

Meeting of the Council of Governors

Wednesday 26 July 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. 2017	Title of item	Objectives/desired outcome	Process	Item presenter	Time allocated to item	CQC Fundamental Standard
057	Apologies for absence	Receive apologies	Verbal	Chair	1730 (5 mins)	Well led
058	Meeting guidance notes	Receive and note	Written guidance	Chair		Well led
059	Declarations of interest – <i>do Governors have any interests to declare?</i>	Identify and avoid conflicts of interest	Verbal	Chair		Well led
060	Minutes of the previous meeting	Confirm as an accurate record the minutes of the previous meeting	Written minutes	Chair		Well led
061	Matters arising and action log	Provide an update in respect of any matters arising	Verbal	Chair		Well led

062	Chair's announcements	Report recent and announce items of significance not elsewhere on the agenda	Verbal	Chair	1735 (10mins)	Well led
MATTERS FOR RECEIPT / APPROVAL						
063	<p>1. <i>Council of Governors new 'Group' Meeting structure and Terms of Reference</i></p> <p>2. <i>Activity Report from the Group Meetings.</i></p>	Receive activity report from the first meeting of the Governor Group meetings and the terms of reference of each Group	Written	Group Chair	1750	All
064	Annual report and accounts, including quality report, for 2016/17	For Noting.	Written Report	Chair, Chief Executive and External Auditors	1810	Well Led
065	National Gynaecology Services Inpatient survey – <i>what are the Trust's results from the latest national patient survey?</i>	Receive and discuss	Written report	Director of Nursing & Midwifery and Head of Patient Experience	1840	Person Centred Care
066	Governor elections 2017 – what seats will be included in the upcoming elections and what is the election timetable?	Receive and note	Written report	Chair	1900	Well Led

ITEMS FOR INFORMATION AND DISCUSSION						
067	Role of the SID	Receive and discuss	Presentation	Tony Okotie SID	1905	Well Led
068	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		Well Led
069	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		Well Led
070	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		Well Led
071	Date, time and place of next meeting: <i>Wednesday 25 October 2017 at 1730 in the Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital</i>	Confirm arrangements for next meeting	Verbal	Chair	1915	Well Led

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

Meeting attendees' guidance for Governors, May 2012

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

Before the meeting

- Prepare for the meeting in good time by reviewing all reports (the amount of time allocated for each agenda item can be used to guide your preparation)
- Submit any reports scheduled for consideration at least 10 days before the meeting to the meeting administrator (using the standard report template)
- Ensure your apologies are sent if you are unable to attend
- Notify the Chair in advance of the meeting if you wish to raise a matter of any other business

At the meeting

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

Attendance

- Governors are expected to attend all meetings of the Council of Governors and may cease to hold office as a governor if they fail to attend three consecutive meetings (Trust Constitution, paragraph 12.19)

After the meeting

- Follow up on actions
- Inform colleagues appropriately of the issues discussed

Standards

- All documentation will be prepared using the standard Trust templates. A named person will oversee the administrative arrangements for each meeting
- Agenda and reports will be issued 7 days before the meeting
- An action schedule will be prepared and circulated after the meeting
- The minutes will be available at the next meeting

Also under the guidance of the Chair, members are also responsible for the committee/subcommittee's compliance with relevant legislation and Trust policies, up-to-date versions of which are available on the Trust's website or via the Head of Governance or Trust Secretary.

Council of Governors
Minutes of a Public meeting held on Wednesday 26th April 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 Carole McBride	Public Governor (Sefton)
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)
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)
Ms Sharon Owens	Staff Governor (Nurses)
Councillor Tim Beaumont	Appointed Governor (Liverpool City Council)
Dr Amina Musa Audu	Appointed Governor (Rest of England & Wales)

IN ATTENDANCE:

Mr Colin Reid	Trust Secretary
Mrs Michelle Turner	Director of Workforce & Marketing
Dr Doug Charlton	Director of Nursing and Midwifery
Mrs Vanessa Harris	Director of Finance
Mr Andrew Loughney	Medical Director (until 7pm)
Dr Devender Roberts	Consultant Obstetrician (from 7pm)
Ms Sacha Keating	Executive Assistant (minutes)
Mr Kevin Robison	Deputy Head of Patient Experience (Agenda item 2017/032)
Ms Jenny Hannon	Deputy Director of Finance
Mr Andrew Duggan	Deputy Head of Communications
Mr Ian Knight	Non-Executive Director (Chair of Audit Committee)
Mr Tony Okotie	Non-Executive Director (Senior Independent Director)
Mr Phil Huggon	Non-Executive Director
Mr David Astley	Non-Executive Director
Ms Susan Milner	Non-Executive Director

028

Apologies

Dr Raphaela Kane	Appointed Governor (Liverpool John Moore's University)
Mrs Sheila Phillips	Public Governor (Knowsley)
CLlr Linda Cluskey	Appointed Governor (Sefton Council)
Ms Terri Ann Green	Public Governor (Central Liverpool)
Mrs Pauline Kennedy	Staff Governor (Midwives)
Ms Helen White	Public Governor (rest of England & Wales)
CLlr Kay Moorhead	Appointed Governor (Knowsley Council)
Dr Ana Alfirevic	Appointed Governor (University of Liverpool)

Mrs Kathryn Thomson	Chief Executive
Ms Jo Moore	Non-Executive Director
Mr Jeff Johnston	Director of Operations
Mr Jonathan Lofthouse	Director of Turnaround & Transformation
Mr Ian Haythornthwaite	Non-Executive Director

029 **Meeting guidance notes**
Meeting guidance notes were noted.

030 **Declarations of Interest**
There were no declarations of interest.

031 **Patient Opinions – Presentation – Kevin Robinson (Deputy Head of Patient Experience)**
Kevin Robinson presented Patient Opinions to the Council of Governors and briefed the key headlines as follows:-

- Patient Opinion Launch with Healthwatch on 14th March 2017
- CQC access stories as a source of information / CCG use and comment on stories
- Healthwatch use the data as an indicator
- There are 176 stories currently in the system for Liverpool Women's NHS Foundation Trust of which some map consistently to complaints received
- Continual work is being done to raise the profile of Patient Opinions.

John Foley asked how information was disseminated around the work of Patients Opinion and how staff and patients are made aware of the website. Kevin Robinson responded that there had been a launch event and had included as part of the launch ward walkabouts allowing for direct contact with patients, posters, cards and information leaflets; all of which directing patients to the service.

Elizabeth Williams queried how the risk elements of this service were managed in terms of the content of what is put on the website and how this was regulated by the Trust. Kevin Robinson advised that the Patient Opinion team review all comments and feedback before publishing so it is thoroughly monitored with reminders set to ensure reviews is completed.

Elizabeth Williams also asked how the service was disseminated without the use of IT systems as not everyone is PC literate. Kevin Robinson responded that there was a mobile app available to use and paper copies of questionnaires sent via freepost to target less IT savvy individuals and that foreign languages were also covered.

Saad Al-Shukri queried if the CQC are able to access and view comments left via Patient Opinion. Kevin Robinson responded that the comments were in an open public domain and therefore can be viewed by anyone accessing the website reminding the Council that the website was externally run. Kevin Robinson added that any comments or queries made that may be potentially give rise to litigation are managed by the Patient Opinion team.

Councillor Tim Beaumont felt that this was a powerful tool and asked if the output from the patient opinion would be used to assess Trust patient experience performance, Kevin Robinson advised that this was currently happening and processes were in place to garner the evidence.

The Chair closing the discussion thanked Kevin Robinson for his presentation and felt that the website would provide invaluable information on the performance of the trust regarding patient experience.

032 **Minutes of the previous meeting held on 25th January 2017**
The minutes of 25th January 2017 were approved as a true and accurate record of the meeting held.

033

Matters arising and Action log

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

034

Chair's Announcements

The Chair, welcomed Doug Charlton, Director of Nursing & Midwifery and Dr Aminu Musa Audu, Governor of Rest of England & Wales to their first meeting of the Council having both recently joined the Trust.

The Chair made the following comments:

Governor Elections Bi election

Dr Aminu Audu, Public Governor, Rest of England and Wales appointed in place of Mark Walker. One vacancy in Knowsley constituency, this will now be left vacant until main elections in August/September

Appointed Governor

Sefton Council have appointed as of yesterday Cllr Linda Cluskey. Linda was unable to attend the meeting today and provided apologies.

Governor Survey

The Governor Effectiveness survey had been issued to all Governors to complete by survey monkey. The findings of the survey will be reported to the Governor Patient experience and membership engagement committee to review on behalf of the Council. The survey would provide an informed view of areas that require improvement.

Vaginal Mesh implants

The Chair noted the recent publicity regarding the use of vaginal mesh implants and asked the Medical Director to respond on the concerns. Andrew Loughney, Medical Director summarised for the Council the recent press coverage and explained why, historically, mesh was used. The Medical Director advised that this method is not now used in the Trust and was not aware of any adverse effects on the Trust patients. Adel Soltan, Staff Governor added that these procedures had always been performed in a controlled environment and had been documented accordingly.

Nominations and Remuneration Committee

The Council noted that the Nominations and Remuneration Committee had been formed with members: Chair; Lead Governor; Public Governors Richard Roberts, Saad Al-Shukri; Staff Governor – Gail Mannion and Appointed Governor Ana Alfirovic. Arrangements are being made for the first meeting of the Committee to consider the process for the appraisal of the Chair and NEDs.

The Chair advised that new dates for the next round of compliance inspections had been identified and that the trust Secretary would be sending the dates to governors to ask for their attendance.

035

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

The Council noted the minutes of the Patient Experience and Membership Engagement Committee.

036

Council of Governors Committee Structure

Colin Reid, Trust Secretary referred to the Patient Experience and Membership Engagement Committee held on 15th March 2017 at which the committee discussed the role of Governors and a proposal to create committees/groups of the Council that would seek to mirror that the committee of the Board .

The Trust Secretary presented the paper that had been discussed at the Patient Experience and Membership Engagement Committee and sought the Council view on whether they agreed with the Patient Experience and Membership Engagement Committee on forming the assurance committees to support the work of the Council.

The Chair added that this was a timely opportunity for the Governors to work in smaller groups to receive the necessary assurances. He felt that the proposal would support better the workings of the Council who would receive reports from its own committees. The Chair also felt that Council meetings would benefit which more time to spend on key matters than currently was the case.

Sheila Gwynn-Adams supported the proposal and was pleased that both Non-Executive Directors and Executive Directors would support each committee. She also referred to Non-Executive Directors involvement in pre-council meetings and advised this would only be by invitation. The Committee noted that this was not part of the proposal but was included in the paper for completeness.

John Foley stated need to be mindful of not overloading Governor Quality and Patient Experience Group and he was not able to see the link to the Board Governance and Clinical Assurance Committee. In response the Trust Secretary advised that the link would be through the Chair of GACA attending the Governor Quality and Patient Experience Group and presenting the Chair's report from GACA as they currently do at the Council meetings.

The Chair supported the comment and advised that in having NEDs attending the Governor Committees the Governors can seek clarification from the NEDs on the detail behind decisions reached and receive assurance through that route.

Cllr Tim Beaumont, Partner Governor supported the proposal, but felt that as there seemed to be more benefit in having a more workshop approach, as discussed, he supported a less formal approach to the meetings. It was agreed that this would be a matter for each Group to agree.

Action: The Trust Secretary was asked seek membership of each new governor committee/group which he advised would be undertaken by a survey monkey. Following this arrangement would be made for the first meeting of the new committee/group prior to the Council meeting to be held on 26 July 2017 which would include the draft terms of reference.

037 Selection of the quality indicator for Quality Report and examination by the external auditors.

The Chair referred to the paper presented to the meeting and in particular to the recommendation from 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%". The Council agreed the recommendation.

038 Annual Staff Survey 2016

Michelle Turner, Director of Workforce and Marketing presented the findings of the Annual Staff Survey 2016 and reported that the Staff Survey was a national tool to measure staff engagement and wellbeing in NHS. She advised that the Trust had anticipated that the results of the survey would be less favourable than previous years due to the changing and challenging environment that cut across the whole of the NHS, however the completion rate of the survey was lower than in 2015 but remained significantly higher than the national average response rate. The Director of Workforce and Marketing advised that overall there had been no statistically significant change to results compared to 2015 other than a slight deterioration in staff motivation.

The Chair asked the Council to take the paper as read and sought questions of clarification from the Director of Workforce and Marketing.

Cynthia Dowdle asked what was being done to address the concern that staff were not always satisfied with quality of care they were able to deliver. Michelle Turner responded that this indicator was being addressed through the development of local team action plans as local managers were best placed to identify with their teams what was getting in the way of great care.

Cllr Tim Beaumont challenged whether there was sufficient focus on Health & Wellbeing. Michelle Turner advised that the Health and wellbeing strategy and supporting action plan was being revitalised following the appointment of the new health and wellbeing lead. Progress against the action plan would be monitored through the PPF committee. Increased focus was also being given to reward and recognition strategies within the Trust.

Gail Mannion queried the current sickness levels as these are showing as quite high and has work been done with other Trusts to see what work they do to improve these figures. Michelle Turner responded that the Trust had benchmarked with other NHS organisations and continually sought to identify best practice.

The Chair thanked the Director of Workforce and Marketing for her report, which was noted.

039 Non-Executive Director at LWH – David Astley

David Astley, 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.

040 Board Assurance Updates

The Chair sought the Councils comments on the chairs reports received from each of the Board committees. The Council noted the activity and assurances from the Board Committee chairs reports.

The Chair asked Ina knight to update the Council on the appointment of PwC as the external auditor.

Ian Knight reported that at the Audit Committee (AC) in March, the AC was informed that the Trust had invited submissions from bidders to support the Trust with the preparation of a Strategic Outline Case (SOC). He advised that the SOC sought to address the concerns raised by NHSE over the affordability and viability of the preferred option set out in the PCBC published by Liverpool CCG in December 2016. Two bids for the work were received, of which PwC scored most favourably and the AC approved PwC's appointment to undertake the work; this was subject to final approval from NHS Improvement (NHSI) given the expenditure for the consultancy work was above £50,000 which is a limit place on trusts by NHSI.

Ian Knight advised that following the offer and acceptance, PwC identified a potential conflict of interest arising from new regulations which placed restrictions on the provision of external audit services and consultancy work to the same organisation. He explained that in effect PwC could only provide one of the two services to the Trust under the new guidance. Ian Knight reported that the AC considered the options to retain the current external audit team or re-tender for strategic support services and agreed that audit work, as a statutory requirement, adds less value to the organisation than the completion of a strong strategic case and also recognised that PwC may be asked to tender for other consultancy work in the future. The AC agreed that the strength of PwC was in consultancy business and that it would be more beneficial to retain them in this area and look to appoint new external auditors but would wait until the Trust received agreement from NHSI to allow the work on the SOC to commence.

Ian Knight advised that as NHSI had agreed approval for the provision of the consultancy work to proceed and it would be necessary to progress the decision of the Audit Committee to change the External Audit Provider and reported that in order to progress the change of External Auditor the Council of Governors need to agree to the proposal, following which a process to change the external Auditor would commence.

The Chair asked the Council to consider the proposal to change the external auditor as recommended by the AC. The Council approved the proposal.

041 Review of Risk Impacts

It was agreed that the clinical risks regarding the use of vaginal mesh be noted as a risk impact, results from the staff survey and financial position.

042 Any Other Business

None.

043 Date and time of next meeting

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

DRAFT

Council of Governors
Action Plan

Meeting date	Minute Reference	Action	Responsibility	Target Dates	Status
26 April 2017	17/18/036	<i>The Trust Secretary was asked seek membership of each new governor committee/group which he advised would be undertaken by a survey monkey. Following this arrangement would be made for the first meeting of the new committee/group prior to the Council meeting to be held on 26 July 2017 which would include the draft terms of reference.</i>	Trust Secretary	July 2017	Action complete

Liverpool Women's NHS Foundation Trust

Governor Committee

Council of Governors Group Structure

The Council agreed the new structure at its meeting in April 2017 which is set out diagrammatically at appendix 1. The Groups mirror the **Board** committee structure as highlighted in appendix 1. This is to support the Governors in the role to obtain assurance on the operation of the Trust. The Groups are supported by both Non-Executive Directors and Executive Directors/Managers and the membership of each committee is set out in appendix 2.

The new 'Group' structure for the Council of Governors comprises of:

- Communications and Membership Engagement Group
- Quality and Patient Experience Group
- Finance and Performance Group

The Terms of Reference of each Group are set out at appendix 3 and have been reviewed by each committee for agreement before being presented to the Council for approval. Set out in appendix 4 is a brief explanation of the Board committee role in providing assurance to the Board of Directors.

Chair of Governor Groups

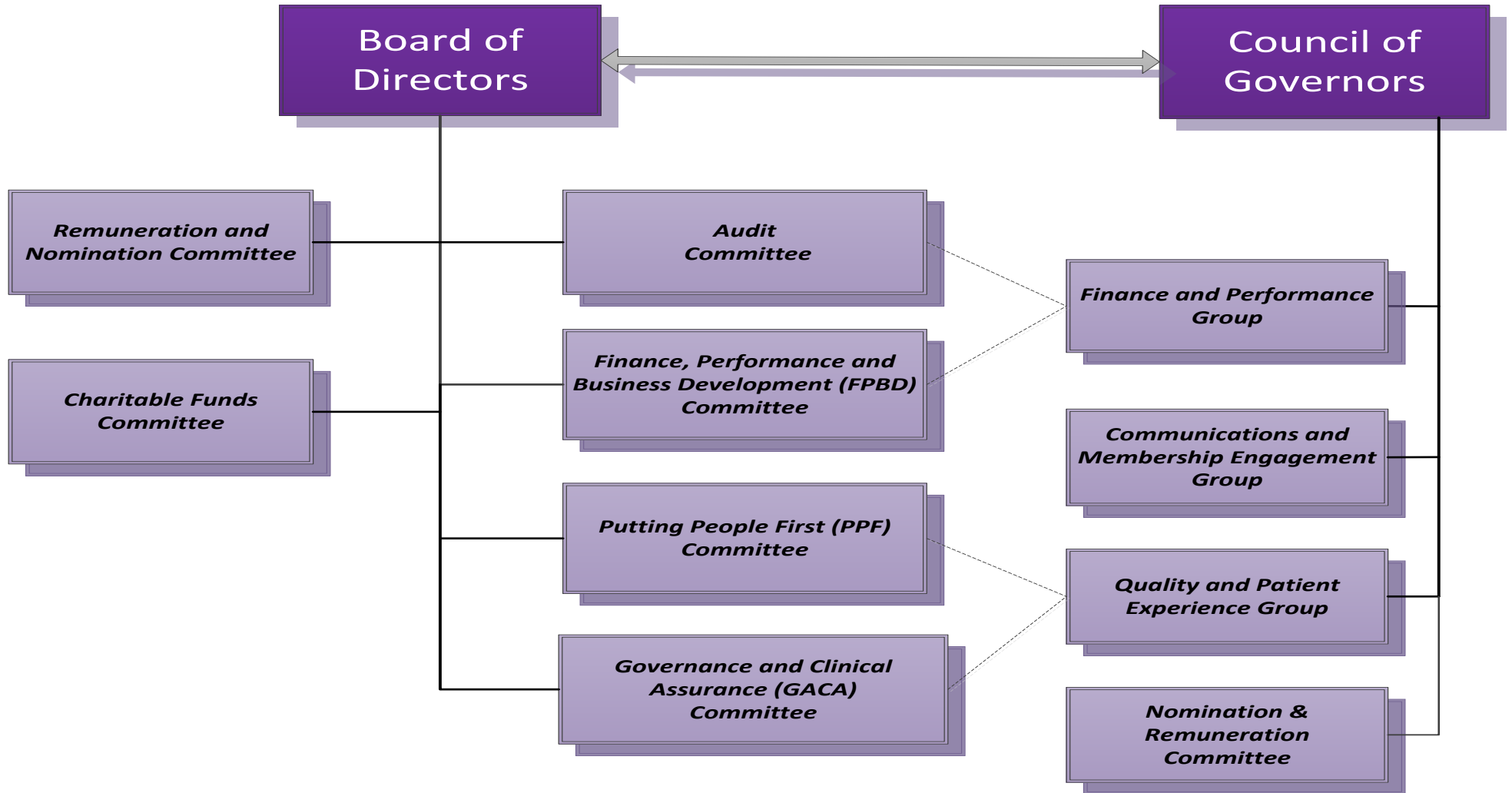
Communications and Membership Engagement Group	TBC
Quality and Patient Experience Group	TBC
Finance and Performance Group	John Foley

Recommendation

The Council of Governors are asked to note the new Governor meeting structure and approve the terms of reference set out at appendix 3.

Colin Reid
Trust Secretary

*Integrated Governance Structure
1 June 2017*



GOVERNOR GROUP MEMBERSHIP

Quality and Patient Experience Group

Your name	
Carole McBride	Public Governor
Adrian O'Hara	Public Governor
Pat Speed	Public Governor
Ana Alfirevic	Appointed Governor
Saad Alshukri	Public Governor
Gail Mannion	Staff Governor
Dr Aminu Musa Audu	Public Governor
Shelley Ralph	Public Governor
Tim Beaumont	Appointed Governor
Sheila Gwynn-Adams	Public Governor
Mary McDonald	Appointed Governor
Cynthia Dowdle	Appointed Governor

NED : Sue Milner/David Astley

Executive Andrew Loughney/Doug Charlton/Deputies

Communications and Membership Engagement Group

Your name	
Sheila Phillips	Public Governor
John Foley	Staff Governor
Saad Alshukri	Public Governor
Shelley Ralph	Public Governor
Sheila Gwynn-Adams	Public Governor
Sarah Carroll	Public Governor
Mary McDonald	Appointed Governor
Liz Williams	Public Governor
Pat Speed	Public Governor

NED : Tony Okotie/Phil Huggon

Executive Michelle Turner/Deputy

Attendee: Andrew Duggan

Finance and Performance Group

Your name	
Richard Roberts	Public Governor
John Foley	Staff Governor
Saad Al-shukri	Public Governor
Adel Soltan	Staff Governor
Dr Aminu Musa Audu	Public Governor
Sheila Gwynn-Adams	Public Governor
Liz Williams	Public Governor
Pat Speed	Public Governor

NED : Jo Moore/ Ian Knight

Executive Vanessa Harris/ Jeff Johnson/ Deputies

Terms of Reference

TERMS OF REFERENCE OF THE COUNCIL OF GOVERNORS'
COMMUNICATIONS AND MEMBERSHIP ENGAGEMENT Group (CAME)

Approved by the Council of Governors' on [] July 2017

DRAFT

1. Purpose

The purpose of the Group is to assist the Council of Governors' in the performance of its duties, including recommending objectives and strategy in the development of Communications and Membership matters, having regard to the interests of its Public & Staff members, its patients and other stakeholders.

2. Membership

The Group shall be made up of Governors. The membership of the Group would not be subject to a maximum but shall be not less than six.

3. In Attendance

The Group shall be supported by Executive and Non-Executive Directors, normally attending the meetings will be the Director of Workforce and Marketing or her deputy.

Other Trust staff or interested persons may be invited by the Chair to attend all or part of any meeting.

4. Chair

The Council of Governors shall determine who shall act as Chair of the Group. A Governor Chair shall be chosen by the Group and shall be recommended to the Council for approval.

The Chair shall be appointed for a period of two years and is eligible for re-appointment for a further one term. In the Chair's absence, the Group shall choose a Governor member who shall act as Chair for the purposes of that meeting. If the Council so agrees the Group may appoint a Deputy Chair of the Group who would be responsible for the Group should the Chair be unavailable.

5. Secretary

The Trust Secretary or their nominee shall act as the secretary of the Group.

6. Quorum

The quorum necessary for the transaction of business shall be 4 members of whom at least two must be Public Governors. A duly convened meeting of the Group at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Group.

All members shall have one vote. In the event of a tie, the Chair of the Group shall have the casting vote.

7. Frequency of Meetings

The Group shall meet every quarter months prior to the quarterly Council of Governors meetings or at other such time as may be required to undertake the activity of the Group.

8. Notice of Meetings

Notice of Meetings of the Group shall be circulated by secretary of the Group at the request of the Chair of the Group.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Group and any other persons requested to attend, no later than 5 working days before the date of the meeting.

9. Conduct of Meetings

Except as outlined above, meetings of the Group shall be conducted in accordance with the provisions of the Constitution, the Governor Code of Conduct and meeting guidance notes.

10. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all meetings of the Group, including recording the names of those present and in attendance and any apologies.

Minutes of Group meetings shall be circulated all members of the Group and made available to all members of the Council of Governors.

11. Duties of the Group

The Group's duties include:

- Devising the Membership Strategy and Plan on a three-yearly basis
- Overseeing implementation of the Membership Strategy and Plan
- Reviewing and evaluating the Membership Strategy and Plan at least annually
- Ensuring that regular analysis of the Trust's members is undertaken in order to inform recruitment of new members, ensuring that the membership remains representative of the communities served by the Trust
- Devising systems of effective communication with the Trust's members so that members are actively engaged
- Facilitating engagement with other organisations such as community and voluntary groups in respect of women's health, including in respect of public health issues
- Ensuring the membership activities of the Trust are aligned with its work in respect of corporate social responsibility, patient and public involvement, patient experience, equality and diversity and corporate social responsibility.
- Arranging on behalf of the Council, with the Trust Communications Team and Trust Secretary, the Annual Members Meeting of the Trust.
- Reviewing the Effectiveness reviews of the Council of Governors and identify appropriate action plans.

12. Reporting Responsibilities

The Chair of the Group shall report formally to the Council of Governors' on the proceedings of the Group since the previous Council of Governors' Meeting.

13. Review of the Terms of Reference

The Council of Governors' will review the Group Terms of Reference on an annual basis. Any amendments will require the agreement of the Council.

Approved by the Council of Governors on [] July 2017

Review Date: July 2018

TERMS OF REFERENCE OF THE COUNCIL OF
GOVERNORS FINANCE AND PERFORMANCE GROUP

Approved by the Council of Governors on July 2017

1. Purpose

The purpose of the Group is to assist the Council of Governors in the performance of its duties in the provision of assurance of the Trust's financial and operational performance.

2. Membership

The Group shall be made up of elected and appointed Governors. The membership of the Group would not be subject to a maximum but shall be not less than six.

3. In Attendance

The Group shall be supported by Executive and Non-Executive Directors, normally attending the meetings will be the Director of Finance or his/her deputy and Director of Operations or his/her deputy.

Other Trust staff or interested persons may be invited by the Chair to attend all or part of any meeting.

4. Chair

The Council of Governors shall vote to determine who shall act as Chair of the Group. A Governor Chair shall be chosen from the elected governors on the Council of Governors.

The Chair shall be appointed for a period of two years and is eligible for re-appointment for a further one term. In the Chair's absence, the Group shall choose an elected Governor member who shall act as Chair for the purposes of that meeting. If the Council so agrees the Group may appoint a Deputy Chair of the Group who would be responsible for the Group should the Chair be unavailable.

5. Secretary

The Trust Secretary or their nominee shall act as the secretary of the Group.

6. Quorum

The quorum necessary for the transaction of business shall be 4 members of whom at least two must be Public Governors. A duly convened meeting of the Group at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Group.

All members shall have one vote. In the event of a tie, the Chair of the Group shall have the casting vote.

7. Frequency of Meetings

The Group shall meet every quarter months prior to the quarterly Council of Governors meetings or at other such time as may be required to undertake the activity of the Group.

8. Notice of Meetings

Notice of Meetings of the Group shall be circulated by the Secretary of the Group at the request of the Chair of the Group.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Group, any other person required to attend, no later than 5 working days before the date of the meeting.

9. Conduct of Meetings

Except as outlined above, meetings of the Group shall be conducted in accordance with the provisions of the Constitution, the Governor Code of Conduct and meeting guidance notes.

10. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all meetings of the Group, including recording the names of those present and in attendance.

Minutes of Group meetings shall be circulated to all members of the Group and, once agreed, made available to all members of the Council of Governors on the Trust's Intranet.

11. Duties

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

- Reviewing; the chairs report from the Board Finance, Performance and Business Development Committee; Audit Committee; and the Boards finance and corporate performance report.
- Receive the Trust annual report and accounts prior to reporting to the Council of Governors and members at the Trust Annual Members Meeting.
- Receiving assurance surrounding any other financial and performance compliance matters that may arise

12. Reporting Responsibilities

The Chair of the Group shall report formally to the Council of Governors' on the proceedings of the Group since the previous Council of Governors' Meeting.

13. Review of the Terms of Reference

The Council of Governors will review the Group Terms of Reference on an annual basis, any amendments will require the agreement of the Council of Governors.

Approved by the Council of Governors on July 2017

Review date: July 2018

TERMS OF REFERENCE OF THE COUNCIL OF GOVERNORS

QUALITY AND PATIENT EXPERIENCE Group

Approved by the Council of Governors on [] July 2017

TERMS OF REFERENCE FOR THE QUALITY AND PATIENT EXPERIENCE GROUP

1. Purpose

The purpose of the Group 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.

2. Membership

The Group shall be made up of elected and appointed Governors. The membership of the Group would not be subject to a maximum but shall be not less than six.

3. In Attendance

The Group shall be supported by Executive and Non-Executive Directors, normally attending the meetings will be the Director of Nursing and Midwifery or his/her deputy or Medical Director or his/her deputy and the Director of Workforce and Marketing or his/her deputy.

Other Trust staff or interested persons may be invited by the Chair to attend all or part of any meeting.

4. Chair

The Council of Governors shall vote to determine who shall act as Chair of the Group. A Governor Chair shall be chosen from the elected governors on the Council of Governors.

The Chair shall be appointed for a period of two years and is eligible for re-appointment for a further one term. In the Chair's absence, the Group shall choose an elected Governor member who shall act as Chair for the purposes of that meeting. If the Council so agrees the Group may appoint a Deputy Chair of the Group who would be responsible for the Group should the Chair be unavailable.

5. Secretary

The Trust Secretary or his/her nominee shall act as the secretary of the Group.

6. Quorum

The quorum necessary for the transaction of business shall be 4 members of whom at least two must be Public Governors. A duly convened meeting of the Group at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Group.

All members shall have one vote. In the event of a tie, the Chair of the Group shall have the casting vote.

7. Frequency of Meetings

The Group shall meet every quarter months prior to the quarterly Council of Governors meetings or at other such time as may be required to undertake the activity of the Group.

8. Notice of Meetings

Notice of Meetings of the Group shall be circulated by the Secretary of the Group at the request of the Chair of the Group.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Group, any other person required to attend, no later than 5 working days before the date of the meeting.

9. Conduct of Meetings

Except as outlined above, meetings of the Group shall be conducted in accordance with the provisions of the Constitution, the Governor Code of Conduct and meeting guidance notes.

10. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all meetings of the Group, including recording the names of those present and in attendance.

Minutes of Group meetings shall be circulated all members of the Group and made available to all members of the Council of Governors.

11. Duties

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 receive the Chairs Report from the Board committees: Putting People First Committee; and the Governance and Clinical Assurance Committee.
- To select a quality indicator or annual audit and review annually the Trust's Quality Report and agree, on behalf of the Council of Governors a statement for inclusion in the 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 co-ordinate with the Communications and Membership Group the engagement of the membership and public on matters relating to the quality and safety of care and priority setting.
- To receive reports from the governor representatives on the Trust's Experience Senate
- To provide the Council of Governors with a vehicle for the education of Governors with regard to patient and staff care.

12. Reporting Responsibilities

The Chair of the Group shall report formally to the Council of Governors' on the proceedings of the Group since the previous Council of Governors' Meeting.

13. Review of the Terms of Reference

The Governing Council will review the Group Terms of Reference on an annual basis, any amendments will require the agreement of the Council.

Approved by the Council of Governors on [] July 2017

Review Date: July 2018

APPENDIX4

The following sets out the current structure of the Board sub-committees and the work each in the provision of assurance to the Board.

Board committees

The board has three statutory committees; the Charitable Funds committee and the Audit committee, both chaired by an independent non-executive director; and the Nominations and Remuneration committee, chaired by the trust chair. There are three additional committees; the Governance and Clinical Assurance committee; the Putting People First committee; and the Finance Performance and Business Development committee. Each works closely with the Audit committee but report directly to the board by way of committee chair report to provide the necessary assurance under their scope of responsibility (as set out in the terms of reference). Urgent matters are escalated by the committee chair to the board as deemed appropriate. Each committee is chaired by an independent non-executive director.

All Committees meet in accordance with their terms of reference and have a cycle of business that endures all relevant areas set out in the terms of reference are covered.

A Chairs report is produced after each committee which the Board receives. Any issues which need to be escalated to the Board are highlighted in the Chairs report copy reports attached. At the end of each year both committees produce an Annual report to evaluate the effectiveness of the Committee.

Audit Committee

The audit committee comprises solely of independent non-executive directors. The chair of the committee is Ian Knight from 1 January 2017. The other members of the committee are Ian Haythornthwaite and David Astley.

The director of finance, deputy director of finance, financial controller and external and internal auditors are usually in attendance at meetings of the committee. Executive directors and other managers are required to attend for specific items, as is the local counter fraud specialist.

The work of the committee includes the review of the effectiveness of the organisation and its systems of governance, risk management and internal control through a programme of work involving the challenge and scrutiny of assurances provided by internal audit, external audit, local counter fraud officer and trust managers. The committee follows a work programme that includes the agreed work plans for external audit, internal audit and counter fraud.

Finance Performance and Business Development Committee

The Finance, Performance and Business Development Committee is responsible for providing information and making recommendations to the Board of Directors in respect of financial and operational performance issues and for providing assurance that these are being managed safely. The Committee maintains an overview of the strategic business environment in which the trust is operating and identifies strategic business and financial risks and opportunities. The Committee considers any relevant risks within the BAF and corporate risk register as they relate to the remit of the Committee, as part of the reporting requirements. It reports any areas of significant concern to the Audit Committee or the Board of Directors as appropriate. The Chair of the Committee is a Non-Executive Director and its members include: two additional Non-Executive Directors, the Chief

Executive, Director of Finance and Director of Operations. The Deputy Director of Finance would normally attend the meetings and other executive directors and officers of the Trust attend when required.

The Governance and Clinical Assurance Committee is responsible for providing the Board of Directors with assurance on all aspects of quality in respect of clinical care, governance systems including risks for clinical, corporate, workforce, information and research and development issues, and for regulatory standards of quality and safety. The Committee considers any relevant risks within the BAF and corporate risk register as they relate to the remit of the Committee, as part of the reporting requirements. It reports any areas of significant concern to the Audit Committee or the Board of Directors as appropriate. The Chair of the Committee is a Non-Executive Director and its members include: two additional Non-Executive Directors, Director of Finance, Director of Operations, Director of Workforce and Marketing, Medical Director and Director of Nursing and Midwifery. The Committee membership also includes the Deputy Director of Nursing and Midwifery and the Head of Governance

The Putting People First Committee is responsible for providing the Board of Directors with assurance on all aspects of governance systems and risks related to the trust's workforce, and regulatory standards for human resources. The Committee considers any relevant risks within the BAF and corporate risk register as they relate to the remit of the Committee, as part of the reporting requirements. It reports any areas of significant concern to the Audit Committee or the Board of Directors as appropriate. The Chair of the Committee is a Non-Executive Director and its members include: two additional Non-Executive Directors, Director of Workforce and Marketing, Director of Operations, Director of Nursing and Midwifery, Staff Side Chair, Medical Staff Committee representative, Representative from the Nursing & Midwifery Board and Senior Finance Manager.

Annual Report and Accounts 2016/17
- see separate document

MEETING	Council of Governors	
PAPER/REPORT TITLE:	Inpatient Survey Update	
DATE OF MEETING:	26 July 2017	
ACTION REQUIRED	For Assurance	
EXECUTIVE DIRECTOR:	Doug Charlton, Director of Nursing and Midwifery Jeff Johnston, Director of Operations	
AUTHOR(S):	Christine McGhee, Head of Nursing & Operations for Gynaecology & Theatres	
LINK TO STRATEGIC OBJECTIVES:	5. To deliver the best possible experience for patients and staff	
LINK TO BOARD ASSURANCE FRAMEWORK (BAF):	<p>Safe:</p> <p>Efficient:</p> <p>Experience: <i>Poorly delivered positive experience for those engaging with our services</i></p>	<p>Effective:</p> <p>Well Led:</p>
WHICH CQC KLOE FUNDAMENTAL STANDARD/S DOES THIS REPORT RELATE TO?	<p>Safe: 1.0 SAFE - ALL - Reg 12, 13, 15, 18 20</p> <p>Caring: 2.0 CARING - ALL- Reg 9 & 10</p> <p>Responsive:</p>	<p>Effective: 4.0 EFFECTIVE - ALL - Reg 11, 14, 19</p> <p>Well Led: 5.2 Well Led - Reg 17 Good Governance</p>
LINK TO TRUST STRATEGY, PLAN AND EXTERNAL REQUIREMENT (e.g.: NHS Improvement Compliance/E&D/NHS Constitution)		
FREEDOM OF INFORMATION STATUS (FOIA):	2. 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	
RECOMMENDATION: <i>(eg: The Board/Committee is asked to:....)</i>	Note the results of the survey	
PREVIOUSLY CONSIDERED BY:	Committee name	GACA & Experience Senate

1. Introduction and summary

Liverpool Women's Hospital participated in the National Inpatient Survey conducted by the Picker Institute in 2016. This survey seeks the views of women discharged from Gynaecology Inpatient services in June, July and August of the aforementioned year.

470 responses to the survey were received from the 1121 women eligible to participate which is a response rate of 43% against a national average response rate of 41%. Liverpool Women's Hospital scored significant better on 61 questions, significantly worse on 0 questions.

If the 83 Trusts taking part in the survey Liverpool Women's Hospital was ranked 6th overall, and is in the Best Performing Trusts category. Of the 83 Trusts LWH is shown as the 14th Most Improved Trusts with 0.94% fewer patients reporting an issue.

One question had deteriorated from the previous year's score relating to the cleanliness of the premises. Since the survey this area has been refurbished and no concerns were raised during the PLACE audit undertaken in May 2016.

There are 6 areas where the Trust performed significant better than the 2015 results (lower scores are better)

- Surgery: not told how to expect to feel after operation or procedure 34 % 28 %
- Discharge: did not feel involved in decisions about discharge from hospital 30 % 24 %
- Discharge: not given notice about when discharge would be 34 % 25 %
- Discharge: not given any written/printed information about what they should or should not do after
- leaving hospital 13 % 7 %

2. Issues for consideration

The Inpatient Survey results demonstrate that the Trust consistently provides a quality service that meets the expectations of the women who access these services.

There were 2 areas where our performance worsened in comparison with the 2015 survey results

- Planned admission: should have been admitted sooner 14 % 20 %
- Planned admission: specialist not given all the necessary information 1 % 3 %

In addition although in all other areas the Trust performed well is recognised as being a well performing Trust the division has identified areas where there is room for improvement and these have been added to the action plan for ongoing improvement these include :-

- Care – Could not always find a staff member to discuss concerns with
- Surgery – not told how to expect to feel after operation or procedure
- Hospital – Food was fair or poor
- Discharge – not given notice of when discharge would be
- Discharge – delayed by more than 1 hour
- Overall did not receive any information explaining how to complain

3. Conclusion

There are no significant areas of concern with respect to the annual inpatient survey results. One area for targeted improvement had been identified, this is related to planned admission, an action plan has been developed and is owned and monitored by the Matrons and Trust oversight is via Patient Experience Senate.

Other areas in the action plan are areas where the Trust scored well but the department feels that further improvement is possible to improve the patient experience.

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

Governor Elections 2017

1. Introduction

This report confirms the seats that are included in the election and the associated timetable.

2. Governor Elections 2017

The following seats are currently being elected to:

Public

Central Liverpool			
Rochelle Ralph*	2 years	2015	2017
Sarah Carroll*	2 years	2015	2017
North Liverpool			
Adrian O'Hara*	2 years	2015	2017
Sefton			
Pat Speed*	3yrs	2014	2017
Knowsley			
Sheila Phillips	4 years	2013	2017
Vacant			
Rest of England and Wales			
Helen White*	3 years	2014	2017

Staff

Nurses			
Sharon Owen*	2 years	2015	2017
Scientists, technicians and allied health professionals			
Gail Mannion	3 years	2014	2017

*** Currently in their first term and can be re-elected.**

All seats will be for a term of office of three years.

3. Timetable

The results of all elections will be known just prior to the Annual Members' meeting which takes place on Saturday 14 October.

<i>ELECTION STAGE</i>	
Notice of Election / nomination open	Monday, 7 August 2017
Nominations deadline	Friday, 25 Aug 2017
Final date for candidate withdrawal	Friday, 1 September 2017
Voting packs despatched	Friday, 15 Sep 2017
Close of election	Friday, 6 Oct 2017
Declaration of results	Tuesday, 10 Oct 2017

4. Conclusion

Elections are underway to the Council of Governors. All Governors elected will commence their term of office at the conclusion of the Annual Members' Meeting on Saturday 14 October 2015.

5. Recommendation/s

The Council of Governors is asked to receive this report.