

Meeting of the Council of Governors
 Wednesday 1 May 2019 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. 2019	Title of item	Objectives/desired outcome	Process	Item presenter	Time allocated to item	CQC Fundamental Standard
023	Welcome & Apologies for absence	Receive apologies	Verbal	Chair	1730	Well led
024	Meeting guidance notes	Receive and note	Written guidance	Chair		Well led
025	Declarations of interest	Identify and avoid conflicts of interest	Verbal	Chair		Well led
026	Minutes of the previous meeting	Confirm as an accurate record the minutes of the previous meeting	Written minutes	Chair		Well led
027	Matters arising and action log - <i>No formal actions arising from the meeting.</i>	Provide an update in respect of any matters arising	Verbal	Chair		Well led

028	Chair's announcements <ul style="list-style-type: none"> • Governor Elections 2019 • Newly appointed NED Introductions Chief Executive update <ul style="list-style-type: none"> • Neonatal redevelopment • Single Neonatal • RTT and 62 day Cancer • CQC Readiness • Patient Experience week 	Report recent and announce items of significance not elsewhere on the agenda	Verbal	Chair & Executive Directors	1740	Well led
MATTERS FOR RECEIPT / APPROVAL						
029	Activity Report from the Governor Group Meetings. <ol style="list-style-type: none"> 1. <i>Finance and Performance Group Incl. the appointment of Denise Richardson as Chair of the Group</i> 2. <i>Quality and Patient Experience Group.</i> 3. <i>Communications and Membership Engagement Group</i> 	Receive activity reports for assurance	Written	Group Chairs	1810	All
			Verbal			
			Verbal			
030	Operational Plan 2019/20	To Note	Presentation	Director of Finance	1830	
ITEMS FOR INFORMATION AND DISCUSSION						
031	Review of risk impacts of items discussed	Identify any new risk impacts	Verbal	Chair	1845	Well Led
032	Any other business	Consider any urgent items of other business	Verbal or written	Chair		Well Led
033	Review of meeting	Review the effectiveness of the meeting	Verbal	Chair / all	Meeting end 1850	Well Led

Date, time and place of next meeting: Wednesday 31 July 2019 at 1730 in the Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital

COUNCIL OF GOVERNORS

Minutes of a meeting held on Wednesday 20 February 2019 at 17:30
in the Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital

Present:

Mr Robert Clarke	Chair
Mr Adel Soltan	Staff Governor (Doctors)
Mrs Mary McDonald	Appointed Governor (Community/voluntary/orgs)
Dr Aminu Musa Audu	Public Governor (Rest of England & Wales)
Ms Carole McBride	Public Governor (Sefton)
Ms Gillian Walker	Staff Governor
Reverend Cynthia Dowdle	Appointed Governor (Community/voluntary groups)
Ms Mary Doddridge	Public Governor (Central Liverpool)
Mr Si Jones	Public Governor (North Liverpool)
Ms Denise Richardson	Public Governor (Rest of England & Wales)
Ms Kate Hindle	Staff Governor (Clerical)
Reverend Anne Lawler	Public Governor (Knowsley)

In Attendance:

Dr Andrew Loughney	Medical Director & Deputy Chief Executive
Mr Colin Reid	Trust Secretary
Ms Loraine Turner	Director of Operations (Interim)
Mrs Michelle Turner	Director of Workforce & Marketing
Mr Tony Okotie	Non-Executive Director (Senior Independent Director)
Ms Jo Moore	Non-Executive Director
Ms Janet Brennan	Deputy Director of Nursing & Midwifery
Ms Eva Horgan	Deputy Director of Finance
Ms Lisa Gregory	Assistant Trust Secretary (Interim) (Minute taker)

Apologies

Mrs Kathryn Thomson	Chief Executive
Mrs Jenny Hannon	Director of Finance
Ms Susan Milner	Non-Executive Director
Ms Caron Lappin	Director of Nursing & Midwifery
Mr Ian Knight	Non-Executive Director
Mr Phil Huggon	Non-Executive Director
Mr Richard Roberts	Public Governor (South Liverpool)
Ms Pat Speed	Public Governor (Sefton)
Mr Isaac Olaitan Okeya	Appointed Governor (Central)
Mr Adrian O'Hara	Public Governor (North Liverpool)
Ms Janice Mayer	Public Governor (South Liverpool)
Councillor Angela Coleman	Appointed Governor (Liverpool City Council)
Professor Valerie Fleming	Appointed Governor (Other Education Institutions)

001 Welcome and Apologies for absence

Apologies as noted.

The Chair introduced Janet Brennan, Deputy Director of Nursing and Midwifery, Eva Horgan, Deputy Director of Finance, Loraine Turner, Director of Operations (Interim) and Reverend Anne Lawler, Public Governor (Knowsley) to the Council.

002 Meeting guidance notes

Received and noted.

003 Declarations of interest

No-one present declared any relevant conflicts of interest.

004 Minutes of the previous meetings

The minutes of the previous meeting of 24 October 2018 were agreed as a true and correct record, subject to typographical amendments.

005 Matters arising and action log

The Chair referred to the requirement for the appointment of a Lead Governor and asked for a member of the Council to take on the role. He advised that the role would be for two years. Kate Hindle (Staff Governor) offered to take on the role which was approved by the Council.

006 Chairs announcements

Neonatal Development

The Chair updated the Council on success of the Neonatal Re-Development Ground Breaking that took place on 1 February 2019. He advised that it was attended by a large number of babies and Children who had been looked after on the unit together with their parents. The Chair advised that Governors were also represented together with the contractors and Board members.

Referring to the launch of the charitable fund raising event for Neonates, the Chair advised that this would be taking place within the next two months and that Governors would be invited to attend.

CQC Well Led Inspection

The Deputy Director of Nursing and Midwifery provided an update on the unannounced inspection and well led review that would take place, usually within one year of the previous inspections (last held in February 2018). The Deputy Director of Nursing and Midwifery reported that fortnightly meetings of the Executive were taking place to ensure that the action plans put in place from the CQC Inspection Report were being addressed.

The Deputy Director of Nursing and Midwifery reported on the proposal for an Experience of Care week and asked the Council if they wished to be involved. The Chair thanked the Deputy Director of Nursing for her presentation and asked the Trust Secretary to distribute the date of the Experience of Care week to the Council once the dates were known.

007 Activity Report from the Governor Group Meetings

Communications and Membership Engagement Group

Reverend Cynthia Dowdle, Chair of the Communications and Membership Engagement Group, referred the Council to the minutes of the meeting of the Group held on 13 December 2018 and reported that the Trust was on the success of the Annual Members Meeting with 200 members and guests attending on the day, although the numbers staying for the meeting was less than anticipated. She advised that discussions were taking place on moving the date of the meeting to a weekday in order to attract not only public members but also staff members' attendance.

Referring to 'Get Involved' plans for engagement events 2019, Reverend Cynthia Dowdle advised that the campaign was to raise awareness and make best use of all engagement opportunities for multiple purposes and to primarily support the membership recruitment, volunteer recruitment, and charity promotion. She advised that it was important that Governors get involved in 2019 to support their engagement strategy with the membership and public.

The Chair thanked Reverend Cynthia Dowdle for her report which was noted and asked that Governors get involved in the campaign.

Finance and Performance Group (Inc. the appointment of Denise Richardson as Chair of the Group)

Denise Richardson, as Chair of the Finance and Performance Group referred the Council to the note of the meeting distributed with the papers. She reported on the Trust's performance in the delivery of RTT and cancer targets noting that the biggest concern for delivery of the Cancer targets was due to the lack of diagnostics on site and the difficulties in the provision of diagnostic services from local providers. Referring to assurances that the Trust was on a trajectory to recover the position, Denise Richardson advised that the Trust had been receiving support from NHS Improvements Intensive Support Team. The Interim Director of Operations provided an update on the current status of the Trusts performance for RTT and Cancer Targets and agreed to bring a more detailed report to the Council at its meeting on 1 May 2019.

The Chair noted that Denise Richardson had Chaired the meeting of the Finance and Performance Group on 21 January 2019 and asked that the Council confirm her appointment. The Council approved the appointment of Denise Richardson as Chair of the Finance and Performance Group.

Quality and Patient Experience Group (Inc. Approval of Quality Indicator for Approval)

The Chair provided an update on the Quality and Patient Experience Group meeting held on 18 February 2019 and advised that the Group had received an update from the Chairs of the Quality Committee and Putting People First Committee on the activity of each. He reported that an update was provided on RTT and 62day Cancer as reported earlier in the meeting from the interim Director of Operations. Referring to the requirement for the Council to choose an indicator for limited assurance the Chair asked the Medical Director to update the Council on the discussion and what the Group proposed for approval by the Council.

The Medical Director reported that after a lengthy discussion on the merits of receiving a limited audit assurance on a chosen indicator, the Group recommended 30 day readmissions to hospital. The Council approved the recommendation.

Mary McDonald, Appointed Governor (Community/voluntary/orgs), noted, following her attendance at the Experience Senate that the Jeff Coates ward was being opened over-night stays for partners of patients being treated at the Trust.

The Chair thanked all Governors who had attended the Group meetings.

008 New People Strategy

The Director of Workforce and Marketing presented the New People Strategy which had been approved by the Board on 1 February 2019 and advised on the four key themes underpinning the strategy: Supporting the Health and Wellbeing of our staff; Engaging and Involving our People; Our Influence and Impact on our Community; Investing in our People and our Leaders. She advised on the importance of investing in the people who work at the Trust and advise that the strategy sets out the ambition and objectives under each theme and the measures of progress and success.

The Director of Workforce and Marketing advised that the Putting People First Committee would be accountable for gaining assurance that there was good progress made in the delivery of the Strategy and would formally review progress every six months. Advising that this would be reported via the Putting People First Committee Chairs Report into the Governor Quality and Patient Experience Group.

The Director of Workforce and Marketing advised that the new strategy had been developed following extensive engagement with staff and stakeholders and explained that the Strategy had been designed to remain fit for purpose for the next 5 years and anticipates that change would remain a major challenge and that maintaining a highly engaged, flexible workforce was essential if the Trust was to achieve its vision of being the leading provider of healthcare for women, babies and their families.

The Council noted the Strategy approved by the Board on 1 February 2019 and noted that it would be updated on progress through the Quality and Patient Experience Group.

009 Review of risk impacts of items discussed

Recovering performance indicators and issues around retention, recruitment and ageing workforce were noted as risk impacts.

010 Any other business

The Director of Workforce and Marketing advised the Council on the upcoming industrial action between OCS, the trust's external facilities provider and their staff and explained that business continuity plans had been put in place and she felt that there would be no significant impact to the Trust was anticipated. The Director of Workforce and Marketing advised that Unison had balloted their members and strike action would take place on Monday 25 February, Monday 11 March and Wednesday 13 March. Further 2 days of strike action would take place at the beginning of April.

011 Review of meeting

The meeting achieved its objectives and all items were covered in a timely manner.

Date, time and place of next meeting

The next Council of Governors meeting will take place at 17:30, Wednesday 1 May 2019 in the Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital.

Council of Governors Finance and Performance Group
Monday 25 March 2019 at 1730hrs
Boardroom, Liverpool Women's NHS Foundation Trust

Attended by: Denise Richardson (Chair), Kate Hinde, Aminu Audu, Adel Soltan, Mary Dodridge and Mary McDonald

Directors: Jenny Hannon, Director of Finance, Ian Knight NED, Chair of Audit Committee, Colin Reid Trust Secretary, Robert Clarke, Chair, Loraine Turner, Interim Director of Operations

Cancer and RTT

The Group received a paper from the interim Director of Operations which provided an update on the current status of the trusts performance for Referral to Treatment and cancer targets.

For 62 day Cancer, significant challenges to meet the 62day targets remained including appropriate access/availability to theatres at the Trust and Royal Liverpool. Demand and capacity modelling had evidenced admitted oncology demand required an additional 3 Gynae-Oncology theatre lists weekly and the necessary staff to support this. The Group noted that one oncologist commenced in post March 2019 to support demand and business cases were being developed for additional posts.

With regards to RTT incomplete 18 week pathways the Trust's performance remained consistent at 85% in December/January. Focus continued on managing long waiting patients and ASI ('Appointment Slot Issues') lists. Capacity issues continued to persist in Uro-Gynaecology with 2 Consultants successfully recruited in March 2019 to address this shortfall. Referring to 52 week patients, the Group noted that the number of patients continued to reduce. The Group was pleased to note that all 52 week patients had received clinical reviews to assess whether the delays had resulted in any harm – none had been identified.

With regards to Diagnostics, the Group noted that the Trust had failed this target by 1.7% in February. The two most challenged areas were cystometry and urodynamics capacity due to clinical vacancy within the urogynaecology service. To support the delivery two new urogynaecology Consultants had been recruited with diagnostic sessions scheduled into job plans. These Consultants were due to start in post May 2019.

The Group noted that diagnostics was not provided in house and the trust uses an external provider for the services. Any delays in diagnostic services would have a detrimental impact on the patient's treatment pathway. The Governors questioned the issues causing these delays and were informed that this is a national issue not unique to Liverpool Women's Hospital due to consultant shortages.

The Interim Director of Operations informed the group that 2 new uro-gynae consultants have been recruited into substantive posts; due to start in post in May 2019. Fixed term positions will be recruited to cover the interim period to ensure the position does not worsen.

Interserve – Neonatal Build

The group received a paper from the Director of Finance which provided an update on the on the Neonatal Capital Programme's principal supply chain partner, Interserve. She explained that at the time of contract award under the Procure 22 framework the Trust became aware of some financial issues with Interserve. These were raised with the Department for Health and Social Care (DHSC) who oversees the Procure 22 framework and assurances from DHSC were given with regards to the ongoing viability of the partner. The Director of Finance reported that both the Board and Finance Performance

and Business Development Committee had discussed details of this, and the safeguards the Trust had in place at the time and was assured that the Trust had protected itself sufficiently under the Procure 22 contractual relationship with Interserve. Since the contract award the Trust closely monitor the viability of Interserve and following recent media interest in the solvency of organisation the Trust was assured following the debt restructure that Interserve in its new form would be able to continue to operate at no detriment to the Trust. The Director of Finance advised that the Trust would continue to monitor the situation and maintain payment for services in arrears and would continue to seek assurances about payments along the supply chain.

The Group questioned how the Trust could assure itself on the work being undertaken on the Neonatal Build. The Director of Finance explained there were independent representatives on the Neonatal Programme Board who certify the work Interserve claim to have completed against the progress of the programme and this provided the assurances. The Group noted that should the contractor go into liquidation for whatever reason the Trust had protected its self financially by paying in arrears for the work and that the Trust owned the rights to the plans which could be used by another contractor to continue the work.

The Group thanked the Director of Finance for the “all staff email” communication that was circulated to the Governors.

Chairs Report from the Finance Performance and Business Development Committee (FPBD) and Audit Committee (AC)

The Group received feedback from each of the Board Committees on their activity since the last meeting of the Group.

FPBD

Jo Moore NED Chair of FPBD sent apologies to this meeting therefore the Director of Finance provided an update. The papers for the meeting included the Chair’s report from January 2019. A verbal update was given to the group on a meeting held earlier today.

The Group noted that the Trust was forecasting delivery of a revised £0.6m deficit for the full year 2018/19, £1m ahead of the agreed control total and therefore would be delivering and bettering the agreed control total.

The Group noted that the Committee had undertaken a review of the Trust’s final submission to NHSI of its Operational Plan 2019/20 and had agreed the plan for Board approval at its meeting earlier today. The plan had been approved by the Committee, subject to the finalisation of contracts with commissioners at levels required to deliver the plan and break-even control total. The Group noted that finalising the commissioning contract would need to be concluded before the submission date of the plan with NHSI on 4 April 2019.

The Group were aware of the issues faced by the Trust regarding delivery of a break-even control total having been reported to the Council in February and noted that delivery of the Plan was not without risk regarding commissioning contracts, levels of activity, cost pressures, cost improvements and the Trust’s CNST contribution.

The Group received an update on actions being taken in the Trust to look at its activity in areas where there has been a reduction from previous years. In particular it was noted that previously the Trust’s anticipated level was 8600 births however the actual number had reduced by some 400 births in 2018/19. The Director of Finance advised that although the level of activity had fallen in 2018/19, due

to the block contract with the Commissioners the Trust did not see a fall in income for the year, although this may not be the case for 2019/20.

The Director of Finance is the Senior Responsible Officer for Brexit. A situation report is submitted daily which answers questions on Serious Incidents, Supplies, Patient Status (EU Nationals using EHC cards) which may occur as a result of Brexit or be affected by Brexit. The Trust were not stockpiling supplies or medicines in preparation for EU Exit and there was no anxiety surrounding the impact of Brexit on the Trust at this time.

The Director of Finance and Trust Chair advised the Group on the actions being taken following the unsuccessful bid for capital funding in December 2018. It was noted that the Board continued to remain focused on the Trust's clinical risks at its number one priority and that it was looking at other options for affordable capital funding.

Audit

Chair of Audit Committee updated the group following a meeting held earlier today. He advised that it had been a very full meeting and that he would only refer to a number of items discussed.

The Committee received an updated position on internal and external audit recommendations, noting that there were a number of actions that were due for closing by 31 March 2019. The Committee was assured that the majority of actions were being implemented and followed up on a timely basis, however in some cases, extensions had been requested for valid reasons.

The Committee received a number of Reports from MIAA Internal Audit and Counter Fraud. The Committee was assured by the audit of its Board Assurance Framework (BAF) that the structure met the NHS guidelines and that it had been visibly used by the Trust Board and clearly reflects the risks discussed by the Trust Board. The Committee had discussed the finding of an Audit Committee Effectiveness review which identified a number of areas of good practice from benchmarking against the HfMA Audit Committee Handbook. These development areas identified were to be actioned.

The Committee received the draft Head of Internal Audit Opinion 2018/19 and noted the opinion provided Substantial Assurance that there was a good system of internal control designed to meet the organisation's objectives, and that controls are generally being applied consistently. This would be included in the trust's Annual Governance Statement within the Annual report 2018/19.

With regards to Counter Fraud, the Committee received the draft annual report 2018/19 and received assurance on the work of counter fraud for the year and actions taken to engage with staff at the Trust to highlight counter fraud measures. There were no counter fraud investigations undertaken in 2018/19.

The Committee received an update from the Audit Director, Tim Cutter on progress made to date with regards to the External Audit 2018/19. The Committee received a report that highlighted the main technical issues which were currently having an impact on the health sector and included actions required in the production of the Annual Report and Accounts including IFRS 15 and the NHS Standard Contract. The Committee was assured that the Trust was already addressing the requirements of IFRS 15 and a report on this standard was also taken at the meeting.

The Committee received assurance from an external audit undertaken in December 2019 that showed that the data quality issues regarding national submissions identified in the two SIs declared early in 2018 had been addressed and rectified. The audit also showed that cancer patients were being reported and tracked according to national guidance and RTT pathways were being reported

accurately.

The Committee received assurance that the procedures and processes were in place for staff to raise concerns noting the commitment of the Trust to developing and maintaining an open and constructive culture, including the Fair and Just project currently being rolled out. Referring to the Fair & Just project, The Ian Knight explained that it looks to change the blame culture whilst making sure that individuals were accountable for their actions. The Director of Finance provided additional information to the Group on the Fair and Just aims and suggested that the Council as a whole may be interested in receiving a presentation at a future meeting.

Any Other Business

Robert Clarke referred to the appointment of Devender Roberts as Acting Medical Director whilst Andrew Loughney was on secondment at the Royal Liverpool and Broadgreen university hospitals Trust. Consequently Richard Roberts, Public Governor and spouse of Devender Roberts was required to resign as Governor in accordance with the requirements of the Trust's Constitution.

Chair of LWH asked the group whether they would appreciate additional information on the Trust between Council meetings. This was supported but that it should also be agreed at the other Group meetings.

Governors commented that the meeting had been enjoyable and they felt comfortable asking questions.