final form for noting before 31 March 2017. It was also agreed that a clear explanation on the Trust website regarding the benefits of becoming a member would help improve engagement and understand of what being a member of the Trust meant.

Proposal for the merging of the Governor Nominations Committee with the Remuneration Committee

The Chair reported on the proposal to merge the Governor Nominations Committee with its Remuneration Committee. Cllr Tom Beaumont queried if there was any impediment to merging the two committees that Governors needed to be aware of. The Trust Secretary stated there are no impediments to merging the two committees, however there would be a need to undertake an

election process for membership of the single committee and explained the process that would be followed. *The Council considered and approved the proposal to merge the Governor Nominations Committee with the Remuneration Committee into a single committee of the Council and noted the requirements to undertake a self-nomination election process for membership.*

010 **Liverpool CCG Pre-Consultation Business Case for Women's and Neonatal Services**

Kathy Thomson, Chief Executive informed Governors that the draft Pre Consultation Business Case (PCBC) was published by Liverpool CCG (LCCG) on 6th January 2017 following their presentation of the PCBC at the Trust Board meeting. She reported on the preferred option identified in the PCBC for the Trust to locate to a new build next to the new Royal Liverpool Hospital. This was one of four options identified in the PCBC.

Dianne Brown, Director of Nursing and Midwifery provided an update on a recent Council Overview and Scrutiny meeting she attended at which the clinical case for change was widely supported by Councillors who were aligned to the strategy and had commended the open approach taken by the Trust and LCCG. Kathy Thomson detailed recent visits to the Trust by both local MP's and NHSI to discuss the clinical case for change and unlocking the next stages regarding capital and current estate constraints.

Saad Al-Shukri queried what the timescale for a proposed relocation was and when the consultation will take place. Kathy Thomson responded that it was likely the Trust would have to remain at Crown Street much longer than previously anticipated and would mostly like extend beyond five years and may be up to 10 years. She went on to report that although LCCG had agreed to publish the PCBC, NHS England had to be assured of the process and that the public consultation on the options would take place in the summer 2017 at the earliest.

Adrian O'Hara referring to discussion at the Governor pre-meeting noted that Alder Hey had written to LCCG and advised that they did not support the finding of the PCBC. He asked whether this would have a bearing on the process for approval of the preferred option. Kathy Thomson advised that the Trust continued to work closely with Alder Hey, particularly around the Neonatal network and a solution was being found that provided the best possible care to patients. She advised that throughout the process Alder Hey had been involved in the options appraisal and had been members of the Oversight Board that approved the PCBC; it was therefore difficult to understand what they were now taking a different stance to that discussed throughout the process. Furthermore she reported that a sub group of the Oversight Board comprising of clinicians from all stakeholders, including Alder Hey, had agreed the weighting of the four options in the PCBC and had identified the move to the new site adjacent to the new Royal as the only clinical sustainable option. Kathy Thomson added that although critical care for babies was provided currently on site, this was not provided for adults which support the clinical need to move to a new build adjacent to the Royal.

The Council noted the current status of the PCBC and asked that it be informed of any developments as they arise.

011 **CQC Key Lines of Enquiry**

Dianne Brown thanked all Governors and Non-Executive Directors who participated in the CQC mock inspection and reported that the next round of mock inspections would take place during May with further participation encouraged. She advised that the mock inspections were conducted to assure that the Trust services were run safely, efficiently and provide the best possible experience for patients.

Dianne Brown briefed the Council on key headlines from the mock inspection and discussed the areas that require improvement which would be addressed as part of an action plan using same methodologies as the CQC fundamental standards of Safe, Caring Effective, Responsive and Well-Led.

[Mary McDonald left the meeting at 6:45pm]

Dianne Brown detailed future plans for the Trust in terms of bi-annual mock inspections with further reviews and action plans.

John Foley asked whether the CQC reviewed as part of the inspection exit questionnaires of staff and findings from the Friends and Family tests. Dianne Brown reported that CQC are able to ask for any information which they feel was relevant to the inspection and could request details of exit questionnaires should they wish to. With regarding to Friends and Family Test outcomes, she advised that the CQC inspectors would certainly look at these outcomes as part of the focus on patient experience.

Sheila Phillips requested more notification for Governors to participate in mock inspections would help in terms of managing diaries to attend these. Saad Al-Shukri queried if there is an opportunity for staff to make comments similar to "You Said We Did" that could be factored into the work of the mock inspection. Dianne Brown responded that the Trust implement Exit cards, HR cards and Executive Visibility sessions as ways for staff to engage and submit comments. Kathy Thomson added that the Trust also implement Pulse Surveys for staff to complete with regards to their own specific areas of work which were fed back directly to their respective line managers for action.

Dianne Brown advised that she would provide the dates of the next mock inspection to the Council.

The Chair thanked Dianne Brown for her presentation and advised that it was important that all actions arising from the mock inspections completed and embedded.

012

Non-Executive Director Role at LWH

Ian Knight, Non-Executive Director briefed Governors on his time to date at the Trust since April 2016 and his background prior to this date along with the interests, knowledge and skills he brings to the Trust.

Ian Knight advised that he took over as Chair of the Audit Committee on 1 January 2017 from Ian Haythornthwaite and that he is a member of the Putting People First Committee and was linked to the Director of Nursing & Midwifery as part of a 'buddying' system with the Executive.

The Chair thanked Ian Knight and opened up discussion from the floor. With regards to relationship building Sheila Gwynne-Adams felt that there needed to be more structured work around interactions between Non-Executive Directors and Governors that would help to develop relationships as she felt this area was unclear given the changes in NEDs over the last year.

The Chair supported the comment and suggested that rather than discuss this today that it is discussed at the next meeting of the PE&ME Committee. He felt that it was important that both Governors and Non-Executives Directors develop relationships so that the Non-Executive Directors roles and responsibilities are aligned to the needs of the Council. The Chair added that he would continue to hold planned Governor drop-in sessions to support relationships and encouraged Governors to attend public Board of Director meetings.

Sheila Philips suggested developing "buddy" relationships between Governors and Non-Executive Directors in their remits and roles to match experience and knowledge.

Sarah Carroll, noting the requirements for greater engagement between Governors and Non-Executive Directors asked that consideration be given to the timing for meetings. She explained that

as a working mum it was difficult make arrangements to attend meetings if they were called at short notice or during the day.

Gail Mannion reminded the Council of its role as Governors of the Trust. She highlighted that the role was not to operate the Trust; this was the role of the Board, but to obtain assurance on the Trust's performance and hold the Non-Executive Directors to account. It was important therefore that Governors understood the role and were able to provide challenge.

The Chair, Senior Independent Director and one additional Non-Executive Director agreed to attend a PE&ME Committee to discuss ideas and assist governors in the roles and responsibilities. The Trust Secretary was asked to make the necessary arrangements.

013 Board Assurance Updates

The Chair referred to the Chair reports from each of the Board sub committees which had been circulated prior to the meeting together with the latest Finance Report and Performance Report, circulated for information and asked for any questions arising from any of the Papers. Further the Chair referring to the questions raised by Governors at the pre-meeting and responded to in writing asked whether there were any additional clarifications required.

John Folly referring to the response to the question regarding turnover rates of staff asked what was being done to stem the number. The Chair noted the concern and reported that although there was an increase in turnover of staff this was most notably in the corporate areas. Retention strategies had been implemented for key roles and recruitment was still taking place through the challenging period.

A question of clarification was raised regarding the morale of the staff in both clinical and corporate teams; Tony Okotie, Non-Executive Director stated as Chair of the Putting People First Committee, staff morale and retention issues were a key focus of the PPF committee at present and actions were being undertaken to address both concerns.

Cllr Tim Beaumont queried how performance metrics were measured within the Trust and were internal metrics shared within the Trust or with regulators. Dianne Brown responded that not all internal metrics were explicitly shared however there were a number of metrics that were shared due to contractual requirements (CCG CQUINs), mandatory requirements (NHS Improvements Single Oversight Framework) and as a consequence of the Trust assessing the metrics as part of the quality strategy. Jeff Johnston, Director of Operations reported that the Board who has a fundamental role of monitoring of the Trust's performance in an effective way to satisfies itself that appropriate action was being taken to remedy problems as they arise. The Board receives; reviews; and manages appropriate indicators and explained that these were currently being assessed by the Board in readiness for the new financial year. The Council would be able to see the new indicators and report when they are finalised.

014 Review of Risk Impacts

The Chair stated as clinical safety and quality issues were being addressed as raised earlier in the meeting there are no new risks identified for noting.

015 Any Other Business

The Chair stated that dates for 2017/18 Council of Governors meetings had been issued and that one date had to be amended due to it falling during Easter.

John Foley requested the meeting schedule be made more inclusive of other committees & circulate dates for these and Board of Directors meetings so Governors can attend as and when appropriate.

016 Date and time of next meeting

The next meeting of Council of Governors will be held at 5.30 pm on 26th April 2017 in the Blair Bell Meeting Room.

DRAFT

Council of Governors
Action Plan

Meeting date	Minute Reference	Action	Responsibility	Target Dates	Status
25 Jan 2017	17/012	Non-Executive Director Role The Chair and Non-Executive Directors agreed to attend the next Patient Experience and Membership Engagement meeting to discuss ideas and assist governors in the roles and responsibilities	Trust Secretary	April 2017	Action Discharged – see agenda items 2017/036/37
25 Jan 2017	17/015	Trust Secretary to distribute the schedule of meetings (Board and Committee) to the Council	Trust Secretary	March 2017	Action Discharged – Email sent to all governors providing dates and times of Board and Board Committee meetings and Council meetings.
16 Nov 2016	16/071	Trust Secretary to Review format of 2017 Annual Members Meeting with the Patient Experience and Membership Engagement Committee and the Communications Team.	Trust Secretary/PE&ME Committee	April 2017	Action discharged – Matter being addressed through the Patient Experience and Membership Engagement Committee.

Council of Governors' Patient Experience & Membership Engagement Committee

**Minutes of meeting held on Tuesday, 15 March 2017
in the Boardroom, Liverpool Women's Hospital**

Present:

Sheila Phillips Chair (SP)
Pat Speed, Public Governor Sefton
Adrian O'Hare, Public Governor (AO'H)
Mary McDonald, Appointed Governor
Saad Al-Shukri, Public Governor
Colin Reid, Trust Secretary

IN ATTENDANCE:

Robert Clark, Trust Chair
Tony Okotie, Non-Executive Director
Phil Huggon, Non-Executive Director
Andrew Duggan, Deputy Head of Communications, Marketing and Engagement (AD)
Helen Gavin, Communications and Membership Officer (HG)

65 **Apologies**

Apologies were received from:
John Foley, Staff Governor, Admin, Clerical, Managers, Ancillary and other
Shelley Ralph Public Governor Central
Anna Alfirevic, Appointed Governor
Richard Roberts, Public Governor

66 **Meeting Guidance Notes**

Governors received and noted the meeting guidance notes.

67 **Declarations of Interest**

There were no declarations of interest, however it was noted the meeting was not quorate. Therefore the committee agreed to forward the Membership Strategy to the Council of Governors meeting in January for approval.

68 **Minutes of Previous Meeting Held on Tuesday 11th November 2016**

The minutes of the previous meeting were agreed as an accurate record, subject to Saad Al-Shukri and Sheila Gwyn-Adams being added to the apologies from the last meeting.

69 **Matters arising and action points**

Looking around the Estate

CR to pick up with Linda Martin.

70 **Role of Governors / NED and Assurance**

CR outlined the paper. RC asked if the Governors feel assured to carry out the duties laid out within the paper. It was noted the Board of Directors are keen to have a good level of interaction with the Council of Governors and are happy to work around the Governors schedule in terms of date and time. SP commented she liked the new structure and would like to see it implemented.

MMc commented Non-Executive Directors were once invited along to the informal Governor meetings and it proved a really useful way of getting to know

one another. PH asked how can we motivate Governors to sit in the new committee within the Structure? It was agreed less frequent and evening meetings would appeal to more Governors. TO highlighted the committees are not responsible for the operational side but to give assurance around processes and checks.

It was agreed all the Governors in attendance approved the new structure for Council approval after which CR will produce Terms of Reference for each of the meetings.

71 **Membership Strategy**

AD presented the amended strategy to the Committee. RC asked how we plan to engage with members? The group had a small discussion and a number of ways to engage were suggested. These included more online engagement such as Facebook live etc and offsite events.

AO'H commented the figures in the membership strategy don't add up. AW agreed to look into this and bring back to the next meeting. ACTION AD.

Subject to the membership figures being reviewed the committee agreed to sign off the Membership Strategy.

72 **Annual Members Meeting**

It has been agreed the Annual Members meeting will take place on Saturday 14th October 2017. The plan is to do a traditional Open Day with stands and stalls from in and around the Trust. It was agreed CR, AD & HG will bring a proposal back to the next meeting. ACTION CR, AD, HG.

73 **Future Generations**

There was nothing to report regarding Future Generations.

74 **Experience Senate**

MMc reported on the Experience Senate meeting. It was noted the committee is currently undertaking a lot of positive work with opportunities for Governors to get involved. In particular mystery shopping and Health Watch. MMc will feed back at the next meeting.

75 **Any Other Business**

RC asked if there has ever been a survey carried out on the effectiveness of the Council of Governors. CR said this is something he was working on.

76 **Review of meeting** – review the effectiveness of the meeting in achieving objectives/desired outcomes and management of time

77 **Date, time and place of next meeting:**

Thursday 15th June 2017 - Boardroom Liverpool Women's Hospital

Agenda item no:	2017/037
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Meeting:	Council of Governors
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Date:	26 April 2017
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Title:	Council of Governors – Committee Structure
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Report to be considered in public or private?	Public
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Purpose - what question does this report seek to answer?	Governors approval of new Committee structure to receive assurance from the Trust on Quality and patient Experience and Finance and Performance and to undertake its role in terms of Membership engagement
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Report For:	Information	(✓)	Decision	(✓)	Escalation		Assurance	
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Where else has this report been considered and when?	N/A
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Reference/s:	N/A
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Resource impact:	
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What action is required at this meeting?	To approve the new Committee structure and commit to attendance of the Committees.
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Presented by:	Trust Secretary
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Prepared by:	Trust Secretary
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This report covers (tick all that apply):

Strategic objectives:	
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	✓

Other:	
Monitor compliance	✓
NHS constitution	
Equality and diversity	
Operational plan	

Which standard/s does this issue relate to:	
Care Quality Commission	All

Hospital Inspection Regime Indicator	
Board Assurance Framework Risk	All

Publication of this report (tick one):	
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

At the meeting of the Patient Experience and Membership Engagement Committee meeting held on 15 March 2017, the Committee discussed the role of Governors and how it could seek assurance from the Non-Executive Directors and Board on the performance of the Trust.

Attendance at the meeting were:

Governors:

Sheila Phillips Chair (SP)
Pat Speed, Public Governor Sefton
Adrian O'Hare, Public Governor (AO'H)
Mary McDonald, Appointed Governor
Saad Al-Shukri, Public Governor

Board and Staff

Robert Clark, Trust Chair
Tony Okotie, Non-Executive Director
Phil Huggon, Non-Executive Director
Colin Reid, Trust Secretary
Andrew Duggan, Deputy Head of Communications, Marketing and Engagement (AD)
Helen Gavin, Communications and Membership Officer (HG)

2. Key themes

The Patient Experience and Membership Engagement Committee (PE&ME) considered a number of documents provided to them and are attached included in the paper. The documents had been sent out to all Council members by email as part of the papers for the PE&ME committee on 15 March 2017.

The documents included were:

1. Discussion document on the role of Governors and Council
2. A diagram of the Trust's top level integrated Governance Structure
3. Proposed Council of Governors Committee Structure and roles
4. Role description of the senior independent director
5. Role description of a Non-Executive Director

Careful consideration was given to the proposal to create two additional assurance committees, the Finance & Performance Committee and the Quality and Patient Experience Committee that would support the Council in obtaining assurance it needed. The third committee the Communications and Membership Engagement Committee would take on the role previously undertaken the Membership Strategy Committee.

Operation of the Committees

1. Each committee would meet quarterly prior to the Council of Governors
2. Each Committee would be supported by an Executive and Non-executive Director. This would allow additional visibility of Non-Executive directors to Governors.
3. Each Committee would receive information and data relevant to its terms of reference for assurance.
4. Each Committee would have a confirmed membership but that an open invitation to all governors would be allowed. Commitment of attendance would be paramount to the

Committees success. Each Committee would have at least 5 standing members made up from amongst the Council.

5. Each Committee would report into the next following Council meeting on its activity and provide assurance on the performance of the Trust.

3. Recommendation

The PE&ME Committee recommend that:

1. The proposed Committee structure is approved and that in approving the structure the Council members are committed to be a member of the committees and attend meetings of the committees they are members of.

Following approval, the first meeting of each committee will be held to consider the terms of reference for formal approval of the Council at the July Council meeting.

Role of Governors & the Council of Governors

Discussion document

The Following paper and attachment are for discussion in order to make any recommendations to the Council of Governors at its meeting on 23 April 2017.

Role of Governors & the Council of Governors

The Council of Governors meets formally 4 times a year in public and anyone can attend to listen to the meeting. The meeting is chaired by the trust Chair. At the meeting, the Governors receive the latest performance information and have the chance to analyse it and raise questions.

As a NHS Foundation Trust, the Council of Governors helps shape and endorses the future strategy of the organisation, and provides a critical link between the trust and the local people it serves within Liverpool and surrounding areas

Public and Staff Governors are elected by the Membership and give up their time voluntarily and make a major contribution to the way the trust relates to its patients and the wider community.

The Governors hold the Non-Executive directors and consequently the Trust Board to account to the local population and, crucially, ensure that local people input into plans for the hospitals.

The nominated Lead Governor is Sheila Gwynn Adams, Public Governor representing South Liverpool. The Lead Governor is the nominated contact for NHS Improvement should an issue arise when NHS Improvement have a need to contact the Governors directly or where the Governors have need to contact NHS Improvement. The Lead Governor also has other roles that support the role of the Council.

Governors are a critical part of NHS Foundation Trusts. They provide a vital link between the organisation and its members and representing members' interests.

This role description is primarily based on the duties outlined for Governors in legislation and as reflected in the Trust's constitution.

The role

1. To hold the Non-Executive Directors (NEDs) individually and collectively to account for the performance of the Board of Directors.

“holding the non-executive directors to account” requires governors to scrutinise how well the board is working, challenge the board in respect of its effectiveness, and ask the board to demonstrate that it has sufficient quality assurance in respect of the overall performance of the trust. This is likely to involve questioning non-executive directors about the performance of the board and of the trust and making sure to represent the interests of the trust's members and of the public in doing so. In performing this duty, governors should keep in mind that the board of directors continues to bear ultimate responsibility for the trust's strategic planning and performance.

Holding the non-executive directors to account for the performance of the board does not mean the governors should question every decision or every plan. *The role of governors in “holding to account” is one of assurance of the performance of the board.* Governors should therefore assess what they believe are the key areas of concern and provide appropriate challenge, particularly if they feel due process is not being followed, the interests of the members and of the public are not being appropriately represented, or the trust is at risk of breaching the conditions of its licence or of failing to deliver on the goals in the forward plan.

Governors may not always agree with the decisions taken by the directors. On the other hand, directors do not always have to adhere to the governors’ preferences. However, the board of directors, as a whole, does have to give due consideration to the views of the governors, especially in relation to matters which concern the interests of the members of the NHS foundation trust and the public.¹

How can this be accomplished:

- Governors attend Board meetings in public to see NEDs actively involved in challenge and scrutiny
- Board/Governor workshop/development sessions
- Board engagement in Governor training

NED Engagement (some of the below is already being undertaken)

- Greater role of SID in relationship building
 - NEDs attendance at Council of Governors meetings
 - NED involvement in Council Pre Meeting
 - NED buddying with Council members
 - NED attendance at Governor Committee meetings to provide assurance
 - NED profile profile pic at each Council meeting on their role and activity
 - NED provide additional assurance at Council meeting on activity at Board meetings
2. To represent the interests of the members of the Foundation Trust as a whole and the interests of the public, bringing a fair and open-minded view on all issues

How to do this? Through membership engagement – using the Patient Experience and Membership Engagement Committee

3. To appoint and, if appropriate, remove the Chair of the Trust

How to do this? Through Nomination and Remuneration Committee

4. To appoint and, if appropriate, remove the other Non-Executive Directors of the Trust’s Board of Directors

How to do this? Through Nomination and Remuneration Committee

5. To decide the remuneration and allowances and other terms and conditions of office of the Chair and the other Non-Executive Directors

How to do this? Through Nomination and Remuneration Committee

6. To approve the appointment of the Chief Executive

How to do this? Through Nomination and Remuneration Committee

¹ NHS Improvements Guidance: Your Statutory Duties – A Reference Guide for NHS Foundation Trust Governors – Aug 2013.

7. To appoint and, if appropriate, remove the NHS Foundation Trust's auditor
How to do this? Following recommendation from the Audit Committee
8. To receive the NHS Foundation Trust's annual accounts, any report of the auditor on them, and the annual report.
How to do this? In conjunction with the membership at the Annual Members Meeting and prior to this at the July Council meeting.
9. Put forward views on the Foundation Trust's forward plan
How to do this? Presentation to the Council on the forward plan/Trust Strategy through Board/Governor workshops
10. Develop, approve and oversee implementation of the Trust's membership strategy.
How to do this? Through membership engagement – using the Patient Experience and Membership Engagement Committee

Please note that Governors' duties are not of a managerial or operational. This role is undertaken by the Board of Directors.

Governor committees

The current committee structure of Council of Governors comprises of:

- **Patient Experience and Membership Engagement Committee** - Recommending objectives and strategy for the trust in the development of communication and engagement with members and receiving assurance on the experience of patients.

This Committee currently meets 6 times during the year (Bi monthly)

- **Nominations and Remuneration Committee** – This is the only statutory Committees of the Council of Governors and recommend to the Council the nomination of appropriate candidates to the posts of non-executive directors, including the chair. The Committee also has responsibility for making recommendations as to the remuneration and allowances, and other terms and conditions, of office of non-executive directors and is involved in appraisal process of the chairman and NEDs. This Committee meets as and when required.

The formal public Council of Governors meeting program currently provides for considerable amount of reporting on the work of the Trust to provide the assurance the Council.

Consideration should be given to whether the Council seeks to delegate parts of its role to additional committees which would allow them to bring information and views to the main council meeting and provide assurance on key areas such as Patient Experience & Quality [of Care], finance and performance and membership participation and engagement.

Proposed new Governor Committees

A proposed new structure is attached at appendix 1 which would seek to support the role of the Council in discharging its responsibilities.

It is proposed that the Council would continue to meet quarterly that each committee would meet prior to the quarterly Council meeting so that the Chair and members of the committee can report to the Council on its activity and provide assurance to the Council on its work. The structure attached provides a breakdown of the work of each committee. Note that the current Patient Experience and Membership Engagement Committee would revert back to its previous role.

Number of observations:

1. Each committee would meet quarterly
2. Each Committee would be supported by an Executive and Non-executive Director. This would allow additional visibility of Non-Executive directors to Governors.
3. Each Committee would receive information and data relevant to its terms of reference.
4. Each Committee would have a confirmed membership but that an open invitation to all governors would be allowed.
5. Each Committee would report into the next following Council meeting on its activity.

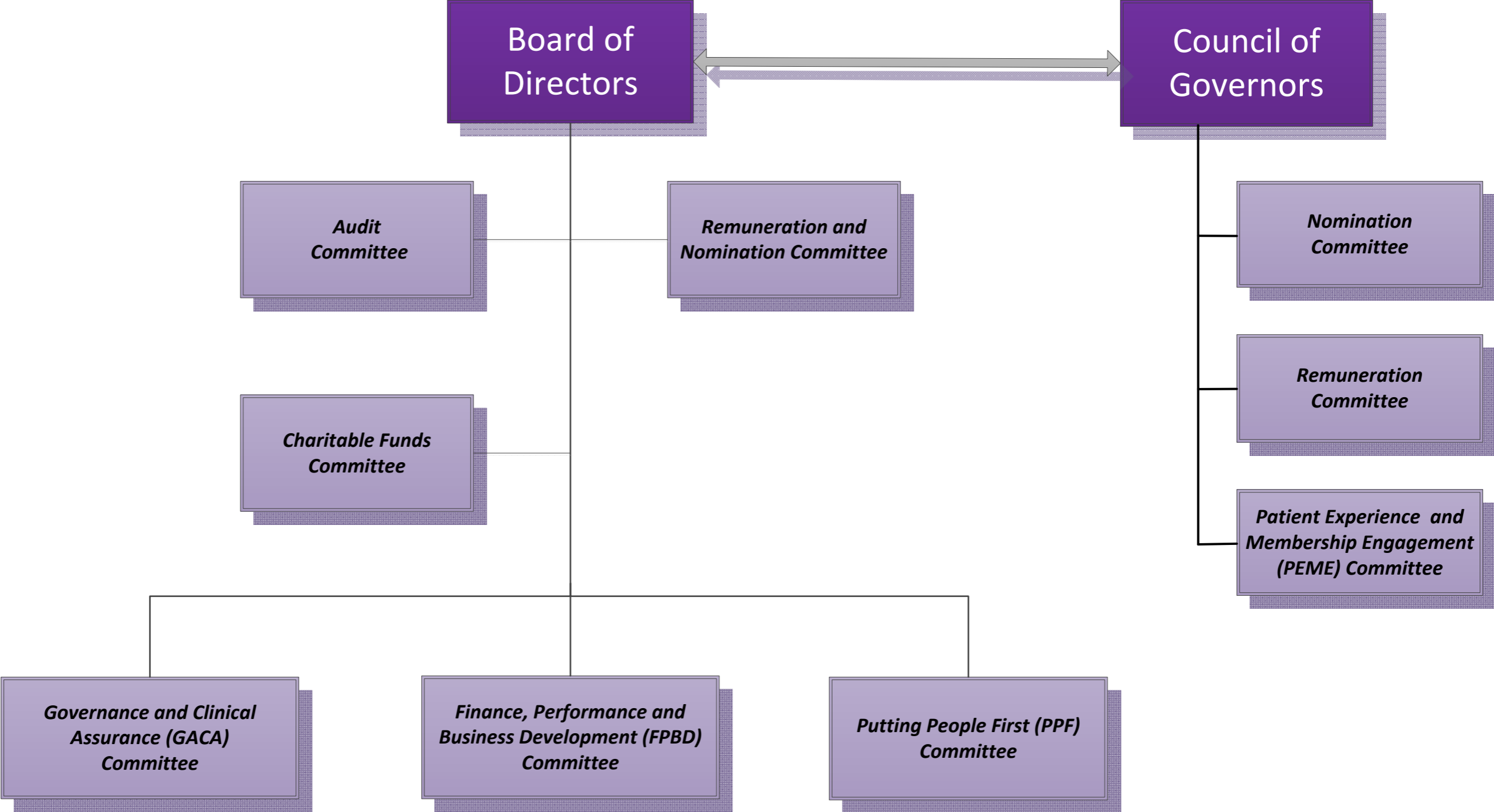
Recommendation

Subject to agreement it is proposed to present to the Council meeting in April the proposed structure and if approved, obtain commitment from governors on which committee they wished to be a member of. Following which, at the first meeting of the new committees a decision on each committee's terms of reference would be made for formal approval at the July Council meeting.

Additional papers attached:

- Role of the Senior Independent Non-Executive Director (SID)
- Role of the Non-Executive Director.

Integrated Governance Structure



Possible Council of Governors Committee structure

Council of Governors

Nomination & Remuneration Committee

Finance & Performance Committee

The purpose of the Committee is to assist the Council of Governors in the performance of its duties in the provision of assurance of the Trust's quarterly and year-end financial and governance reporting to the Trust's regulator, NHS Improvement.

Understanding and obtaining assurance from the Trust's quarterly and Year-end financial and governance reporting requirements to NHS Improvement through the;

- Reviewing the Quarterly Finance and Corporate performance reports
- Reviewing the annual report and accounts
- Reviewing any other compliance issues that may arise

Exec Attendance: Director of Finance/Deputy
NED attendance Jo Moore

Quality and Patient Experience Committee

The purpose of the Committee is to assist the Council of Governors in the performance of its duties in the provision of assurance concerning the delivery of quality and safe healthcare; by gaining greater understanding of the influences that impact on the provision of care and services in support of getting the best outcomes and experience for patients.

In carrying out its functions, to assure the Council of Governors that there is a comprehensive and thorough approach to monitor the quality and safe care provided to patients and staff of the Trust.

- To review the Trust's Quality Dashboard against national standards/guidance so far as they relate to quality and safe provision of patient care.
- To review the Trust's Key Human Resources performance indicators so far as they relate to staff.
- To monitor "Governor Observation Visits" and review key "positive" and "negative" themes and trends that arise from the data produced.
- To review identify the quality indicator for external audit in accordance with guidance from NHS Improvement, review annually the Trust's annual Quality report and approve, on behalf of the Council of Governors any Governor statement for inclusion in the annual Quality Report.
- To review the outcome of the Annual Staff Survey and to receive an update on what actions have been taken by the Trust with regard to such outcomes.
- To provide the Council of Governors with a vehicle for the education of Governors with regard to patient and staff care.
- To understand other Staff "people" measures being put in place to support the quality of care of Staff.
- To co-ordinate with the Communications and Membership Committee the engagement of the membership (both public and staff) and public on matters relating to the quality and safety of care and priority setting.
- To receive Governor representation reports from the Experience Senet

Exec Attendance: Director of Nursing and Midwifery/Medical Director/Deputies
NED attendance Sue Milner

Communication and Membership Engagement Committee

The purpose of the Committee is to assist the Council of Governors' in the performance of its duties, including: Recommending objectives and strategy for the Foundation Trust (FT) in the development of Communications and Membership matters, having regard to the interests of its Public & Staff members, its patients and other stakeholders.

- To support the development and implementation of the Membership Strategy with the objective of developing, nurturing and seeking the views of Public and Staff membership as well as the wider public. Deliver the aims and objectives of the Membership Strategy. To actively communicate with all members – by supporting publication of the quarterly members publication [anything additional]
- Identify and support activities to increase the level of participation and involvement of all members.
- Provide opportunities for all members to actively participate in the successful development of the Trust to help it achieve excellence in all the services it provides.
- Develop plans to achieve real engagement with members, so they achieve real personal value from their Membership, and provide real value to the development of plans and activities at the Trust.
- Ensure a timely response is made to all queries raised by members to Governors monitoring progress at each CAMC meeting.
- Develop the Active membership category, growing the number of members who support Volunteering, including readers, survey work, and other tasks supporting patients and visitors.
- Development of benefits to encourage and reward members.
- Provide specific support to the Trust Secretary and Head of Communications, Marketing and Engagement in the planning for the Annual Members meeting and the Open day For members and the public.

Exec Attendance: Director of Workforce and Marketing/Deputy [Head of Communications, Marketing and Engagement]
NED attendance Phil Huggon

Senior Independent Director Role Description

The Senior Independent Director is a Non-Executive Director appointed by the Board of Directors in consultation with the Council of Governors to undertake the role described below.

The Senior Independent Director may be, but does not have to be the Trust Vice Chair.

The Senior Independent Director will be available to members of the NHS Foundation Trust and to Governors if they have concerns which contact through the usual channels of Trust Chair, Chief Executive, Director of Finance and Trust Secretary has failed to resolve or where it would be inappropriate to use such channels.

The Senior Independent Director should liaise with the Lead Governor (where one has been appointed) in the areas where their roles are complementary.

In addition to the duties described here, the Senior Independent Director has the same duties as the other Non-Executive Directors.

The Senior Independent Director, the Trust Chair and Non-Executive Directors The Senior Independent Director has a key role in supporting the Trust Chair in leading the Board of Directors and acting as a sounding board and source of advice for the Trust Chair. The Senior Independent Director also has a role in supporting the Trust Chair as Chair of the Council of Governors.

The Senior Independent Director should hold meetings with the other Non-Executive Directors in the absence of the Trust Chair and annually as part of the Trust Chair's appraisal process.

There may be other circumstances where such meetings are appropriate. Examples might include informing the re-appointment process for the Trust Chair, where Governors have expressed concern regarding the Trust Chair or when the Board of Directors is experiencing a period of stress as described below.

The Senior Independent Director and the Council of Governors

While the Council of Governors determines the process for the annual appraisal of the Trust Chair, the Senior Independent Director is responsible for carrying out the appraisal of the Trust Chair on their behalf as set out as best practice in NHS Improvements Code of Governance.

The Senior Independent Director might also take responsibility for an orderly succession process for the Trust Chair role where a reappointment or a new appointment is necessary.

The Senior Independent Director should maintain regular contact with the Council of Governors and attend meetings of the Council of Governors to obtain a clear understanding of Governors' views on the key strategic and performance issues facing the NHS Foundation Trust.

The Senior Independent Director should also be available to Governors as a source of advice and guidance in circumstances where it would not be appropriate to involve the Trust Chair; Trust Chair's appraisal or setting the Trust Chair's objectives for example.

In rare cases where there are concerns about the performance of the Trust Chair, the Senior Independent Director should provide support and guidance to the Council of Governors in seeking to resolve concerns or in the absence of a resolution, in taking formal action. Where the NHS Foundation Trust has appointed a Lead Governor the Senior Independent Director should liaise with the Lead Governor in such circumstances.

The Senior Independent Director and the Board of Directors

In circumstances where the Board of Directors is undergoing a period of stress the Senior Independent Director has a vital role in intervening to resolve issues of concern. These might include unresolved concerns on the part of the Council of Governors regarding the Trust Chair's performance; where the relationship between the Trust Chair and Chief Executive is either too close or not sufficiently harmonious; where the trust's strategy is not supported by the whole Board of Directors; where key decisions are being made without reference to the board or where succession planning is being ignored.

In the circumstances outlined above the Senior Independent Director will work with the Trust Chair, other Directors and/or Governors, to resolve significant issues.

The Senior Independent Director and Whistleblowing

The Senior Independent Director will have an external oversight of the raising concerns/whistleblowing process, and will raise any concerns with the Trust Board as set out in the Trust's Whistleblowing Policy & Procedure.

In circumstances where a whistleblower has made allegations of wrongdoing by the Chair, the Senior Independent Director shall remove herself from all informal engagement with the Chair other Board members and act with the Council of Governors, through the Trust Secretary and Lead Governor, to assess the allegations independently following where appropriate the procedures set out in the Trust's Whistleblowing Policy and Procedure. In these circumstances it may be appropriate that the Senior Independent Director with the support of the Trust Secretary receive advice from an appropriate legal adviser and is authorised to obtain that advice.

Colin Reid
Trust Secretary

The Role of a Non-Executive Director

Non-executive directors play a crucial role in bringing an independent perspective to the boardroom in addition to any specific knowledge and skills they may have. Non-executive directors have a duty to uphold the highest standards of integrity and probity and to foster good relations in the boardroom. They should apply similar standards of care and skill in their role as a non-executive director of a foundation trust as they would in similar roles elsewhere.

Non-executive directors, including the chair, have a particular role in facilitating the council of governors to hold the non-executive board members to account for the performance of the board of directors.

Non-executive directors are expected to Chair and participate fully as members of committees of the board of directors to which they are appointed and to take the role of committee chair when so appointed.

Non-executive directors will meet periodically with the chair in the absence of executive directors to discuss issues of interest or concern in addition to the annual meetings to deal with appraisal of and objective setting for the executive directors.

Non-executive directors will meet at least once a year with the senior independent director in the absence of the chair to participate in the chair's appraisal and the setting of objectives for the chair and at other times determined by the senior independent director. In exceptional circumstances they may be asked to meet with the senior independent director to attempt to resolve issues concerning the chair's performance or to take action in that respect.

NON-EXECUTIVE DIRECTOR ROLE

Non-executive directors have a responsibility to:

- support the chair, chief executive and executive directors in promoting the trust's values;
- support a positive culture throughout the trust and adopt behaviours in the boardroom and elsewhere that exemplify the corporate culture;
- constructively challenge the proposed decisions of the board and ensure that appropriate challenge is made in all circumstances;
- help develop proposals on priorities;
- help develop proposals on risk mitigation;
- help develop proposals on values and standards;
- contribute to the development of strategy.

Non-executive directors have a duty to:

- scrutinise the performance of the executive management in meeting agreed goals and objectives;
- satisfy themselves as to the integrity of financial, clinical and other information;
- satisfy themselves that financial and clinical quality controls and systems of risk management and governance are sound and that they are used;
- commission and use external advice as necessary;
- ensure that they receive adequate information in the form that they specify and to monitor the reporting of performance.

NOMINATIONS AND REMUNERATION COMMITTEE OF THE BOARD

Non-executive directors are responsible for:

- determining appropriate levels of remuneration of executive directors;

- participating in the appraisal of executive directors, their fellow non-executive directors and the chair;
- appointing the chief executive (with the approval of the council of governors);
- appointing other executive directors along with the chief executive;
- where necessary removing executive directors;
- succession planning for key executive posts;

RELATIONS WITH THE COUNCIL OF GOVERNORS

Non-executive directors should:

- attend meetings of the council of governors with sufficient frequency to ensure that they understand the views of governors on the key strategic and performance issues facing the foundation trust;
- take into account the views of governors and other members to gain a different perspective on the foundation trust and its performance;
- have an on-going dialogue with the council of governors on the progress made in delivering the foundation trust's strategic objectives, the high level financial and operational performance of the foundation trust;
- receive feedback from the council of governors regarding performance and ensure that the board of directors is aware of this feedback.

INDUCTION AND REFRESHING SKILLS

It is essential that new non-executive directors become conversant at the earliest opportunity with the foundation trust's business activities, its strategy and the main areas of risk.

Non-executive directors should:

- participate in the foundation trust's induction programme including partnering executive directors, attending briefings, meetings and reading induction materials;
- familiarise themselves with documents set out in the director's induction schedule particularly the key areas of risk facing the foundation trust; take opportunities to develop and refresh their knowledge and skills and ensure that they are well informed in respect of the main areas of the foundation trust's activity.

TIME COMMITMENT

The letter of appointment to the position of non-executive director will have set out the minimum time commitment to fulfil the duties and responsibilities of the role and any additional time commitment that is likely to be needed at times of increased board activity.

Prior to taking the appointment successful candidates should inform the council of governors of any other time commitments. Once appointed non-executive directors should inform the chair of any changes to their time commitments. It is the responsibility of each non-executive director to ensure that they can make sufficient time available to discharge their responsibilities effectively.

Colin Reid
Trust Secretary

Agenda item no:	2017/038						
Meeting:	Council of Governors						
Date:	26 April 2017						
Title:	Quality Indicator Selection						
Report to be considered in public or private?	Public						
Purpose - what question does this report seek to answer?	Do governors accept the recommendation of their sub group regarding a quality indicator for examination by the external auditors as part of the Quality Report?						
Report For:	Information	(✓)	Decision	(✓)	Escalation		Assurance
Where else has this report been considered and when?	N/A						
Reference/s:	N/A						
Resource impact:							
What action is required at this meeting?	To receive the report and note the advice of the sub-group on selection of a quality indicator						
Presented by:	Medical Director/Trust Secretary						
Prepared by:	Trust Secretary						

This report covers (tick all that apply):

Strategic objectives:							
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							✓
Other:							
Monitor compliance		✓	Equality and diversity				
NHS constitution			Operational plan				

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

Publication of this report (tick one):	
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

NHSI 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.

2. Key Themes

The Governors arranged a discussion workshop on 23rd March 2017. The workshop comprising of: Gail Mannion, Staff Governor; John Foley, Staff Governor; Sharon Owens, Staff Governor; Saad Al-Shukri, Public Governor; and Mary McDonald, Appointed Governor received the paper distributed to the Council prior to the workshop and the Andrew Loughney, Medical Director and Gregory Hope, Head of Governance presented the paper for discussion.

3. Conclusion

The workshop discussed the importance of quality in the Trust's work and commented on the importance of all of the indicators. It was stressed to them that all of the indicators would be reported in detail in the Quality Report. The only difference with the indicator they select would be that it would receive additional scrutiny from the Trust's external auditors to ensure the accuracy of the figures provided by the Trust. The indicator selected must be in a form that can be audited (ie. have underlying data that can be tested by the Trust's auditors) and be relevant and credible to clinicians within the organisation and help form a narrative that is credible to patients and the local public.

As a specialist Trust Liverpool Women's is not always subject to nationally standardised mortality reporting. It is therefore suggested that the Governors use this paper as an opportunity to look for assurance regarding mortality. As stillbirth in babies who are small for gestational age is a potentially preventable type of mortality the workshop felt it an appropriate indicator for audit.

4. Recommendations

The Council is asked to note the recommendation of the Governor workshop that the quality indicator selected for external audit is "To reduce the incidence of stillbirths attributed to Small for Gestational Age (SGA) by 20%".

Agenda item no:	2017/039								
Meeting:	Council of Governors								
Date:									
Title:	Staff Survey 2016								
Report to be considered in public or private?	Public								
Where else has this report been considered and when?	N/A								
Reference/s:	None								
Resource impact:	None								
What is this report for?	<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			
Which Board Assurance Framework risk/s does this report relate to?									
Which CQC fundamental standard/s does this report relate to?									
What action is required at this meeting?	Approval.								
Presented by:	Michelle Turner, Director of Workforce & Marketing								
Prepared by:									

This report covers (tick all that apply):

Strategic objectives:			
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			✓
Other:			
Monitor compliance	✓	Equality and diversity	✓
Operational plan	✓	NHS constitution	✓

Publication of this report (tick one):	
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	
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Introduction

The NHS Staff Survey is the national tool to measure levels of engagement and wellbeing amongst NHS Staff. The fourteenth NHS staff survey was carried out between October and November 2016 and the results were published in March 2017.

We make the decision to survey all of our staff rather than a sample of staff in order to obtain the most representative data possible. Encouragingly, we have consistently generated a response rate in excess of the national average, in 2016 this was 60% compared to a national average of 44%. In 2015 the response rate was 64%.

Overall, there have been minimal changes to the results compared with 2015. There have been no statistically significant areas of improvement and the only area of statistically significant decline was a decrease in staff motivation from 3.98 to 3.87. Metrics used in the Staff Survey are either a percentage, or a scale score between 1 and 5.

It should be noted that LWH is classed as an 'acute specialist Trust' therefore we are benchmarked against other specialist Trusts such as the Walton Centre and Clatterbridge. In reality, many of our services are akin to those provided in an 'acute' Trust and therefore average scores for these Trusts are also referenced for the purposes of comparison.

The 2016 staff survey was undertaken in a climate of future strategic changes and ongoing financial constraints with a total of £26m removed from budgets over the last 5 years. Therefore it is encouraging to note that the staff survey results show stability rather than decline and evidence that despite pressures, staff remain proud to work at Liverpool Women's.

The staff survey comes at a critical point for the organisation and the Trust's response to it will dictate how well our staffs are able to respond to the challenges ahead. With this in mind, the staff survey should be used as a driver to look critically and transparently at our staff experience and take decisive steps for improvement.

Wider Context

The LWH staff survey results come in the second year of the 2015-2018 Putting People First strategy. The strategy builds on previous work undertaken to increase staff involvement and engagement and develop the capabilities of our managers.

The Staff Survey highlights the board responsibilities outlined in the CQC Well Led domain to shape an open, transparent and quality- focused culture. Development in our staff must continue to be a priority if we are to equip them with the necessary skills for the future.

2015/2016 saw a higher than average turnover at LWH, and there was change in a number of key leadership roles including senior nursing and operational management roles. The future strategic direction of the Trust must be considered as a potential reason for lower levels of motivation and/ or increased turnover amongst staff. Extensive communication has taken place throughout the Future Generations process and whilst staff do not report feeling anxious about the future of Liverpool Women's, there is a potential for apathy and a feeling of inertia during this current period.

Our values and behaviours were developed in partnership with staff and remain relevant. Whilst behaviours are integrated into our appraisal, induction and recruitment structures, there is a need to ensure that expected behaviours are understood and consistently demonstrated across all levels of the organisation. To address this, a board development session focused on how we communicate expected behaviours will be delivered and rolled out to other key groups. Operational managers are key to delivering a motivated and engaged workforce and need to feel supported and valued. Equally important are the medical workforce are also a highly influential leadership group with the potential to foster effective multidisciplinary teams.

On a national level, the staff survey data showed a trend for improvement in 26 of the key findings, whilst 3 deteriorated and 3 remained the same. This presents an optimistic picture, particularly when significantly more NHS staff would recommend their Trust as a place to work compared to staff in other parts of the public and private sectors.

Taking into account other national data, in 2016 the Royal College of Midwives published the results of their own survey, in which midwives highlighted that stress and bullying were affecting their health and wellbeing at work. We know that nurses and midwives are less positive than other staff groups according to the staff survey, and the RCM data will be used alongside the staff survey data to inform action planning.

Key results

The key results and themes from the 2016 staff survey are summarised below.

Appraisals and development

In line with the themes in previous staff surveys, whilst the quantity of appraisals is high (93%) quality is perceived to be low (2.92 out of a maximum score of 5). We have recently revised our PDR process which now includes 'talent mapping' which helps staff to identify their career aspirations and helps the organisation to succession plan effectively.

Incident Reporting

NHS England data places LWH in the top 25% of acute Trusts for incident reporting. 22% of staff reported witnessing potentially harmful incidents. The staff survey results showed small declines in staff confidence in reporting incidents (though this is still high at 90%)

The Trust is committed to an open, reporting, 'no-blame' culture. The governance team is undertaking a review of hotspot areas who may need additional support and increasing communication in relation to learning from incidents.

Equality and Diversity

The percentage of staff experiencing discrimination at work (7%) is lower than acute and specialist Trusts and 89% of staff believe the Trust offers equal opportunities for career progression or promotion.

Health and Wellbeing

62% of staff have felt pressure to attend work in the last 3 months despite illness due to pressure from colleagues, manager or themselves, compared to an average of 56% in acute Trusts and 57% in specialist Trusts.

Staffing levels are often cited as a pressure in this regard. The Trust continues to publish safe staffing data on a monthly basis and detailed staffing reviews on a bi-annual basis which identify links between staffing levels and complaints, incidents and sickness levels.

The number of staff feeling ill as a result of work related stress is 33%, compared with 31% in 2015 and 37% in 2014. In acute Trusts the figure is 35%. Whilst recognising that NHS careers can often be viewed as stressful, the Trust needs to ensure that we are taking necessary steps to equip staff to deal with stress. Stress resilience training is offered as part of the leadership programme. The newly re-formed Health and Wellbeing Working Group will review the current provision and make recommendations around any additional measures to be taken.

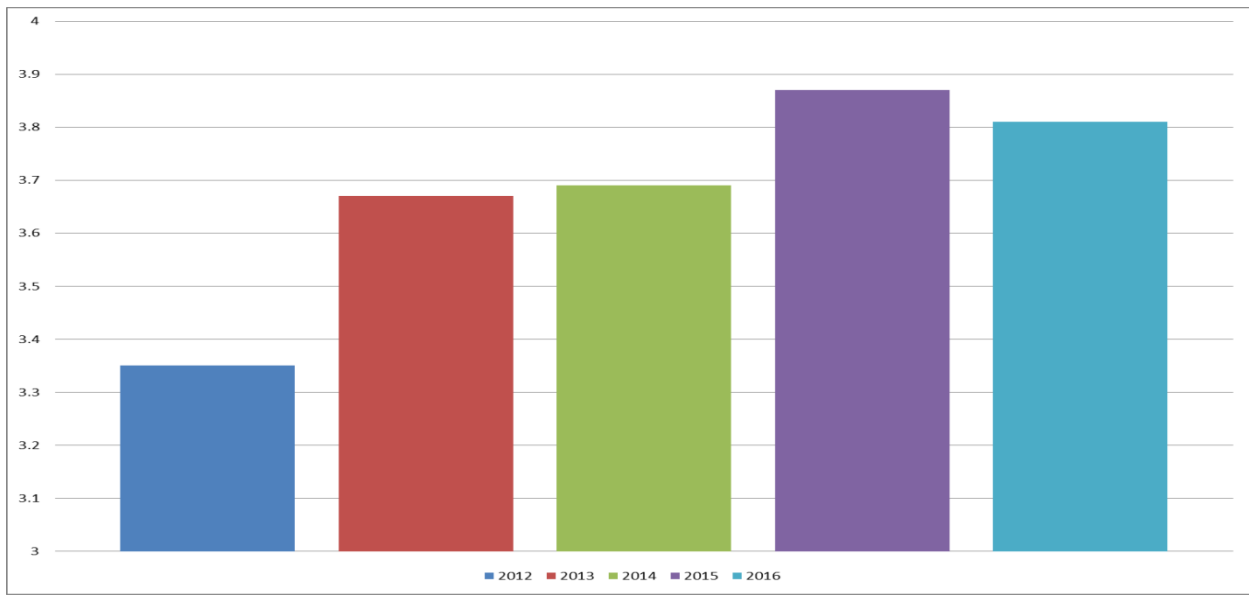
Staff satisfaction

There has been a statistically significant decline in motivation at work from 3.98 in 2015 to 3.87 in 2016.

67% of staff feel they can contribute towards improvements at work, compared to 70% in acute Trusts and 73% in acute specialist Trusts. Amongst nursing and midwifery and HCA staff this figure is significantly lower at around 45%.

Whilst there are effective Trust-wide online and face to face communications mechanisms in place, work continues to ensure that engagement and communication at ward / department level is consistent. In order to support staff to identify ways to improve quality in their own areas, Quality Improvement Methodology training is now available to all staff.

The number of staff recommending the trust as a place to work or have treatment has declined slightly in 2016 to 3.79 from 3.83 in 2015. However the trend over the last 5 years has been a year on year trend of improvement.



Managers

31% of staff feel communication from senior management is effective. In the best Trust in the NHS the score is 49%.

As a small Trust, the onus is on the board to review and reflect on visibility and communication channels from line managers up to board level and ensure that visibility scheduled in diaries on a regular basis.

Staff rated 'support from immediate managers' as 3.74. There has been significant investment over the last 5 years in training and development for line managers and this will continue to be built upon, along with renewed focus from the executive team and senior management on giving local managers' key deliverables and supporting them to succeed.

Patient care and experience

The score for 'staff satisfaction with the quality of work and care they are able to deliver' is 3.97 out of a maximum of 5. Acute Trusts have an average score of 3.96. The best score for acute specialist Trusts is 4.31. It is positive that despite perceptions or realities of reduced resources, most staff feel they deliver great care and this score is unchanged from 2015. Trust wide and local communications with staff over the next 12 months will continue to reiterate the question of 'what's getting in the way of great care'.

Harassment and Bullying

The numbers of staff experiencing physical violence from patients is lower than acute and specialist Trusts at 3%, as is the percentage of staff experiencing physical violence from staff at 1%.

It should be noted that no incidents of violence between staff have been reported to the Trust in the last 12 months so this figure may potentially be an anomaly. 24% of staff reported that they had experienced harassment, bullying or abuse from staff, which although

unacceptable, is the same in acute and acute specialist Trusts and this figure has remained static since 2012.

2016 saw the introduction of a new training session 'Bullying or Banter' which reiterated the Trust values of respect. 6 trained 'Dignity at Work' advisors were also recruited into post, whose role is to provide impartial support and guidance to staff experiencing difficulties in the workplace.

Staff Engagement Score Results compared to other Trusts

LWH does not compare favourably against other specialist Trusts in the region but is on a par with the acute Trusts of Aintree and the Royal and performs better than Birmingham Women's.

Out of a maximum score of 5

Walton Centre	4.03
Clatterbridge	4.03
Heart and Chest	4.02
St Helen's and Knowsley	3.96
Wigan, Wrightington and Leigh	3.95
Mid Cheshire NHS FT	3.90
Countess of Chester	3.81
Aintree	3.81
Wirral NHS FT	3.78
Liverpool Women's NHS FT	3.77
Royal Liverpool and Broadgreen	3.77
Warrington and Halton	3.73
Birmingham Women's	3.72
Alderhey	3.70
Southport and Ormskirk	3.66

Trends by staff group

Employee Engagement Questions *	2016 Trust Score	Add Prof Scientific and Technical	Additional Clinical Services	Admin and Clerical	Allied Health Professionals	Estates and Ancillary	Healthcare Scientists	Medical and Dental	Nursing and Midwifery Registered
2a I look forward to going to work <i>(reply often and always)</i>	53%	61%	59%	47%	62%	18%	44%	84%	53%
2b I am enthusiastic about my job <i>(reply often and always)</i>	75%	67%	80%	68%	92%	40%	72%	92%	76%
2c Time passes quickly when I am working <i>(reply often and always)</i>	78%	72%	71%	78%	100%	80%	81%	86%	79%
4a There are frequent opportunities for me to show initiative in my role <i>(reply agree and strongly agree)</i>	70%	67%	69%	66%	62%	55%	75%	86%	71%
4b I am able to make suggestions to improve the work of my team / department <i>(reply agree and strongly agree)</i>	73%	67%	67%	74%	69%	45%	91%	94%	72%
4d I am able to make improvements happen in my area of work <i>(reply agree and strongly agree)</i>	52%	56%	46%	56%	54%	40%	72%	78%	48%
21a Care of patients / service users is my organisation's top priority <i>(reply agree and strongly agree)</i>	77%	72%	83%	78%	67%	82%	88%	81%	73%
21c I would recommend my organisation as a place to work <i>(reply agree and strongly agree)</i>	58%	53%	64%	50%	58%	36%	59%	78%	59%
21d If a friend or relative needed treatment I would be happy with the standard of care provided by this organisation <i>(reply agree and strongly agree)</i>	80%	76%	81%	78%	100%	91%	84%	95%	78%

In line with previous years, nurses and midwives respond consistently more negatively to the survey than Healthcare Assistants, Medical Staff, Administrative Staff, Scientific staff or management. This trend is replicated nationally. Therefore the focus on supporting managers in these areas to develop their leadership skills and enhance engagement at a local level is justified and must be continued.

Trends by directorate

Employee Engagement Questions *		2016 Trust Score	Corporate	Genetics	Gynae	Hewitt	Int. Admin	Maternity	Medical	Neonatal	Surgical
2a	I look forward to going to work (<i>reply often and always</i>)	53%	48%	56%	55%	49%	40%	56%	84%	52%	46%
2b	I am enthusiastic about my job (<i>reply often and always</i>)	75%	72%	74%	77%	74%	54%	76%	92%	78%	70%
2c	Time passes quickly when I am working (<i>reply often and always</i>)	78%	74%	83%	68%	77%	69%	80%	86%	83%	61%
4a	There are frequent opportunities for me to show initiative in my role (<i>reply agree and strongly agree</i>)	70%	72%	79%	70%	63%	49%	66%	86%	74%	73%
4b	I am able to make suggestions to improve the work of my team / department (<i>reply agree and strongly agree</i>)	73%	73%	86%	67%	89%	56%	69%	94%	66%	72%
4d	I am able to make improvements happen in my area of work (<i>reply agree and strongly agree</i>)	52%	62%	67%	54%	54%	31%	45%	78%	41%	45%
21a	Care of patients / service users is my organisation's top priority (<i>reply agree and strongly agree</i>)	77%	81%	88%	78%	79%	71%	72%	81%	78%	79%
21c	I would recommend my organisation as a place to work (<i>reply agree and strongly agree</i>)	58%	55%	63%	53%	55%	33%	57%	78%	66%	61%
21d	If a friend or relative needed treatment I would be happy with the standard of care provided by this organisation (<i>reply agree and strongly agree</i>)	80%	83%	84%	80%	84%	61%	75%	95%	79%	85%

Neonatal responded more positively than other clinical departments to the question of would they recommend the Trust as a place to work at 66%. This recognises the positive changes to culture which have taken place over the last 12 months and have included the implementation of a planned strategy for nursing recruitment, investment in additional nursing posts and the leadership provided by the new role of Head of Nursing.

Actions

Some of the practical actions outlined below are not new and have been utilised or attempted previously. To deliver the actions proposed, there must be recognition and support from the board and executive team and commitment from operational management to implement the recommendations and form part of the systematic and incremental approach we have adopted as part of our People Strategy to secure sustained improvement.

Managers have all been offered a team briefing session on the staff survey results and have been tasked with identifying 3 key actions which they will take forward in their department. Actions from staff survey must be included in manager' objectives and there must be a framework to hold managers accountable for progress via the quarterly performance reviews.

A revised performance report, currently in development, which triangulates workforce metrics such as sickness, staffing levels and turnover with quality and performance indicators such as incidents and complaints will aid in the ongoing monitoring of workforce engagement and will help to identify hotspot areas.

A large scale 'listening event' will be arranged in quarter 1 to consider the staff survey results and identify Trust wide and team priorities.

Investing in our leaders

- Review attendance at leadership training and make some modules mandatory for some people
- Audit PDRS across the Trust, review objectives and provide support to managers in setting objectives. Instigate the use of team objectives across the Trust.
- Ensure managers are confident to use the talent mapping framework and provide support to ensure succession planning for key roles (eg. Ward Manager).
- Empower managers to manage, ensure training in key skills such as rota management, workforce planning and budgetary management

Effective communication and management support

- Improve the visibility of all managers from executives to middle managers. Avoid perception that managers only visit teams to give negative feedback.
- Walkabouts with executive team members in partnership with the staff side chair
- Increase frequency of communication on the future strategic direction of the Trust, whilst recognising this is challenging given the lack of decisions being taken at an external level.
- Reiterate our objectives and vision and ensure that organisational goals are aligned with the objectives of managers, teams and individuals to achieve shared accountability.
- Implement large and small scale 'listening events' to identify improvement priorities for the next 2 years.

Reward and recognition

- Review our reward and recognition structures
- Ensure that compliments and positive feedback are reported formally in the same way as complaints
- Implement simple schemes such as 'thank you' postcards on every reception desk for patients / staff to write the name of someone who has delivered exemplary service.
- Investigate other ways to recognise teams such as the ward accreditation scheme.

Health and Wellbeing

- Re-invigorate the existing health and wellbeing group to implement the health and wellbeing action plan produced in 2016.
- Assess the success of resilience training and implement further measures around stress management.

Team Working

- Develop understanding of the roles of colleagues in other departments to break down silos (the rotation of shift leaders in maternity is an example of how this will be implemented.)

Learning from incidents and reporting

- Review existing de-briefing and feedback structures to ensure fit for purpose
- Analyse the success of previous initiatives around psychological supervision and re-introduce if applicable

Conclusion

The staff survey results provide a driver and opportunity to re-invigorate our commitment to supporting and developing our staff and ensuring that the objectives set out in the Putting People First Strategy are achieved. Therefore the hence the themes raised in the staff survey should be swiftly and comprehensively addressed with energy from all levels of the organisation.

Recommendations

The Committee is asked to note the contents of this report and provide support for the actions proposed.



NHS_staff_survey_2
016_REP_full.pdf

Attachment: Full staff survey results



Maternity feedback
key questions.xlsx

Attachment: Example of local feedback report

National Staff Survey Results 2016



Background

- NHS Staff Survey is national tool to measure levels of staff engagement
- LWH has a historically good response rate- 60% in 2016
- We surveyed **all** our staff so this gives us valuable information about how staff feel about working at LWH
- We are compared with other Acute Specialist Trusts (Walton Centre, Clatterbridge, Alder Hey etc)



Key Findings

- Overall the trend was **stability**- minimal changes compared to 2015. We did not improve on any indicators and our score deteriorated on one question (staff motivation)
- An important indicator is **Engagement**. This means would staff recommend the Trust as a place to work or have care, do they feel motivated and do they feel they can contribute to improvements at work
- Our staff engagement score has decreased to **3.77** (out of maximum score of 5) compared to 3.86 in 2015
- After 5 years of improvement, there was a slight reduction in the number of staff who would *recommend the Trust as a place to work or have treatment*

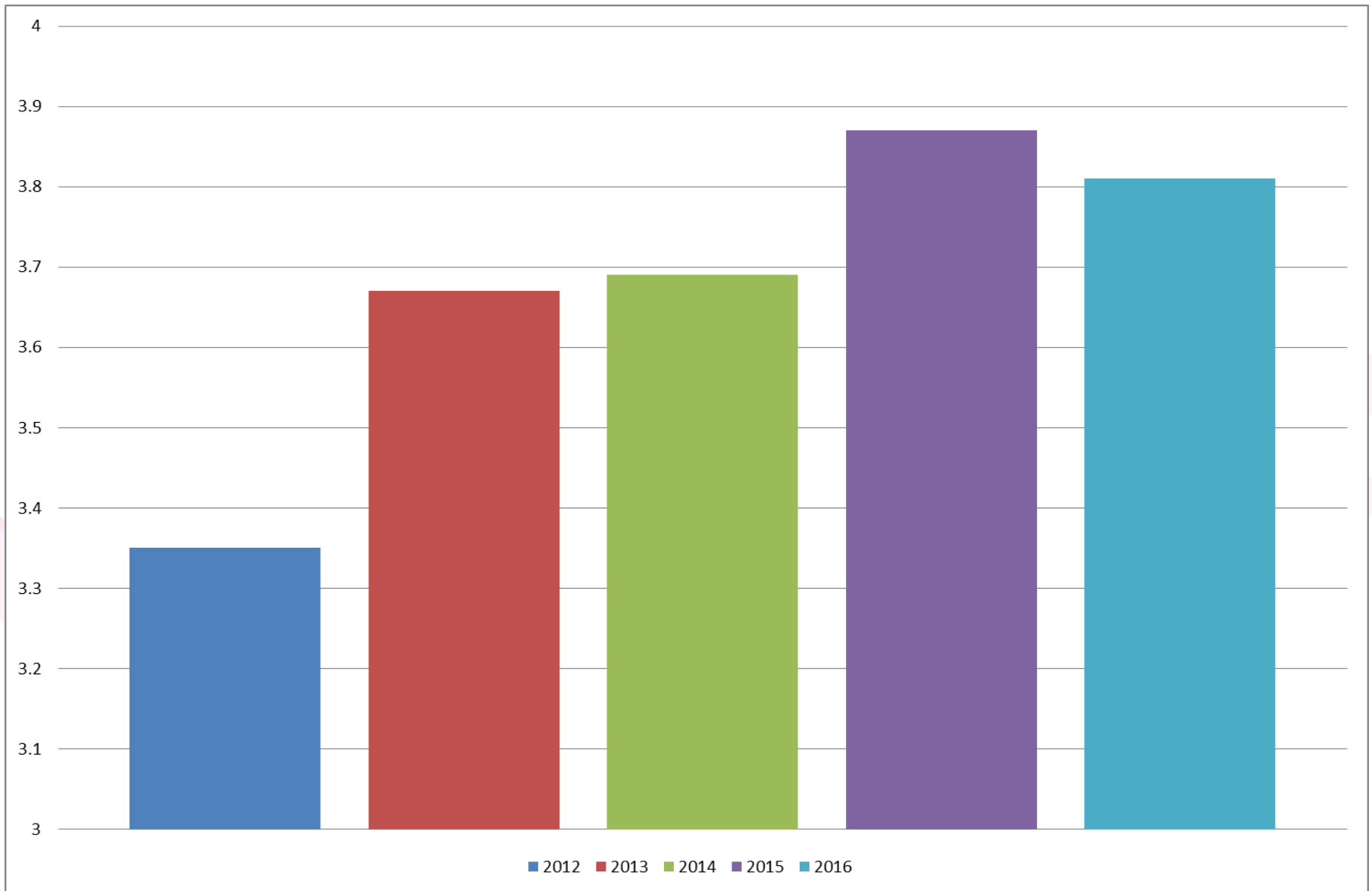


Key engagement questions

Employee Engagement Questions *		2016 Trust Score	2015 Trust Score
2a	I look forward to going to work (reply often and always)	53%	58%
2b	I am enthusiastic about my job (reply often and always)	75%	78%
2c	Time passes quickly when I am working (reply often and always)	78%	81%
4a	There are frequent opportunities for me to show initiative in my role (reply agree and strongly agree)	70%	74%
4b	I am able to make suggestions to improve the work of my team / department (reply agree and strongly agree)	73%	75%
4d	I am able to make improvements happen in my area of work (reply agree and strongly agree)	52%	54%
21a	Care of patients / service users is my organisation's top priority (reply agree and strongly agree)	77%	78%
21c	I would recommend my organisation as a place to work (reply agree and strongly agree)	58%	62%
21d	If a friend or relative needed treatment I would be happy with the standard of care provided by this organisation (reply agree and strongly agree)	80%	80%


'Would you recommend the Trust as a place to work or have treatment'

5 year trend (maximum score 5)



LWH Engagement Score compared to other Trusts

Out of a maximum score of 5

Walton Centre	4.03
Clatterbridge	4.03
Heart and Chest	4.02
St Helen's and Knowsley	3.96
Wigan, Wrightington and Leigh	3.95
Mid Cheshire NHS FT	3.90
Countess of Chester	3.81
Wirral NHS FT	3.78
Liverpool Women's NHS FT	3.77
Royal Liverpool and Broadgreen	3.77
Warrington and Halton	3.73
Birmingham Women's	3.72
Alderhey	3.70
 Southport and Ormskirk	3.66

Where we did well Compared to other specialist acute Trusts

- 93% of our staff have had a PDR
- 89% feel there is equal opportunity for career progression
- Fewer staff have faced discrimination (7%)
- Fewer staff have experienced violence (3%)
- Staff at LWH work fewer extra hours than in other Trusts (65%)

Where we could do better Compared to other specialist acute Trusts

- Reporting: fewer staff report unsafe clinical practice, near misses / incidents, or violence
- Staff are less satisfied with the quality of care they are able to deliver (3.97 out of 5)
- Fewer staff feel able to contribute to improvements at work (67%)



Trends by staff group and directorate

- In line with previous years and the trend in other NHS Trusts, **medical staff** are the most positive staff group across all indicators.
- Across all majority of indicators, **nurses and midwives** respond more negatively than other staff groups.
- A low scoring indicator across all staff groups and directorates is '**Ability to make improvements in own area of work**'
- The results have identified potential issues with staff morale in **estates** and **admin** which may relate to organisational change processes.
- There have been improvements in staff morale on the **neonatal unit**, potentially linked to changes in management structure and capital developments.

Values Based Questions

For the second consecutive year, we asked staff to tell us about whether our values are embedded and demonstrated at LWH

- Only 3% of staff said that they were not aware of the values and behaviours of the Trust (compared to 5% in 2015)
- 59% of staff said that managers demonstrate the values at work “always or often”, with 35% saying managers demonstrate these values “sometimes”, 7% “rarely” and 1% “never”.
- 65% of staff said that other colleagues demonstrate the values at work “always or often”, with 32% saying colleagues only demonstrate these values “sometimes” and 3% “rarely”.



Focus areas for 2016

- Continue to implement the **Putting People First Strategy** in a systematic and incremental manner, building on success to date
- Trust wide **Listening Events** to identify improvement priorities to capture current issues for staff following on from staff survey
- Improve manager visibility and introduce joint staff side / management **walkabouts**
- Continue to invest in our **Leadership Development** – with a focus on talent mapping, succession planning, embed value based reward & recognition
- Board development session on modelling **vision, values and behaviours** then rolled out to rest of Trust
- Ensure continued regular **communication** with staff about the future direction of the Trust.
- Continue to undertake detailed reviews of ‘hotspot’ areas.



Next Steps

- Every manager will receive their own staff survey results spreadsheet with a detailed breakdown of results for their area
- Managers work with their teams to identify 3 key areas of improvement which will be monitored and reported on via quarterly performance reviews.
- Achievement of staff survey action plan objectives to be part of every line manager's PDR.
- Team coaching sessions in 'hotspot' areas

Board of Directors

Committee Chair's report of Finance Performance and Business Development Committee meeting held 30 January 2017

1. Meeting Quorate: Yes

2. Agenda items covered

- ~ Month 9 Finance Report: The Committee was assured that the Trust was still on target to deliver the control total at year end assuming that the Trust is in full receipt of £2.8m Sustainability and Transformation Funding.
- ~ Performance dashboard, Month 9: the Committee noted that the Trust continued to deliver against the NHSI performance targets. The Committee received an update on delivery against CQINS and noted that there was potential financial implications that would need addressing by the end of the year
- ~ Cost Improvement Programme Review 2016/17: The Committee noted that as at month 9 the schemes were below plan by £0.76m, with a year-end forecast of £0.99m below plan for 2016/17 schemes and an additional £0.5m below plan carried forward from prior year schemes. Undelivered schemes had been mitigated non-recurrently in year through tightened control over the position and have been included for delivery in 2017/18 on a recurrent basis. There is Executive focus on the CIP programme to ensure grip and control was maintained and all schemes delivered in line with plan.
- ~ IM&T Review and EPR Update: The Committee was assured that the status of the IM&T and EPR implementation plans were progressing in line with plan and that all risks had been addressed. The Committee noted that good clinical engagement in the EPR implementation was vital to its success.

3. Board Assurance Framework (BAF) risks reviewed

- ~ The Committee noted the BAF risks and agreed
 - De-escalation of Risk**
 - o that risk 5c – 'To take forward plans to develop services nationally and internationally - Non-delivery of the expected return from expansion investment' is discontinued on the BAF as plans to develop services nationally and internationally were no longer being progressed at this time. Therefore any risks and uncertainties that would have existed were no longer relevant.
 - Changes to Risk Ratings**
 - o That the risk score 5aii 'The Trust does not deliver the 2016/17 financial plan and control total' is reduced from risk score 20 (probable and catastrophic) to 15 (possible and catastrophic) in view of the improvement in the forecast position for 2016/17.
 - New Risks**
 - o The Committee felt that risk 1k and 1n on the register relating to "Isolated Site of LWH - Risk: Location, size, layout and current services do not provide for sustainable integrated care package for quality service provision" and "Suitability of Neonatal Estate - Risk: Inability to safely meet the needs and demands of a changing neonatal service within the confines of the current environment and staffing establishment" should be owned and reviewed by GACA.

4. Issues to highlight to Board

- ~ Amended Terms of Reference. See Board agenda item

5. BAF recommendations

- ~ The Board to note the change of risk score under 3 above, now contained in the Board assurance Framework at Board agenda item

6. Action required by Board

- ~ N/A

Board of Directors

Committee Chair's report of Finance Performance and Business Development Committee meeting held 20 February 2017

1. Meeting Quorate: Yes

2. Agenda items covered

- ~ Month 10 Finance Report: The Committee was assured that the Trust was on target to deliver £6M deficit at year end. The improved forecasted outturn deficit of £0.5m reported last month will be matched by £0.5m of STF incentive funding.
- ~ Performance dashboard, Month 10: the Committee noted that the Trust continued to deliver against the NHSI performance targets. Mandatory training had seen a fall in performance over the period due in part to safe staffing to support clinical areas where there has been short term sickness. The Committee recognised that the target set was a stretch target however also recognised the importance that all staff received their mandatory training. The Committee was mindful that the delivery of the mandatory training performance was high on the agenda of the Putting People First Committee.
- ~ Cost Improvement Programme Review 2017/18: The Committee received an update on the CIP programme proposals for 2017/18. The Committee noted that the Trust must deliver £3.7m of CIP in 2017/18 and the programme provided a level of assurance that the trust would be able to achieve the requirement. The Committee received assurance that detailed plans had been worked up to allow 62% of schemes to be transacted through budgets to date and noted that work continued on the remaining 38%, to enable 100% to be transacted by the start of the 2017/18 financial year. The Committee noted that the delivery of the Schemes would be extremely challenging and that there was risk to delivery, despite the identified mitigations.

3. Board Assurance Framework (BAF) risks reviewed

- ~ The Committee noted the BAF and agreed that there were not changes to be made. The Committee further noted that the BAF was going through a number of iterations and that the structure of the BAF and the risks were being reviewed.

4. Issues to highlight to Board

- ~ To note the challenging CIP programme for 2017/18.

5. BAF recommendations

- ~ None

6. Action required by Board

- ~ None

Board of Directors

Committee Chair's report of Finance Performance and Business Development Committee meeting held 27 March 2017

1. Meeting Quorate: Yes

2. Agenda items covered

- ~ Month 11 Finance Report: The Committee was assured that the Trust was still on target to deliver £6M deficit at year end which included the matched by £0.5m of STF incentive funding. The Trust had utilised £3.65m of cash from DH and there is a planned drawdown of £3.34m in Month 12
- ~ Performance dashboard, Month 11: The Committee noted that the Trust continued to deliver against the NHSI performance targets and CQINs.
- ~ Performance Framework: the Committee noted that a draft performance framework 2017/18 was being constructed by the Director of Operations and noted that a presentation on the framework would be provided to the Board in April. The Committee recognised that it would receive a number of indicators that related to quality and would be reviewed by GACA however they may also have a financial impact such as CQUINs that would need to be reviewed by the Committee as part of integrated governance.
- ~ 2017-19 Budget setting: the Committee received and noted the current status of the draft budget 2017-19.
- ~ EPR: the Committee noted that Phil Huggon, Non-Executive Director and a member of the Committee would also attend the EPR project Group meetings as agreed by the Board
- ~ The Committee reviewed and agreed its Terms of Reference for formal approval of the Board.

3. Board Assurance Framework (BAF) risks reviewed

- ~ The Committee noted the BAF and agreed that there were not changes to be made.

4. Issues to highlight to Board

- ~ To note the challenging CIP programme for 2017/18.

5. BAF recommendations

- ~ None

6. Action required by Board

- ~ To approve the terms of reference of the committee.

Board of Directors

Committee Chair's report of Governance and Clinical Assurance Committee meeting held 13 January 2017

1. Was the quorate met? Yes

2. Agenda items covered

- Medicines Management Update & Assurance
- Serious Incident Update Report
- Stillbirth Strategy
- Review of Compliance with CQC Fundamental Standards
- Emergency Preparedness, Resilience and Response (EPRR) Assurance Update
- Annual Legal Services Report 2015/16
- IT Update to Francis Report actions
- Safety, Effectiveness & Experience (SEE) Report, including performance metrics
- Statement of Purpose Annual Review
- Board Assurance Framework

3. Board Assurance Framework (BAF) risks reviewed

New Risks

Since the last Committee meeting there have been no new risks added to the BAF.

Closed / De-escalated Risks

The Board agreed at its meeting in December with GACA's recommendation that BAF Risk 1m (Ulysses Number 1944) be de-escalated to the Neonatal Transport Service Risk Register.

Changes to Risk Ratings

Since the last meeting no BAF risks have had their risk ratings changed.

4. Issues to highlight to Board

GACA noted the findings of the mock CQC inspection that 'key outcomes are not sufficiently visible or discussed in sufficient depth'. GACA committed to overseeing the work led by the Medical Director in reviewing how morbidity and mortality is overseen relevant learning shared within the Trust. GACA saw this as a priority that needs to be progressed with the appropriate focus, speed and diligence.

GACA were not fully assured by the medicines management update. They asked the Director of Operations to write to the Chief Pharmacist requesting a further update to be provided at the March committee meeting.

5. Action required by Board

None

Author: Dianne Brown; Director of Nursing & Midwifery

Date: 27 January 2017

Board of Directors

Committee Chair's report of Governance and Clinical Assurance Committee meeting held

24 March 2017

1. Was the quorate met? Yes

2. Agenda items covered

- Actions from previous meeting:

The Committee noted that the Quality Strategy 2017-2020 was being developed and would include the quality indicators that would form part of the performance framework to be seen by the Board in April. The Committee noted that the Strategy would be presented to its meeting in May.

Medicines Management Update and Assurance: the Committee was concerned regarding the potential delay that may arise in the assurance papers from Pharmacy relating to a specific medicines management response to the CQC Fundamental Standards and; a separate paper on self-medication administration, detailing the current Trust process, plans for the future and identify support required.

- Serious Incident Update Report and deep dive on Failure to act on test results: the committee received assurance that there was evidence of investigations leading to learning, improvement and prevention of recurrence of serious incidents however requested that greater focus on learning should be directed through the Safety Senate. Regarding the Deep Dive the Committee requested that greater emphasis is placed on the follow up of actions and identification of an accountable officer.
- Adult Mortality Strategy (Draft) and Mortality Review Guidance & Perinatal mortality position statement. The Committee noted the perinatal mortality position statement and noted that the final strategies for both Adult and still births and neonatal mortality Strategies would be presented to the Board at the 5 May Board meeting. Prior to this date the Committee members would be provided with a copy of each strategy for comment.
- Care Quality Commission (CQC) Inspection Preparation: the committee noted the preparations are currently under way.
- Urogynaecology Group Action Claims Update: The Committee received Assurance that the claims are being managed appropriately and would be concluded by 2018. As of 1 April 2017 Hill Dickinson had been appointed the as the Trust's legal services provider for claims.

- Safety, Effectiveness & Experience (SEE) Report Quarter 3 2016/17 and the Performance Assurance Report: The Committee reviewed and received assurance on behalf of the Board. There were no exceptional items that needed to be highlighted from the Report.
- Clinical Audit Work Programme 2017-18: The Committee received the clinical audit work plan for 2017-18 which was approved.
- Risk Appetite Statement and Risk Management Strategy: the Committee received and noted the Risk Management Strategy and endorsed the Risk Appetite as low.
- Cycle of Business and Terms of Reference: The Committee made two changes to the terms of reference, the first relating to membership, the Committee agreed to extend the membership to the Head of Governance and also amend the clause relating to the requirement to appoint a vice Chair.

3. Board Assurance Framework (BAF) risks reviewed

- No Changes

4. Issues to highlight to Board

Items to be presented to the Board

- Adult Mortality Strategy (Draft) and Mortality Review Guidance & Perinatal mortality position statement.
- Serious Incident quarterly Update Report

5. Action required by Board

Approval of the terms of reference of the committee

Board of Directors

Committee Chair's report of Putting People First Committee meeting held 27 January 2017

1. **Quorate?** No due to no staff side representation (ie MSC Chair or Staff Side Chair)
2. **Agenda items covered**
 - Review of HR BAF Risks & Risk Appetite
 - Staff Experience Story – Gynaecology : changing roles within the Trust
 - Gynaecology Workforce Review Paper
 - HR Directors Report (*includes FPPT, initial staff survey update, Workforce implications from the Apprenticeship Reforms and ESR data quality*)
 - Review and approval of Talent Management and Succession plans to support the strategic direction of the Trust
 - Workforce KPI Report [including Information governance update]
 - Fit for Future Generations Update
 - Payroll and Pre-employment Checks Audit
 - Policy Approval
 - Sub Committee Chair Reports – Partnership Forum, Joint Local Negotiating Committee, Nursing & Midwifery Board, Diversity & Inclusion Committee, Education Governance.
3. **Board Assurance Framework (BAF) risks reviewed**
 - Risk associated with junior doctor's industrial action reviewed, reduced and reworded to reflect more generic risk associated with potential for industrial action
4. **Issues to highlight to Board**
 - Committee approved the Talent Management Plan linked to the Trust's appraisal process & supported the proposal to mandate attendance at the Trust's Leadership Programme as appropriate to role
 - Gynaecology Workforce review identified issues relating to succession planning for specialist nurse roles. Committee requested further assurance on actions to address.
 - Turnover trend in gynaecology – Committee requested deep dive into turnover in gynaecology, including analysis of entry & exit data

- Policy approval – new process agreed with staff side to ensure policies could be agreed and signed off before expiry
- Payroll Audit – Reasonable Assurance. All actions, bar one, implemented and plan to finalise outstanding action in place
- Sickness – assurance gained that robust process was being followed in the management of sickness absence and that appropriate support was offered to managers and staff in the form of stress awareness, stress management and resilience training
- Fit for Future Generations – committee received details of workforce related cost improvement schemes and agreed that this should now be a regular update to the Board of Directors

5. BAF recommendations

- Agreed the reduction of BAF Risk 4c 'Junior Doctors Industrial Action' to a score of 4 (1x4) and the rewording of the risk to a more generic risk associated with the potential for industrial action

6. Action required by Board

- To approve the alteration to BAF Risk 4c as outlined above

Tony Okotie
Chair, Putting People First Committee
Date: 27 January 2016

Board of Directors

Committee Chair's report of Audit Committee meeting held 30 January 2017

1. Meeting Quorate: Yes

2. Agenda items covered

- ~ Follow up of Internal and External Auditors Recommendations: The Committee received an update of the outstanding internal audit and LCFS recommendations as well as actions arising from the external audit. One recommendation outstanding from the 2014/15 LCFS program which has been partially implemented, relates to Consultant Job Plans. The Committee received assurance from the Medical Director that actions had been taken to implement the recommendations.
- ~ Internal Audit Progress Report: Good progress had been made against the Internal Audit plan. The Committee noted that any audits that are deferred by the responsible executive would be reviewed by the Executive and a decision made on the appropriateness or not of a deferral.
- ~ External Audit: The Committee received the 2016/17 external audit plan which was noted.
- ~ Waivers of Standing Orders. The Committee noted a slight increase in waivers during the quarter against the previous quarter however recognised that the controls that put in place some time ago continue to have a positive influence with regards to the proactive management of waivers which is evidenced by the stability in the number of waivers raised compared to previous years. The Committee noted that there was a work plan underway to introduce additional price agreements, access more frameworks and competitively tender spend to further avoid the need to raise waivers.
- ~ The Committee received proposed changes to the Corporate Governance Manual and noted that following review of the financial delegations the current authorisation levels did not require amendment; however amendments had been made to the number (reduction) of nominated signatories on the list of authorised managers.

3. Board Assurance Framework (BAF) risks reviewed

- ~ None

4. Issues to highlight to Board

- ~ None.

5. BAF recommendations

- ~ None

6. Action required by Board

- ~ None

Board of Directors

Committee Chair's report of Audit Committee meeting held 27 March 2017

1. Meeting Quorate: Yes

2. Agenda items covered

- ~ Follow up of Internal and External Auditors Recommendations: The Committee raised concern regarding the provision of services provided to the Trust by the Royal Liverpool Hospital Trust. The Committee had noted that performance in terms of medical devices had been poor and had been consistent with that provided to pharmacy. The Chair agreed to highlight this concern with the Board. With regard to completion dates the Committee requested that for those identified as completed by 31 March 2017 and 30 April 2017 a report is produced and distributed to the Committee members on the status of the recommendations.
- ~ Internal Audit Annual Report and Internal Audit Opinion 2016/17 & Internal Audit Progress Report: The Committee noted that there had been no change to the audit opinion from last years and stated that "The organisation has an adequate and effective framework for risk management, governance and internal control. However, our work has identified further enhancements to the framework of risk management, governance and internal control to ensure that it remains adequate and effective". The Committee noted that there were three outstanding audits and that the outcome of these would not impact on the opinion. The Committee noted that management responses on draft reports (18.8days) had not been delivered against the target (15 days) and assurances had been requested that the executive would make sure that responses are being made in accordance with target dates set.
- ~ Counter Fraud. The Committee received the counter fraud report as part of the internal audit progress report and noted that Annual Report 2016/2017 will be drafted by RSM Fraud Risk Services and following our internal quality review process, will be issued to the Trust and the new counter fraud provider.
- ~ Internal audit and Counter Fraud Provider: the Committee was assured that processes were in place to support a clean hand over of work from RSM to the Trust's new internal Auditor MIAA on 1 April 2017. The Chair formally thanked RMS for their support and time as the Trust's internal auditor. The Committee had as part of the meeting reviewed and endorsed the process for the appointment of the internal auditor and counter fraud service.
- ~ Areas of Judgement in the Annual Accounts: The Committee noted and agreed the approach to the areas of judgement within the 2016/17 annual accounts and recognised that as with last year the audit opinion would most likely include an emphasis of matter given the financial and cash position. The Committee noted that it would be meeting on 19 May 2017 to review the Annual Report and Accounts 2016/17 for recommendation to the Board for approval.
- ~ Review of Losses and Special Payments. The Committee noted and agreed the write-off of bad debts. The amount related to long standing debts dating as far back as 2005/06 and had been extensively chased for payment and had been deemed not feasible to recover. The Committee was assured that the processes and procedures in place to recover private patient payments were robust.
- ~ Raising Concerns: The Committee received assurance provided by the Raising Concerns Report and endorsed the actions proposed. The Committee noted that the policy now included a section on the role of the Snr Independent Director and the role of the new Freedom to Speak Up Guardian.

