

Meeting of the Council of Governors
 Wednesday 24 January 2018 at 1730 - 1930
 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. 2018	Title of item	Objectives/desired outcome	Process	Item presenter	Time allocated to item	CQC Fundamental Standard
001	Welcome & Apologies for absence	Receive apologies	Verbal	Chair	1730	Well led
002	Meeting guidance notes	Receive and note	Written guidance	Chair		Well led
003	Declarations of interest – <i>do Governors have any interests to declare?</i>	Identify and avoid conflicts of interest	Verbal	Chair		Well led
004	Minutes of the previous meeting	Confirm as an accurate record the minutes of the previous meeting	Written minutes	Chair		Well led
005	Matters arising and action log – <i>THERE WERE NO FORMAL ACTIONS ARISING FROM THE Meeting on 25 October 2017</i>	Provide an update in respect of any matters arising	Verbal	Chair		Well led

006	Chair's announcements	Report recent and announce items of significance not elsewhere on the agenda	Verbal	Chair	1740	Well led
MATTERS FOR RECEIPT / APPROVAL						
007	<i>Introduction to the External Auditor and audit plan</i>	To receive an update on the work of the external auditor.	Presentation	KPMG Audit Manager	1750	
008	<p><i>Activity Report from the Governor Group Meetings.</i></p> <p>1. <i>Quality and Patient Experience Group</i></p> <ul style="list-style-type: none"> • <i>Approval of Quality indicator for audit</i> <p>2. <i>Finance and Performance Group</i></p>	Receive activity reports for assurance	Written	<p>Group Chairs</p> <p>Pat Speed</p> <p>John Foley</p>	1810	All
009	CQC inspection update	For noting	presentation	Acting Director of Nursing and Midwifery	1830	Well Led
010	<p>Future Generations –</p> <ul style="list-style-type: none"> • Public Consultation • Transforming the Neonatal Unit 	Receive and discuss	Verbal/ Written report	Chief Executive	1845	Person Centred Care

011	Changes to the Trust Constitution	approval	Written report	Trust Secretary	1900	Well Led
ITEMS FOR INFORMATION AND DISCUSSION						
012	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	1910	Well Led
013	Any other business	Consider any urgent items of other business	Verbal or written	Chair		Well Led
014	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	Meeting end 1930	Well Led
Date, time and place of next meeting: <i>Wednesday 25 April 2018 at 1730 in the Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital</i>						

Meeting attendees' guidance, May 2013

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

Before the meeting

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

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

At the meeting

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

Attendance

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

After the meeting

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

Standards & Obligations

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

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

Page 129 Handbook to the NHS Constitution 26th March 2013

Council of Governors
Minutes of a Public meeting held on Wednesday 25th October 2017
at 18:45 pm in the Blair Bell, Lecture Theatre

PRESENT:

Mr Robert Clarke	Chair
Mrs Sheila Gwynn-Adams	Public Governor (South Liverpool)
Mr Adrian O'Hara	Public Governor (North Liverpool)
Dr Ana Alfirevic	Appointed Governor (University of Liverpool)
Mr Isaac Olaitan Okeya	Appointed Governor (Central)
Mr Adel Soltan	Staff Governor (Doctors)
Mrs Pauline Kennedy	Staff Governor (Midwives)
Mr John Foley	Staff Governor (Admin)
Mrs Mary McDonald	Appointed Governor (Community/voluntary/orgs)
Reverend Cynthia Dowdle	Appointed Governor (Community/voluntary groups)
Mr Saad Al-Shukri	Public Governor (Central Liverpool)
Councillor Tim Beaumont	Appointed Governor (Liverpool City Council)
Dr Aminu Musa Audu	Public Governor (Rest of England & Wales)
Ms Carole McBride	Public Governor (Sefton)
Mrs Sarah Carroll	Public Governor (Central)
Ms Liz Williams	Public Governor (North)

IN ATTENDANCE:

Mrs Kathryn Thomson	Chief Executive
Mr Colin Reid	Trust Secretary
Mrs Vanessa Harris	Director of Finance
Mr Jeff Johnston	Director of Operations
Ms Sacha Keating	Executive Assistant (minutes)
Ms Jenny Hannon	Director of Strategy & Planning
Ms Julie King	Deputy Director of Nursing & Midwifery
Dr Jo Topping	Associate Medical Director
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

Apologies

Mr Richard Roberts	Public Governor (South Liverpool)
Ms Terri Ann Green	Public Governor (Central Liverpool)
Ms Pat Speed	Public Governor (Sefton)
Professor Valerie Fleming	Liverpool John Moores
Cllr Kay Moorhead	Appointed Governor (Knowsley Council)
Mr Andrew Loughney	Medical Director
Dr Doug Charlton	Director of Nursing and Midwifery
Ms Jo Moore	Non-Executive Director
Mr David Astley	Non-Executive Director
Ms Susan Milner	Non-Executive Director
Mr Ian Haythornthwaite	Non-Executive Director
Mrs Michelle Turner	Director of Workforce & Marketing

The Chair welcomed Isaac Olaitan Okeya as newly appointed public Governor for Liverpool Central and welcomed back to the Council Welcome back Sarah Carrol, Adrian O’Hara and Pat Speed now into their second period as Governors.

The Chair also welcomed Jenny Hannon, newly appointed Executive Director of Strategy and Planning.

095 Meeting guidance notes

Meeting guidance notes were noted.

096 Declarations of Interest

There were no declarations of interest.

097 Minutes of the previous meeting held on 25th July 2017

The minutes of 25th July 2017 were approved as a true and accurate record of the meeting held.

098 Matters arising and Action log

The Council considered the action log from the previous meeting noting all actions were completed or in progress. With regards to the action relating to support for pregnant women who smoke – Dr Topping advised the Council that the Trust has in place a process that takes a carbon dioxide reading for all women who book at the first appointment. Anyone who records more than 3 parts per million or recently quit smoking or takes NRT was referred to the stop smoking service at the Trust. This service was provided under the Trust’s smoke free policy that recently went through the Experience Senate. The referral to the stop smoking service could be opted out by the patient.

099 Chair’s Announcements

The Chair reported that the Trust was currently undertaking a series of mock CQC inspections over the next few months in support of getting ready for an unannounced inspection. He invited all governors who could attend the mock inspections to do so, however recognised that they would be held during the working week and some may find it difficult to attend due to work and personal commitments. The Chair invited Julie King, Deputy Director of Nursing and Midwifery to update the Council on the recent Provider Information Return (PIR) request from CQC. Julie King updated the PIR which has been received and work was currently underway to collate the information request. She explained that the PIR would inform CQC in readiness for the unannounced in section of the services and the well led inspection that would be held following the unannounced inspection. Saad Al-Shukri asked whether there was any difference regarding the new inspections against the one held three years ago. In response Julie King advised that the most significant difference was the Well Led review that would be undertaken separate from the services inspection and would look at how well led the Trust was from Board through to management of the services.

The Chair thanked Julie King for the update which was noted.

100 Activity Report from Governor Group Meetings

John Foley introduced the work of the Finance and Performance Group as set out in the activity report provided to the meeting. Sheila Gwynn-Adams referring to the work plan for the Group noted that a draft annual report and accounts will presented to the Group at its meeting in April which would also include information on the work of the Council.

Cynthia Dowdle introduced the Communications and Membership Engagement Group activity Report and explained that the Group had received an update on the work leading up to public consultation and what was being done in the meantime to mitigate risks. This had also been discussed at the Quality and Patient Experience Group.

The Chair noted that Pat Speed was not available to present the work of the Quality and Patient Experience Group and asked if anyone attending wished to add to the activity report in the papers.

The Trust Secretary advised that at the Communications and Membership Engagement Group, the members appointed Cynthia Dowdle as Chair of the Group and sought the Councils ratification of the appointment. The Council ratified the appointment of Cynthia Dowdle as Chair of the Communications and Membership Engagement Group.

The Chair thanked the Governors for attending the Groups and felt that the new structure was now taking shape and supporting the role of Governors.

101

Appointment of External Auditor

Ian Knight, Non-Executive Director reminded the Council of the process the Trust had adopted in the appointment of auditors which had been agreed by the Council of Governors at its April 2017 meeting. He explained that a mini competition was undertaken by inviting bids from external audit providers on the Crown Commercial Service (CCS) framework. The initial response period for tender bids on the CCS framework closed on the 31st August 2017, however, only one supplier had initially bid for the contract. Consequently the Audit Committee agreed that it was not appropriate to select from one supplier, and that the mini competition should be re-issued. Ian Knight reported that a revised timescale was agreed that allowed for the Council of Governors to approve an appointment at its October meeting.

Ian Knight reported that after the revised response period on the CCS framework closed, two suppliers had bid for the external audit contract. These bids were reviewed by the Panel and both suppliers were shortlisted and invited to present their bids to the selection panel comprising of the Chair of the Audit Committee; a Council of Governors Representative (John Foley as Chair of the Finance and Performance Group); the Deputy Director of Finance; the Financial Controller; and the Financial Projects Manager. Ian Knight advised that following detailed review of the scoring and against the criteria set; the selection panel agreed that KPMG was best placed to provide external audit services.

On recommendation from the Audit Committee, the Council of Governors approved the appointment of KPMG as the external auditors of the Trust for a 3 year contract period from the 2017/18 to the 2019/20 financial years (with the option to extend for a further 2 years).

102

Future Generations – Northern England Clinical Senate Report

The Chair opened the agenda item by referring to the publication of the Pre-Consultation Business Case (PCBC) in January 2017 which set out the preferred option and three additional options for the future of women's and neonatal services. He explained that NHS England had asked for additional assurances before proceeding to public consultation; this included an independent clinical review and the affordability and sustainability of the options in the PCBC.

With regards to the Northern England Clinical Senate Report, the Chief Executive advised on the make up of the Senate, which comprised of leading clinicians in their field of expertise and reported that none of the Senate members had any connections with the Trust or the North West so as to provide a totally independent view. The Chief Executive advised that the review undertaken by the Senate had been thorough and had looked at the process adopted by Liverpool CCG in assessing the four options in the PCBC. She advised that the Senate had concluded that the process had been very thorough. The Chief Executive advised that the report was clear that there was real and significant risk of the services staying on the site and that their view was that when looking at the clinical risks, the hospital should not remain on the site and that a move to the University Campus site would be the best

clinical option given the current configuration of health provider locations in Liverpool. The Chair thanked the Chief Executive for the update.

The Council received and supported the findings of the Northern England Clinical Senate Report.

103 Review of Risk impacts of items discussed

No new risk impacts were identified.

104 Any Other Business

John Foley, Staff Governor asked that the Council recognise the work of staff and volunteers in making the Annual Remembrance Service at Isla Gladstone Conservatory, Stanley Park on 11 October 2017 a success. John Foley's comments were supported by the Council.

105 Review of Meeting

All agenda items covered in timely manner.

106 Date and time of next meeting

The next meeting of Council of Governors will be held at 5.30 pm on 24th January 2017 in the Blair Bell Meeting Room.

DRAFT

Council of Governors
Quality and Patient Experience Group
Monday 15th January 2018 at 1730 hrs
until 1845hrs Boardroom
Liverpool Women's NHS Foundation
Trust

Attendance:	Pat Speed (Chair), Saad Al-Sukri, Aminu Audu, Mary McDonald, Adel Soltan Carol McBride, Gillian Walker, Sheila Gwynn-Adams, Cllr Tim Beaumont
Board:	Robert Clarke (Chair), Phil Huggon (NED), David Astley (NED), Andrew Loughney (Medical Director), Julie King (Acting Director of Nursing and Midwifery), Colin Reid (Trust Secretary) Lisa Gregory (Executive PA)
18/19/27	Apologies for absence Isaac Olaitan Okeyas and Susan Milner
17/18/28	Meeting guidance notes Noted
17/18/29	Declarations of interest None
17/18/30	Minutes of Meeting The Minutes of the meeting of the Group held on 18 September 2017 were approved.
17/18/31	Matters Arising All actions arising from the meeting of 18 September were included on the agenda for the meeting.
17/18/32	Patient Story GW relayed to the group the medical history of a patient and how the team had worked together in order to resolve the issues. The learnings from this incident were noted as: <ul style="list-style-type: none"> • The importance of PALS and PAL+ • Team work working as a MDT • Having the appropriate staff available Facilities at LWH vs Aintree were discussed, it was noted that having entry level staff at Aintree vs Gynecological staff at LWH was making it difficult to be consistent. GW advised that being open, honest and transparent with the patient was key. The question was asked as to whether PALS + (face to face) would now be used more than the usual processes such as sending out letters, GW advised that the PALS team are now much more visible and were always looking to get things dealt with as quickly and effectively as possible.

17/18/33	<p>Update on the approval for the Capital Funding for expansion of the Neonatal Unit</p> <p>The Medical Director advised that after a discussion with NHS England, the 15 million pound funding has now been agreed. He understood that the project to extend the Neonatal unit would be in the region of 2 years and he hoped that the unit would be fully functional by 2020. The Medical Director advised that the funding for the Neonatal unit expansion was to address and mitigate the here and now clinical risks for the unit which the Governors were well versed in, the Board was still of the view that public consultation on the preferred option to move to the University Campus would proceed. He advised that although funding had been received for Neonates, this did not impact on the other clinical risks of remaining an isolated site.</p> <p>The Group Chair expressed that it was good to hear the news of the funding and that the Trust was continuing to invest in the services on Crown Street in the interim. The Group agreed that this was fantastic news and requested their congratulations be passed to the teams involved delivering the funding.</p>
17/18/34	<p>Trust Quality Strategy 2017-2020</p> <p>The Medical Director presented the Quality Strategy to the Group, noting that it had not been to the meeting before. He explained that the Board Quality Committee would be reviewing performance against the Strategy and that the Group would receive the outcomes of the reviews. The Medical Director referred the Group to the Trusts Quality Goals which was to reduce avoidable harm and achieve the best clinical outcomes.</p> <p>Referring to the need of the Council of Governors to approve an indicator to be audited by the External Auditor as part of the audit process of the Quality Report, the Medical Director suggested that the Group may wish to make a recommendation to the Council meeting and suggested two indicators that may be appropriate: 'Learning from Experience'; and Health and Well-Being improvements and explained the reasons behind the choices. He advised that his choice would be the learning from experience explaining that as a Trust it should be learning from serious incidents that occur at the hospital and was a very important part of how the Trust staff delivers care.</p> <p>Sheila Gwynn-Adams asked whether there was another indicator that may be more relevant referring to unplanned admissions and re-admissions. Medical Director advised that the number of returns and re-admissions were relatively small and was not necessarily give a good indicator for audit; this was supported by Adel Soltan, Staff Governor who recognised the importance of the indicator but that the number of re-admissions was low. Tim Beaumont referring to the importance of 'higher reliability organisations' which is one that learns from experience and incidents and supported the Medical Directors view that the Trust should be learning from its experiences and felt that the indicator would be the most appropriate to audit.</p> <p>The Chair asked Governors if they felt confident to make a decision on advice from the Medical Director. Group discussed past Learnings from Experience indicator and it was agreed that the recommendation would be made at the next Council meeting on the 24th January 2018. The Trust Secretary agreed to add the recommendation to the Council agenda.</p>

17/18/35	<p>Chairs Report from the Quality Committee and Putting People First Committee</p> <p>Phil Huggon presented the Chairs report from the Board Quality Committee and reported on the meeting of the Quality Committee that afternoon. He explained that a review of the Governance and Clinical Assurance Committee (GACA) had resulted in more emphasis placed on the quality aspects of assurance to the Board and consequently GACA's name had changed to the Quality Committee and the terms of reference had been reviewed and amended to provide greater emphasis. Referring to the work of the Committee, Phil Huggon advised that there has been significant amount of discussion surrounding the need to learn from incidents and how this could be measured taking into account themes. He advised that the culture of the Trust was to report incidents and this was welcomed by the Board who saw this as a positive culture.</p> <p>Phil Huggon advised on the work being undertaken in the development of the Research Strategy of the Trust and reported that significant amount of work had been done to align the strategy with Liverpool Health Partners. David Astley advised that the work with LHP would help to push back the boundaries of care.</p> <p>David Astley referred to the work of the Putting People First Committee and in particular praised the Clinical Embryologist staff member who had attended the Committee to provide an insight into the Embryology team and her experience of training and working at this Trust. Referring to one of the key risks, David Astley advised that there was significant discussion on filling rota's for Junior Doctors and whether the Trust was able to change the workforce profile with a mix of consultant and skilled up nursing and midwifery staff.</p> <p>The Medical Director reported on the appointment of consultants for Neonates and advised that the Trust had shortlisted seven candidates for three posts. He explained that all the candidates were of a high quality. The Medical Director advised that consultant anaesthetists were more difficulty to recruit and arrangements have been made with the Royal to support the Trust requirement. Referring to the Medical Staff Committee the Medical Director advised that the Committee was meeting to discuss future ways of working together with reduced number of training grades.</p> <p>The Chair thanked the Non-Executive Directors for the update which was noted by the</p>
17/18/36	<p>Governor Representative Report from the Experience Senate</p> <p>Mary McDonald provided a verbal report from the Experience Senate meeting held on Tuesday 9 January and reported on the activity of the Senate.</p> <p>The Trust Secretary agreed that the minutes of the Experience Senate would be shared with the Group in the future.</p>
17/18/37	<p>Next meeting</p> <p>Date was confirmed as 19th March 2018</p>
17/18/38	<p>Any Other Business</p> <p>None</p>
17/18/39	<p>Review of Meeting</p> <p>The Meeting was effective and within time.</p>

From: [Andrew Duggan](#)
Subject: FW: All staff Briefing: Transforming our Neonatal Unit
Date: 12 January 2018 08:34:01
Attachments: [All staff briefing - Transforming our Neonatal Unit - January 2018.pdf](#)

Sent to Governors and NEDs

Dear all,

Please see attached staff briefing that has just been sent out. We will also be publishing this on the Trust website and sending as a press release so we expect some media interest either today or early next week. We will keep you informed of any coverage after it has been received but it would be worthwhile keeping a look out on local media for coverage yourself over the next few days.

Regards,

Andrew

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Liverpool Women's NHS Foundation Trust
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Staff Briefing

Transforming our Neonatal Unit

Liverpool Women's is pleased to announce the Trust will be receiving £15m funding to improve and upgrade its existing Neonatal Unit.

Plans to improve the existing Neonatal Unit have been in place for some time as an essential requirement to keep our premature babies safe while the long-term future of Liverpool Women's services is determined. A better facility will help to improve the patient and family experience whilst also providing an interim solution to tackle some of our clinical challenges.

Kathryn Thomson, Chief Executive, said: "We are delighted that our successful request for funding support will allow us to improve our existing Neonatal Unit. Despite this excellent news, we also understand that it comes at a time when people will be unsure about what the long term plans are for Liverpool Women's services. As most people will be aware, building a new Liverpool Women's next to the new Royal Hospital has been our preferred plan for the future for some time now.

"However, even if a decision is made to build a new hospital in the future, that is likely to be a number of years away. Although our services are safe, there are clinical challenges that exist that need to be addressed and our services need investment now. That is why we have continued to invest in our current site on Crown Street with the improvement of our Outpatients department, and our refurbished Gynaecology Unit. Improving our existing Neonatal Unit is another example of how we are keeping our most vulnerable patients safe today."

There are a number of clinical risks and environmental challenges that the Trust will be mitigating by improving the existing Neonatal Unit.

Dr Andrew Loughney, Medical Director, said: "We treat around 1,000 premature babies on our Neonatal Unit every year. As a specialist Trust, a high proportion of the babies we care for face the most severe medical challenges. These are our most vulnerable patients who need the best possible care available. Our Neonatal Unit provides excellent care but as with all clinical services, the environment and facilities that provide that care need to change and evolve with time.

"There is currently insufficient floor space for neonatal cots and this increases the risk of life-threatening infection, which led to the need for a four-cot reduction in capacity last year. There is also a shortage of parental accommodation and the unit does not comply with some service specifications, despite previous investments. This funding is required to address these issues."

NHS Improvement provided notification to the Trust that the £15m funding has been agreed by the Department of Health. This was agreed in response to a bid submitted by the Trust to address the clinical challenges presented by the existing Neonatal Unit, with support for capital investment being required due to the ongoing financial constraints of the Trust. The funding will be provided to the Trust in the form of a low interest loan from the Department of Health.

Discussions around the initial planning and procurement of services to undertake the improvements have started and it is likely that work on the unit will begin later in 2018.

In terms of the longer term future of Liverpool Women's services, the Trust is still awaiting a decision on when a public consultation will take place, during which time the options for the future will be discussed with the public.

Kathryn Thomson added: "Regardless of the future direction of the Trust's services, we have always intended to invest in our existing Neonatal Unit to benefit patients today, who are always our main priority. Although we still have other challenges around adult women's services that cannot be solved by remaining on the current Trust site, these improvements will help to keep our neonatal patients as safe as possible for the immediate future."

MEETING	Council of Governors	
PAPER/REPORT TITLE:	Changes to the Trust Constitution	
DATE OF MEETING:	Wednesday, 24 January 2018	
ACTION REQUIRED	For Approval	
EXECUTIVE DIRECTOR:	Choose an item.	
AUTHOR(S):	Trust Secretary	
STRATEGIC OBJECTIVES:	<p>Which Objective(s)?</p> <p>1. To develop a well led, capable, motivated and entrepreneurial <i>workforce</i> <input checked="" type="checkbox"/></p> <p>2. To be ambitious and <i>efficient</i> and make the best use of available resource <input type="checkbox"/></p> <p>3. To deliver <i>safe</i> services <input checked="" type="checkbox"/></p> <p>4. To participate in high quality research and to deliver the most <i>effective</i> Outcomes <input type="checkbox"/></p> <p>5. To deliver the best possible <i>experience</i> for patients and staff <input type="checkbox"/></p>	
LINK TO BOARD ASSURANCE FRAMEWORK (BAF):	<p>Which condition(s)?</p> <p>1. Staff are not engaged, motivated or effective in delivering the vision, values and aims of the Trust <input type="checkbox"/></p> <p>2. The Trust is not financially sustainable beyond the current financial year <input type="checkbox"/></p> <p>3. Failure to deliver the annual financial plan <input type="checkbox"/></p> <p>4. Location, size, layout and accessibility of current services do not provide for sustainable integrated care or quality service provision <input type="checkbox"/></p> <p>5. Ineffective understanding and learning following significant events <input type="checkbox"/></p> <p>6. Inability to achieve and maintain regulatory compliance, performance and assurance <input checked="" type="checkbox"/></p> <p>7. Inability to deliver the best clinical outcomes for patients <input type="checkbox"/></p> <p>8. Poorly delivered positive experience for those engaging with our services <input type="checkbox"/></p>	
CQC DOMAIN	<p>Which Domain?</p> <p>SAFE- People are protected from abuse and harm <input type="checkbox"/></p> <p>EFFECTIVE - people's care, treatment and support achieves good outcomes, promotes a good quality of life and is based on the best available evidence. <input type="checkbox"/></p> <p>CARING - the service(s) involves and treats people with compassion, kindness, dignity and respect. <input type="checkbox"/></p> <p>RESPONSIVE – the services meet people's needs. <input type="checkbox"/></p> <p>WELL-LED - the leadership, management and governance of the organisation assures the delivery of high-quality and person-centred care, supports learning and innovation, and promotes an open and fair culture. <input checked="" type="checkbox"/></p> <p>ALL DOMAINS <input type="checkbox"/></p>	

LINK TO TRUST STRATEGY, PLAN AND EXTERNAL REQUIREMENT	1. Trust Constitution <input checked="" type="checkbox"/> 2. Operational Plan <input type="checkbox"/> 3. NHS Compliance <input type="checkbox"/>	4. NHS Constitution <input type="checkbox"/> 5. Equality and Diversity <input type="checkbox"/> 6. Other: Click here to enter text.
FREEDOM OF INFORMATION (FOIA):	3. 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	
RECOMMENDATION: <i>(eg: The Board/Committee is asked to:-....)</i>	<i>The Council is asked to approve the recommended changes to the trust Constitution and the Code of Conduct of Governors.</i>	
PREVIOUSLY CONSIDERED BY:	Committee name	<i>Choose an item.</i> Or type here if not on list: Click here to enter text.
	Date of meeting	Click here to enter a date.

Executive Summary

An action was placed on the Trust Secretary to review the Trust Constitution and propose amendment to take account of changes to the Council of Governors membership regarding Student Appointed Governor Representative, dispute resolution and any ancillary areas that would be deemed appropriate such as consistency check, change of organisation names etc.. The Council also asked that a review of the code of conduct be undertaken to address any inconsistencies that may arise in the code against the constitution.

Copies of both the constitution and code of conduct can be obtained from the Trust Secretary.

Report

The following table set out the changes proposed and the reasons for the amendment to the Constitution.

	Constitution Reference	From	To	Reason
1.	Throughout	Monitor	NHS Improvement or NHSI	Change of regulator name
2.	Annex 3; 3.4	One governor appointed jointly by: <ul style="list-style-type: none"> • Liverpool Hope University • Liverpool John Moores University • Edge Hill University • Merseyside Learning & Skills Council 	One governor appointed jointly by: <ul style="list-style-type: none"> • Liverpool Hope University • Liverpool John Moores University • Edge Hill University 	Merseyside Learning and Skills Council has ceased to exist and has been removed from the list.
3.	Annex 3; 3.5	New clause	One Student Governor appointed jointly by the student councils of: <ul style="list-style-type: none"> • University of Liverpool • Liverpool Hope University • Liverpool John Moores University • Edge Hill University 	To support the Councils view that a representative was required, appointed by the students from the four main universities that the Trust has a link with. Following comments at the last CoG meeting agreement will be reached with the Student bodies that any

				appointment from each of the universities would be for a maximum of two years and that the appointee would be taken on a rota basis.
4.	Annex 6; 9	<p>Further provisions as to eligibility to be a Director</p> <p>9. A person may not become a Director of the Trust, and if already holding such office, will immediately cease to do so if:</p> <p>9.1 subject to 9.2 below, she is a member of the Council of Governors, or a Governor or Director of an NHS body or another NHS Foundation Trust;</p> <p>9.2 in the case of a non-executive Director of the Trust, a person so appointed may hold one or more additional non-executive directorships in other NHS bodies;...</p>	<p>Further provisions as to eligibility to be a Director</p> <p>9. A person may not become a Director of the Trust, and if already holding such office, will immediately cease to do so if:</p> <p>9.1 subject to 9.2 below, she is a member of the Council of Governors, or a Governor or Director of an NHS body or another NHS Foundation Trust;</p> <p>9.2 in the case of a non-executive Director of the Trust, a person so appointed may hold one or more additional non-executive directorships in other NHS bodies;</p>	<p>In 2015 the Council agreed to remove the restriction on the appointment of Non-Executive Directors holding NED posts in other NHS bodies</p> <p>The amendment supports the position that the Trust would be able to appoint an Executive Director who is also an Executive Director of another NHS Trust. The future direction of NHS Trusts has seen the move towards the sharing of executive director posts in order to reduce cost and provide continuity.</p> <p><i>The Board of Directors have considered the amendment and approved the removal of the restriction on Executive Director posts.</i></p>
5.	Annex 7; 37	<p>Quorum for a Council of Governors Meeting</p> <p>Ten governors shall form a quorum, at least five of whom must be Public Governors.</p>	<p>Quorum for a Council of Governors Meeting</p> <p>Ten Eight (8) governors shall form a quorum, at least five four (4) of whom must be Public Governors.</p>	<p>Given that we have been unable to recruit to the public constituency of Knowsley and the rest of England and Wales.</p> <p>The number of public governors available for the meetings of the council is 14 when all seats are filled. Currently</p>

				there are 11 Public Governors.
6.	Annex 8; 31	<p>The composition of the Board shall be:</p> <ul style="list-style-type: none"> • A Non-Executive Chair • Not more than six other non-executive Directors 	<p>The composition of the Board shall be:</p> <ul style="list-style-type: none"> • A Non-Executive Chair • Not more than six seven other non-executive Directors 	Consistency brings the maximum number of NEDs on the Board in line with the main body of the constitution at 23.2.
7.	Annex 9; 7&8	<p>Dispute Resolution Procedures</p> <p>7. Every unresolved dispute which arises out of this constitution between the Trust and:</p> <ul style="list-style-type: none"> • a member; or • any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or • any person bringing a claim under this constitution; or • an office-holder of the Trust <p>is to be submitted to an arbitrator agreed by the parties. The arbitrator's decision will be binding and conclusive on all parties.</p> <p>8. Any person bringing a dispute must, if required to do so, deposit with the Trust a reasonable sum (not exceeding £100) to be determined by the Council of Governors and approved by the Secretary. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.</p>	<p>Dispute Resolution Procedures NEW Clauses 7&8</p> <p>7. In the event of any dispute about the entitlement to membership, the dispute shall be referred to the Chair who shall make a determination on the point in issue. If the person in dispute is aggrieved at the decision of the Chair she may appeal in writing within 14 days of the Chair's decision to the Council of Governors whose decision shall be final.</p> <p>8. In the event of any dispute about the eligibility and disqualification of a Governor the dispute shall be referred to the Council of Governors whose decision shall be final.</p>	<p>Advice received from the Trust Solicitors is that the Dispute Resolution Clause is not fit for purpose and creates confusion on how to implement the clause.</p> <p>It is recommended that the clauses are amended to make sure that any decision reached by the Council is final.</p>

Governor Code of Conduct

The following sets out the changes to the Code of Conduct. The removal of “simple majority” and inserting “not less than two thirds” of those present and voting is consistent to the number of governors required to remove a member.

Non-compliance with the Code of Conduct

Governors are required to give an undertaking that they will comply with the provisions of this code.

Failure to comply with the code may result in action being taken as follows:

1. Where misconduct takes place, the Chair shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting
2. Where such misconduct is alleged, it shall be open to the Council of Governors to decide by simple majority of those in attendance, to lay a formal charge of misconduct
3. The individual will be notified in writing of the charge/s, detailing the specific behaviour which is considered to be detrimental to the Trust and inviting their response for consideration by the Council of Governors within a defined timescale
4. The Governor will be invited to address the Council in person if the matter cannot be resolved satisfactorily through correspondence
5. The Council of Governors will decide by ~~a simple majority~~ **not less than two thirds** of those present and voting whether to uphold the charge of conduct detrimental to the Trust
6. The Council of Governors may impose such sanctions as shall be deemed appropriate, ranging from the issuing of a written warning as to the member’s future conduct, to the removal of the individual from office
7. In order to aid participation by all parties it is imperative that all Governors observe the points of view of others and conduct likely to give offence will not be permitted. The Chair will reserve the right to ask any member of the Council who, in his or her opinion, fails to observe the Code to leave the meeting.

Recommendation

- a. The Council is asked to consider each amendment to the constitution and if deemed appropriate approve the amendment. Subject to approval of each amendment, each amendment (with the exception of the removal of restriction on Executive Director eligibility which has already been considered and approved by the Board of Directors) will be presented to the Board of Directors for approval at the meeting on 2 February 2018.
- b. The Council is asked to approve the amendment to the Governors Code of Code.

Colin Reid
Trust Secretary