

LIVERPOOL WOMEN'S NHS FOUNDATION TRUST

Council of Governors Meeting

13 February 2020



Meeting of the Council of Governors
Thursday 13 February 2020 at 1730
Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital, Crown Street, Liverpool L8 7SS

Item no. 2019/20	Title of item	Objectives/desired outcome	Process	Item presenter	Time allocated to item	CQC Fundamental Standard
69	Welcome & Apologies for absence	Receive apologies	Verbal	Chair	1730 (5mins)	Well led
70	Meeting guidance notes	Receive and note	Written guidance	Chair		Well led
71	Declarations of Interest – Annual Review	Identify and avoid conflicts of interest	Written	Trust Secretary		Well led
72	Minutes of the previous meeting – 6 November 2019	Confirm as an accurate record the minutes of the previous meeting	Written minutes	Chair		Well led
73	Matters arising and action log - <i>No formal actions outstanding.</i>	Provide an update in respect of any matters arising	Verbal	Chair		Well led
74	<ul style="list-style-type: none"> Chair's Announcements Chief Executive's Update 	Report recent and announce items of significance not elsewhere on the agenda	Verbal	Chair, CEO & Executive Directors	1735 (15 mins)	Well led
MATTERS FOR RECEIPT / APPROVAL						
75	Activity Report from the Governor Group Meetings. 1. <i>Finance and Performance Group</i> 2. <i>Quality and Patient Experience Group.</i> 3. <i>Communications and Membership Engagement Group</i>	Receive activity reports for assurance	Written Written Written	Group Chairs	1750 (10 mins)	All

76	Nominations Committee Report	For assurance	Written	Chair	1800 (5 mins)	Well led
77	Nominations & Remuneration Committee – Terms of Reference	For approval	Written	Interim Trust Secretary	1805 (5 mins)	Well led
78	Briefing on timetable for Annual Plan, Budget Setting & Annual Report (inc Quality Report)	For information and selection of Quality Indicator	Verbal	Director of Finance & Interim Trust Secretary	1810 (10 mins)	Well led
79	Outcomes of Council of Governors Effectiveness Survey	To consider survey outcomes	Written & Workshop	Interim Trust Secretary	1820 (30 mins)	Well led
80	Charitable Funds - Fundraising Engagement & Priorities	To elicit Governor views	Workshop	Director of Workforce	1850 (30 mins)	Well led
ITEMS FOR INFORMATION AND DISCUSSION						
81	Review of risk impacts of items discussed	Identify any new risk impacts	Verbal	Chair	1920 (5 mins)	Well Led
82	Any other business	Consider any urgent items of other business	Verbal or written	Chair		Well Led
83	Review of meeting	Review the effectiveness of the meeting	Verbal	Chair / all	Meeting end 1925	Well Led

Date, time and place of next meeting: Thursday 14 May 2020 at 1730 in the Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital

Meeting attendees' guidance, April 2019

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. At all times the members should be cognisant of the meetings Terms of Reference.

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 for issue 7 days before the meeting (see bullet 2 below under Standards and Obligations)
- 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
- 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. Please check Terms of Reference of the Committee on each committees requirement.

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 should be issued 7 days before the meeting. Any changes to this timeframe require the agreement of the Chair of the meeting.
3. The draft minutes, Chair's Report and action schedule will be prepared and circulated to all members of the meeting within 7 days following the meeting.
4. Chair and members are also responsible for the committee/ subcommittee's compliance with relevant legislation and Trust policies
5. It is essential that meetings are chaired with an open and engaging ethos, where challenge is respectful but welcomed
6. 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
7. 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 members of the committee.
8. 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
9. Where a member of the committee perceives that the chair of the committee has a conflict of interest this should be discussed with the Trust Secretary
10. 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 escalating the concern to their line manager or if this is not appropriate to the Trust Secretary or via the Trusts raising concerns policy
11. 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 raising concerns 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
12. 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, following 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

		Agenda Item
MEETING	Council of Governors	
PAPER/REPORT TITLE:	Declarations of Interests – Annual Review	
DATE OF MEETING:	Thursday, 13 February 2020	
ACTION REQUIRED	Receive	
EXECUTIVE DIRECTOR:	Paul Buckingham, Interim Trust Secretary	
AUTHOR(S):	Paul Buckingham, Interim Trust Secretary	
STRATEGIC OBJECTIVES:	<p>Which Objective(s)?</p> <p>1. To develop a well led, capable, motivated and entrepreneurial workforce <input checked="" type="checkbox"/></p> <p>2. To be ambitious and efficient and make the best use of available resource <input type="checkbox"/></p> <p>3. To deliver safe services <input type="checkbox"/></p> <p>4. To participate in high quality research and to deliver the most effective Outcomes <input type="checkbox"/></p> <p>5. To deliver the best possible experience 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. Potential risk of harm to patients and damage to Trust's reputation as a result of failure to have sufficient numbers of clinical staff with the capability and capacity to deliver the best care. <input type="checkbox"/></p> <p>3. The Trust is not financially sustainable beyond the current financial year..... <input type="checkbox"/></p> <p>4. Failure to deliver the annual financial plan <input type="checkbox"/></p> <p>5. Location, size, layout and accessibility of current services do not provide for sustainable integrated care or quality service provision <input type="checkbox"/></p> <p>6. Ineffective understanding and learning following significant events..... <input type="checkbox"/></p> <p>7. Inability to achieve and maintain regulatory compliance, performance and assurance..... <input checked="" type="checkbox"/></p> <p>8. Failure to deliver an integrated EPR against agreed Board plan (Dec 2016) <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, <input checked="" type="checkbox"/></p>	

	<i>supports learning and innovation, and promotes an open and fair culture.</i> ALL DOMAINS <input type="checkbox"/>	
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):	1. This report will be published in line with the Trust's Publication Scheme, subject to redactions approved by the Board, within 3 weeks of the meeting	
RECOMMENDATION: (eg: The Board/Committee is asked to:-.....)	<i>The Council of Governors is recommended to formally note the content of the Council of Governors Register of Interests at Annex B to the report.</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	

Report

Introduction

It is recognised good practice for the Council of Governors to formally review its Register of Interests each year. Governors are required to make a Declaration of Interests on election / appointment and to update their entry in the Register as and when interests change. Any new interests should be declared as soon as they arise and within 28 days at the latest. Information on the types of interests which must be declared is included for reference at Annex A to this report.

The current Register of Interests for the Council of Governors is included for reference at Annex B to this report. Governors are requested to review their respective entries and advise of any amendments / changes required at the Council of Governors meeting on 13 February 2020.

Recommendation

The Council of Governors is recommended to:

- Formally note the content of the Council of Governors Register of Interests at Annex B to the report.

DECLARATION OF INTERESTS

1. What do I need to do?

If a governor has a pecuniary (i.e. relating to or in the form of money), personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose that interest to the members of the Council of Governors as soon as they become aware of it. Upon election or appointment all Governors must declare relevant and material interests – or state that they have no interests to declare (a 'nil' return). Details of interests to be declared are:

- Any directorship of a company;
- Any interest held in any firm or company or business which, in connection with the matters, is trading with the Foundation Trust, or is likely to be considered as a potential trading partner with the Foundation Trust;
- Any interest in an organisation whether voluntary or otherwise providing health and social care services to the NHS;
- A position of authority in a charity or voluntary organisation in the field of health and social care;
- Any connection with any organisation, entity or company considering entering into or having entered into a financial arrangement with the Foundation Trust, including but not limited to lenders or banks.

Exceptions are:

- Shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange
- Employment contracts held by staff Governors
- An employment contract with a Local Authority held by a Local Authority Governor
- An employment contract with a University held by a University Governor
- An employment contract with a partnership organisation held by an appointed partnership Governor.

There is no requirement for Governors to declare the interests of spouses or partners.

If you do not have any interests to declare you are required to submit a 'nil' return.

2. What if I am not sure about my interests?

If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Trust Chair or Trust Secretary.

3. What should I do if I have an interest in a matter the Council of Governors is considering?

It is the responsibility of all Governors to ensure that they are not placed in a position which risks, or appears to risk, conflict between their private interests and their official duties.

Where a matter is being considered in which the Governor has or may have an interest, the Governor shall declare the interest, withdraw from the meeting and play no part in the relevant discussion or decision. They shall not vote on the issue and if by inadvertence they do remain and vote, their vote shall not be

counted. If there is a dispute as to whether a conflict of interest does exist, a majority will resolve the issue with the Chairman having the casting vote.

4. What happens with the information about Governors' interests?

The Trust will hold a register of Governors' interests which will be published on the Trust's website and regularly reviewed by its Audit Committee. The register will include details of all interests declared together with 'nil' declarations.

5. How is the Register of Interests kept up-to-date?

Governors are responsible for keeping their entry/ies on the register of interests up-to-date by notifying the Trust Secretary and completing an appropriate declaration form. The form below should be completed each time a new interest arises or there is a change to an existing interest.

6. What are the consequences of not declaring my interests?

Any governor who fails to disclose any interest they are required to declare must permanently vacate their office if required to do so by a majority of the remaining Governors.

Declaration of Interests

This form applies to **all** Governors.

All Governors must declare interests upon election or appointment and thereafter as soon as they arise or change.

If you have no interests to declare you are required to submit a 'nil' return.

See the table above for details of what constitutes an interest.

Print name:

Constituency (public, staff or appointed):

Please complete: **PART 1** if you have **nothing to declare**, or
PART 2 if you have **interests to declare**

PART 1 Nothing to declare

I have read and understood the policy relating to interests and declare that I have no interests which could conflict with my role.

Signed: **Date:**

PART 2 Interests to declare

Name of organisation	
Address	
Nature of business	
Description of interest e.g. trustee, director, shareholder	
Start date of interest	
End date of interest	

.... see over

Name of organisation	
Address	
Nature of business	
Description of interest e.g. trustee, director, shareholder	
Start date of interest	
End date of interest	

Name of organisation	
Address	
Nature of business	
Description of interest e.g. trustee, director, shareholder	
Start date of interest	
End date of interest	

I have read and understood the policy relating to interests and hereby declare all interests which could conflict with my role.

Signed: **Date:**

Please return this signed form to Louise Hope, Assistant Trust Secretary:

Louise Hope, Trust Offices, Liverpool Women's NHS Foundation Trust

Register of Interests of the Council of Governors, February 2020

Name	Position	Nothing to Declare	Description of interest	Name and address of organisation	Nature of organisation	Start date of interest	End date of interest
Public							
Central							
Carroll, Sarah	Public Governor – Central Liverpool	✓					
Doddridge, Mary	Public Governor – Central Liverpool	✓					
Islam, Thania	Public Governor – Central Liverpool	✓					
Olaitan Okeyas, Isaac	Public Governor – Central Liverpool	✓	Employee of	St Helen's and Knowsley Hospitals NHS Trust	NHS acute provider	Oct 2017	Ongoing
North							
Jones, Simon	Public Governor – North Liverpool	✓					
O'Hara Adrian	Public Governor – North Liverpool	✓					
South							
Miceli-Fagrell, Sara	Public Governor – South Liverpool	✓					
Mayer, Janet	Public Governor – South Liverpool	✓					
Sefton							
McBride, Carol	Public Governor – Sefton	✓					

Name	Position	Nothing to Declare	Description of interest	Name and address of organisation	Nature of organisation	Start date of interest	End date of interest
Speed, Patricia Ann	Public Governor - Sefton	✓					
Knowsley							
Lawlor, Anne (Rev.)	Public Governor – Knowsley						
Sudworth, Jackie	Public Governor – Knowsley	✓					
Rest of England & Wales							
Jefferies, Evie Katherine	Public Governor – rest of England and Wales	✓					
Richardson, Denise	Public Governor – rest of England and Wales	✓					
Staff Governor							
Hindle, Kate	Staff Governor – Non-Clinical & Clinical Support	✓					
Parsons, Nigel	Staff Governor – Scientists, allied health professionals & technicians	✓					
Walker, Gillian	Staff Governor – Nurses	✓					
Vacant	Staff Governor – Doctors	✓					

Name	Position	Nothing to Declare	Description of interest	Name and address of organisation	Nature of organisation	Start date of interest	End date of interest
Kennedy, Pauline	Staff Governor – Midwives	✓					
Appointed Governor							
Note – each appointed Governor holds a position in a stakeholder organisation in accordance with the requirements of the Trust constitution.							
Vacant	Appointed Governor – University of Liverpool						
Vacant	Appointed Governor – Knowsley Council						
Cllr Coleman, Angela	Appointed Governor – Liverpool City Council	✓					
Dowdle, Cynthia	Appointed Governor – Faith Reverend	✓					
Cllr Hardy, Patricia	Appointed Governor Sefton Borough Council	✓					
McDonald, Mary	Appointed Governor – MRANG Voluntary Group	✓					

Prof Fleming, Valarie	Other Education Institutions John Moores University	✓					
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COUNCIL OF GOVERNORS

Minutes of a meeting held on Wednesday 6 November 2019 at 17:30
in the Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital

Present:

Mr Robert Clarke	Chair
Mrs Mary McDonald	Appointed Governor (Community/voluntary/orgs)
Ms Evie Jefferies	Public Governor (Rest of England & Wales)
Ms Carole McBride	Public Governor (Sefton)
Mrs Pauline Kennedy	Staff Governor (Midwives)
Reverend Anne Lawler	Public Governor (Knowsley)
Reverend Cynthia Dowdle	Appointed Governor (Faith Organisations)
Ms Sara Miceli-Fagrell	Public Governor (South Liverpool)
Mr Isaac Olaitan Okeya	Public Governor (Central Liverpool)

In Attendance:

Mrs Kathryn Thomson	Chief Executive
Dr Andrew Loughney	Medical Director
Mrs Michelle Turner	Director of Workforce & Marketing
Mrs Jennifer Hannon	Director of Finance
Ms Caron Lappin	Director of Nursing & Midwifery
Dr Susan Milner	Non-Executive Director
Ms Tracy Ellery	Non-Executive Director
Mr Phil Huggon	Non-Executive Director
Mr Gary Price	Director of Operations
Mr Paul Buckingham	Interim Trust Secretary
Mr Tony Okotie	Non-Executive Director (Senior Independent Director)
Mr Christopher Lube	Head of Quality & Governance

Apologies:

Mrs Mary Doddridge	Public Governor (Central Liverpool)
Mrs Jackie Sudworth	Public Governor
Mr Adrian O'Hara	Public Governor (North Liverpool)
Ms Pat Speed	Public Governor (Sefton)
Mrs Denise Richardson	Public Governor (Rest of England & Wales)
Ms Kate Hindle	Staff Governor
Mr Nigel Parsons	Staff Governor
Mrs Gillian Walker	Staff Governor
Mr Ian Knight	Non-Executive Director
Ms Louise Kenny	Non-Executive Director
Ms Jo Moore	Non-Executive Director

056 Welcome and Apologies for absence

Apologies as noted.

The Chair introduced Paul Buckingham, who had recently joined the Trust as Interim Trust Secretary, and welcomed Evie Jefferies and Sara Miceli-Fagrell to their first meeting as recently elected Governors. In response to a question from the Chair, Paul Buckingham advised that the large number of absentees meant that the meeting was not quorate. Consequently, any agenda items that required a decision would need to be carried forward to the next meeting.

057 Meeting guidance notes

Received and noted.

058 Declarations of Interests

No conflicts of interest were declared.

059 Minutes of the previous meetings

The minutes of the previous meeting held on 31 July 2019 were reviewed and Jenny Hannon noted an amendment to reflect her attendance at the meeting. Subject to this amendment, the minutes were agreed as a true and accurate record.

060 Matters arising and action log

There were no matters arising nor outstanding actions.

061 Chair's Announcements and Chief Executive's Update

The Chair advised that he had no announcements to make.

The Chief Executive invited the Director of Operations to brief the Council on the Trust's Operational Performance. Gary Price then provided an overview of performance against the following national standards:

- A&E 4-hour standard
- Referral to Treatment (RTT) 18-week standard
- Cancer standards.

With regards to RTT performance, Gary Price noted performance of circa 80% against the national standard of 92% and advised that the Trust had an improvement trajectory in place with the aim of achieving the national standard in Spring 2020. He noted that the Trust was now submitting accurate performance data to commissioners on a weekly basis. With regard to performance against Cancer standards, Gary Price noted positive performance against the 2-week wait standard but advised that the Trust was currently failing to achieve the other national standards. He provided an overview of the factors affecting performance and noted in particular the challenges associated with reduced consultant capacity.

The Chief Executive advised the Council of Governors of the purdah requirements in advance of the General Election on 12 December 2019 and noted that the outcomes of a Clinical Summit held in June 2019 were in the public domain and were scheduled for consideration by the Board of Directors on 7 November 2019. She advised that she was open to private discussions with individual Governors who had questions relating to the Future Generations programme and noted that any Governors who would like to have a private meeting should contact Paul Buckingham to

make arrangements. The Chair advised that the Governor Group meetings could also be used by Governors to develop their understanding of the Future Generations programme.

Andrew Loughney then briefed the Council on the outcomes from the Clinical Summit under the following three headings:

- Networked Maternal Medicine Services (NMMS)
- Gynaecological Oncology
- Age Profile of Consultants at LWH

He briefed the Council on engagement with system partners and noted the intention to establish a Partnership Board with Liverpool University Hospitals NHS Foundation Trust in order to operationalise collaborative arrangements. With regards to the age profile and skill mix of consultants, Andrew Loughney provided an overview of the Trust's approach to recruitment and retention with an emphasis on maximising both the professional and personal offer in order to attract and retain medical staff.

In response to a question from Sara Miceli-Fagrell, Andrew Loughney confirmed that there was a general shortage of gynaecologists which emphasised the need to ensure that both the professional and personal offer to individuals were as attractive as possible. In response to a question from Pauline Kennedy, regarding the transport costs associated with patients attending the NMMS Hub in Manchester, Andrew Loughney advised that this matter had yet to be worked through but noted that there was no expectation that individual patients would be required to meet the costs. The Chief Executive endorsed this point and noted that affected patients could often come from the most deprived sections of society. The Chair also commented on the potential for the most complex cases to necessitate multiple trips to Manchester for treatment.

The Chief Executive concluded her briefing by expressing her disappointment that the Trust had not been included in recently announced capital allocations and noted her ongoing engagement with regulators on this matter.

The Council of Governors:

- Received and noted the verbal briefings from the Chair and Chief Executive.

Cynthia Dowdle and Tony Okotie joined the meeting.

062 Activity Report from the Governor Group Meetings

The Chair, Susan Milner and Cynthia Dowdle briefed the Council on matters considered during the following meetings:

- Finance and Operational Performance Group – 21 October 2019
- Quality and Patient Experience Group – 23 September 2019
- Communication and Membership Engagement Group – 19 September 2019

Cynthia Dowdle advised that just three Governors had attended the Communication and Membership Engagement meeting and noted that the meetings provided Governors with the opportunity to both inform and support the work of the Trust's Communications Team. The Chair reminded those present of the purpose of the Governor Groups and noted the benefits accruing from Governor engagement with Board members in an informal setting.

The Council of Governors:

- Received and noted the Activity Reports from Governor Group Meetings.

063 Nominations & Remuneration Committee – Terms of Reference

The Chair advised the Council that the Nominations & Remuneration Committee had reviewed its Terms of Reference during a meeting held on 30 October 2019 with recommendations made for a number of amendments. Paul Buckingham then briefed the Council on the proposed amendments which related to; quorum for Committee meetings, maximum term of office and amendment of the review period from one year to two years.

While those present supported the proposed amendments, Paul Buckingham advised that it was not possible to formally approve the revised Terms of Reference as the meeting was not quorate.

The Council of Governors:

- Endorsed the proposed amendments to the Terms of Reference for consideration and formal approval at the next Council of Governors meeting.

064 Care Quality Commission (CQC) Inspection 2019

Caron Lappin briefed the Council on preparations for an inspection by the Care Quality Commission (CQC) and noted that the Trust had submitted its Provider Information Request by the deadline of 3 October 2019. She advised that an unannounced inspection of a core service could take place at any time and noted that this would be followed by a scheduled Well Led Review. Caron Lappin commented on the likelihood that a Governor Focus Group would feature as part of the Well Led Review.

The Council of Governors:

- Received and noted the verbal briefing.

Anne Lawlor and Christopher Lube joined the meeting.

065 Development of the Quality Strategy

Governors participated in a workshop session facilitated by the Head of Governance & Quality on the development of a Quality Strategy for the period 1 April 2020 to 31 March 2023. Christopher Lube delivered an introductory slide set prior to those present undertaking table top activities to further explore the themes of; Civility, Communication, Documentation and Quality Indicators.

On completion of the workshop, Christopher Lube thanked those present for their participation and advised that he would present the Quality Strategy to the Council of Governors once the draft document had been further developed.

066 Review of risk impacts of items discussed

The Council noted the risks associated with outcomes of the Clinical Summit in June 2019.

067 Any other Business

There was no other business to be conducted.

068

Review of meeting

The Chair noted the benefit of workshop-style sessions which facilitated Governor participation and provided an opportunity for individuals to contribute their views on the subjects under discussion. Those present endorsed these comments and agreed that the workshop-style sessions were beneficial.

Date, time and place of next meeting

The next Council of Governors meeting will take place at 17:30, Wednesday 12 February 2020 in the Lecture Theatre, Blair Bell Education Centre, Liverpool Women's Hospital.

41	<p>Governors Present: Denise Richardson – Public Governor (Chair) Gillian Walker – Staff Governor Kate Hindle – Staff Governor Mary Doddridge – Public Governor Jackie Sudworth - Public Governor</p> <p>Directors & Managers Present: Robert Clarke - Trust Chair Ian Knight - Non-Executive Director Jo Moore - Non-Executive Director Jenny Hannon - Director of Finance Gary Price - Director of Operations</p> <p>Apologies for Absence: Apologies were received from; Nigel Parsons, Mary McDonald</p>
42	<p>Meeting guidance notes Meeting guidance notes were received and noted.</p>
43	<p>Declarations of Interest None</p>
44	<p>Minutes of Meeting All Group members agreed that the minutes of the meeting held on 21st October 2019 were a true and accurate record.</p>
45	<p>Matters Arising Neither the Chair nor the Group had any arising matters to report.</p>
46	<p>Financial Performance Update Jenny Hannon provided the Group with a Financial Performance Update on Month 9 following the Finance, Performance and Business Development (FPBD) Committee that was held earlier in the day.</p> <p>Jenny advised that the Trust had reported a £0.7m deficit against a budget of £0.9m; which is slightly ahead from where initially planned.</p> <p>Jenny reported that activity within Maternity and Neonates has decreased somewhat – both nationally and within the Trust – but this will be factored into the Operational Planning for 2020/21. Whilst there has been a decline in births over the previous year, Jenny assured the Group that this should not result in any financial deductions by commissioners.</p> <p>Jenny noted that, despite decreased activity, the Trust is on target to deliver the plan as set out at the beginning of the year – with the current cash balance at £5.6m due to some additional funds via CNST.</p> <p>Jenny advised that the Neonatal new build is still on track for completion in August 2020 and still remains on budget.</p>

	<p>It was noted that, at the beginning of every financial year, a risk is added to the Board Assurance Framework (BAF) in relation to in-year position. This risk is classified as 'almost certain', however - now at Month 9 - the FPDB Committee reviewed the risk status and have now decreased the risk level to 'probable'. It was also noted that the FPBD Committee was assured that finances were being managed accordingly. Additionally, Jenny reported that a review of the Trust's financial management arrangements by the internal auditors had resulted in an assessment of 'high assurance'.</p> <p>Gillian Walker noted that Jenny's delivery of the Trust Financial Performance Update had been well articulated, highlighting that herself and the Staff Governors felt confident and well assured. Gillian also complimented LWH staff on their pride and positivity around the Trust, noting that there had been a significant shift in attitude over the past few years.</p>
47	<p>Operational Performance Update</p> <p>Gary Price provided the Group with an update on access standards, noting that targets had been achieved for Neonates, Maternity and Urgent Care. Gary noted that the challenges the Trust are currently facing relate to Gynaecology services, particularly cancer and routine gynaecology.</p> <p>Gary briefed the Group on the three performance targets relating to Gynaecological cancer: 2 week wait; 31 day diagnosis and 62 day treatment. It was noted that the 2 week wait target has been achieved, whereas there have been some issues regarding 31 and 62 day waits, though this is improving. Gary commended the oncology team on the hard work they are doing in order to mitigate these issues. It was noted that some new Consultant posts have gone out to advert, and an effort has been made to make the posts more attractive to potential candidates; such as emphasis on partnership working with Liverpool University Hospitals. Ian Knight noted that one of the main challenges faced regarding 62 day treatment was in relation to patients from across Cheshire and Merseyside who are referred from other trusts, some of whom have already been diagnosed – therefore, if a patient were referred to the Trust after 40 days, it would likely be a breach of the LWH target. Gary noted that larger oncology trusts who treat a range of cancers will see hundreds of patients a month, and therefore their breach percentage appears much smaller, whereas LWH only specialise in Gynae-oncology, patient numbers are smaller and therefore breach percentage higher.</p> <p>Kate Hindle queried how much interest there had been from potential candidates for Gynaecology Consultant posts that have been advertised. Gary Price advised that there had not been as much interest as initially hoped; noting that Consultants who have worked in other trusts generally have access to Robotic surgery and other equipment, which LWH does not currently have. Robert Clarke noted that the opportunity to have more diagnostic services at the Crown Street site, such as a blood bank, is currently being explored; and hopefully this would alleviate some of the issues faced and make LWH more attractive to potential recruits. Robert also emphasised the importance of building more relationships with trusts across Liverpool, noting that "the future of healthcare is working in partnership."</p>
48	<p>Chair's Report from the</p> <p>1. Finance Performance and Business Development Committee</p> <p>Jo Moore provided an update following the FPBD Committee held earlier in the day. Jo noted that she and the rest of the Non-Executive Directors felt very assured by the regularity of cash forecasting and cash balance.</p> <p>It was advised that the new Chief Information Officer, Matt Connor, had attended FPBD and briefed the Committee on his vision and strategy for technology within the Trust going forward.</p>

Jo commended the work still being done around the Neonatal Build, particularly the project management and financial management. The Neonatal Partnership with Alder Hey Children's Hospital was also discussed, with Jo noting that work was underway with Commissioners to review and determine exactly what can be delivered with the capital the Trust hold currently. Jackie Sudworth queried the whether the Neonatal Partnership was near to completion, with Gary Price noting that this was well underway. Gary highlighted that the longer term vision is for a neonatal new build at the Alder Hey site; but collaborative working will continue until then and is proving very positive thus far. Robert Clarke noted that Alder Hey do have the capital investment ready in order to commence work on the new build at their site; but that this would take around 2-3 years – despite this though, Robert reiterated that partnership working is now underway, along with the training and up-skilling of staff to work across both sites. The Group agreed that the most crucial aspect of the Neonatal Partnership was the reduction in the amount of babies having to be transported across sites.

2. Audit Committee

Ian Knight updated the Group on business conducted by the Audit Committee earlier that afternoon and advised that Tracey Ellery would be taking up the position as Chair of the Audit Committee.

Ian reported that following both internal and external audits, auditors will return to ensure that any actions identified have been implemented and embedded in business as usual practice. The Trust's internal auditors – MIAA – presented a report at the Audit Committee, and also reviewed the Audit Committee effectiveness, procurement and financial services. The Trust were rewarded 'high level assurance' in the report.

It was also noted that MIAA have an anti-fraud specialist who submits reports to the Audit Committee; Ian noted that through these reports, Committee members can be alerted to other instances of fraud that have occurred elsewhere in the NHS or the UK.

It was advised that the Trust external auditors, KPMG, are due to be conducting their annual audit within the Trust. The audit plan was discussed within the Committee meeting, with one aspect of the plan being an estates valuation – this is conducted every three years.

It was noted that the Director of Workforce, Michelle Turner, had presented a report to the Committee on the subject of Mandatory Training. This was as a result of an internal audit review which had resulted in an assessment of 'limited assurance' in relation to compliance with relevant process and procedures. Nine actions had resulted from the audit, all of which have been implemented. It was also noted that MIAA would repeat their audit review in Quarter 2 2020/21.

Ian advised that waivers of standing orders were discussed in detail during the meeting. It was noted that there had been a recent increase in the volume and value of waivers; as a response, Jenny Hannon's team conducted a 'deep dive' in order to gain greater understanding on exactly why, and how to control this - the resulting report provided the Committee with assurance that this was being properly managed.

The Audit Committee reviewed a report seeking approval for the write-off of bad debts, a number of which dated back to 2012/13 and 2013/14. The Committee noted the work carried out by the Finance team in managing aged debt and was assured that the debts presented for write-off were irrecoverable. The Committee approved the proposed write-offs. The Committee also approved the Charitable Funds Annual Report & Accounts 2018/19 and Jenny Hannon explained the amendments made for consistency purposes following initial review by the Board of Directors on 9 January 2020. Following a discussion on charitable funds expenditure, it was agreed that a report on this subject would be presented at the next meeting of Group in May 2020.

	<p>Action: Charitable Funds report to be included in agenda at next Finance and Performance Governors Sub-Group on Tuesday 19 May 2020.</p> <p>Denise Richardson queried if the Board are still sighted on 121 Midwives. Jenny Hannon advised that 121 Midwives have gone into liquidation and are no longer trading. The Trust has an outstanding balance of circa £400k, which is currently with the liquidators. The Group agreed that the Trust should not bear all liability for the debt that has been accrued as there is significant evidence that the Trust had warned commissioners about 121 Midwives previously. Both Jenny and Robert agreed that they were not optimistic that there would be an immediate response or reimbursement – noting that any reimbursement received by the Trust would be a bonus. The Group agreed, however, that the most important factor at the time was the safety of the women, rather than finances; Robert Clarke commended the midwives and wider staff for their excellent efforts during that time.</p>
49	<p>Any Other Business</p> <p>No other business outside of the agenda items was raised.</p>
50	<p>Review of meeting</p> <p>All group members agreed that the meeting had been very informative and effective.</p>
50	<p>Date, time and place of next meeting:</p> <p>Tuesday, 19 May 2020 at 1730.</p>

Council of Governors Quality and Patient Group
Monday 27th January 2020 at 1730hrs
Boardroom, Liverpool Women's NHS Foundation Trust

	Items Covered
Attendance:	Pat Speed (Chair), Mary McDonald, Gillian Walker, Denise Richardson, Mary Doddridge, Kate Hindle, Jackie Sudworth, Carole McBride.
Board:	Robert Clarke (Trust Chair), Tony Okotie (NED), Susan Milner (NED), Ian Knight (NED), Andrew Loughney (Medical Director), Caron Lappin, (Director of Nursing & Midwifery), Michelle Turner (Director of Workforce). Lisa Gregory, (Executive Personal Assistant & Minute taker)
042	Apologies for absence Isaac Olaitan Okeya.
043	Meeting Guidance notes Noted
044	Declarations of interest None
045	Minutes of Meeting The Minutes of the meeting of the Group held 23 rd September 2019 were approved.
046	Matters Arising All actions arising from the meeting of 23 rd September 2019 were included on the agenda for the meeting.
048 (item brought forward)	Care Quality Commission (CQC) Well Led Review The Director of Nursing & Midwifery briefed the Committee on the core services inspection which was carried out between 3-5 December 2019. The group was advised on the 3 services inspected – Gynaecology, Maternity and Neonatal departments, Theatres were also inspected. The Director of Nursing & Midwifery updated the Committee on the meetings that had taken place at the end of each day between the CQC and the Executive Team, advising on immediate actions. It was noted that action plans were put into place immediately where necessary. The Committee was asked to note that, on the 13 December 2019, 4 concerns were raised by the CQC in relation to medication errors. The Director of Nursing & Midwifery advised that the way in which the concerns had been raised had been challenged by the Trust, as the weaknesses identified were not systemic across the organisation. She noted that the CQC had yet to respond and advised that action plans are being monitored across divisional boards. It was also noted that a comprehensive e-learning programme on medicines management had commenced on 24 December 2019. The Directors present then briefed the Committee on interviews and focus groups held during the Well Led inspection which took place between 14-16 January 2020. The Director of Nursing & Midwifery advised the Committee that initial feedback from the CQC had been quite positive although they seemed to have struggled with interpretation of the Future

047	<p>Generations strategy. The Committee was advised that the Trust was due to receive a draft inspection report for factual accuracy checking on 17 February 2020 and would need to provide a response to the CQC within 10 days of receiving the report. The Director of Nursing & Midwifery noted that the Trust remained in the inspection process and could be subject to a follow-up visit from the CQC at any time.</p> <p>Resolved The Committee received and noted the report.</p> <p>Update of Cancer and RTT The Director of Workforce updated the Committee in the absence of the Director of Operations. The Committee noted that RTT performance was at 83.7% for month 8 against the target of 92%. Cancer targets for 2 weeks, 31 and 62 days. It was noted that the Director of Operations was undertaking a lot of work to smooth the pathway processes. The Medical Director updated the Committee that the harm review would now become tighter for any case breaching 62 days. It was also noted that a Partnership Board would be put in place to look at the flow of clinical care. The Medical Director advised that he was in talks with Paul Fitzsimmons, LUHFT, to progress establishment of the Partnership Board.</p> <p>The Committee Chair questioned if it was possible for the Trust to refer patients to another hospital. The Medical Director advised that this approach would involve conversations at Executive level and with the Commissioners.</p> <p>Resolved The Committee received and noted the report.</p>
049	<p>1. Chairs Report from the Quality Committee 2. Putting People First Committee (PPF)</p> <p>Quality Committee Susan Milner updated the Group on the work of the Quality Committee and the assurances it had received at the meeting held on 27th January 2020:</p> <ul style="list-style-type: none"> • CQC Inspection – still the possibility of unannounced visits. • BAF – significant review of risks. • Sub Committee Chairs reports (Experience Senate, Effectiveness Senate & Hospital Safeguarding Board) the Group was advised that there were no major problems raised by any of the sub committees. • Board Level Maternity Safety Champion – 6 are required, only 3 are in place. 1 of which is Ian Knight (NED), discussions had taken place around whether a NED should be in this role. • Medicines Management – discussions had taken place around governance reporting and procedures. • Quality & Regulatory Issues – it was noted that all outstanding items would be incorporated in a single action plan following receipt of the CQC inspection report. • LocSIPPs - progress was being made and the programme would be monitored by Quality Committee on a quarterly basis. • Telephony Business Case – an update had been provided by the Director of Operations. <p>The Group noted that quality performance was reviewed and a discussion had taken place around how the Committee would move forward.</p>

	<p><i>Action – Medicines Management to be a standing item on this Committee agenda going forward.</i></p> <p><i>Action – Telephony Business Case to be a standing item on this Committee agenda going forward.</i></p> <p>Putting People First Committee (PPF)</p> <p>Tony Okotie (NED), updated the Group on the work of the PPF Committee and the assurances it had received at the meeting of 27th January 2020. The Director of Workforce updated the Group on the 'Day in the life of a Neonates Nurse' story which had been shared at the November PPF meeting.</p> <p><i>Action – story to be taken to the next Council of Governors meeting.</i></p> <p><i>Action – more staff stories to be shared at the Council of Governors meetings.</i></p> <ul style="list-style-type: none"> • People Plan – it was noted that there had been a 'deep dive' into this agenda item, that clear plans and metrics were in place. It was noted that challenges remain around ageing workforce; turnover levels were in hand; Mandatory training and PDRs remained an issue, with Heads of Nursing working on ways to address this. • Mental Health Issues – Alison Carol had presented the Committee with an update. • KPIs – colleagues from the different services had updated on sickness & absence and the challenges they present; Managers are to look into making coming back to work after an absence a smoother process. • Guardian of Safe working – quarterly report had been received, this had been noted as very positive, it was updated that £30k had been put aside to meet the fatigue and facilities charter. The Director of Workforce advised that this would all go into one Estates plan. • Safer Staffing – the bi-annual report had been received, it was noted that the report needed to be clearer and crisper.
050	<p>Governor Representative Report from the Experience Senate of 10th December 2019</p> <p>Mary McDonald updated the Group on the work of the Experience Senate and reported on the items contained in the Experience Senates Chair's Report. In particular she noted:</p> <ul style="list-style-type: none"> • Wheelchairs for bariatric patients – one to be placed upstairs while one will be placed by main reception. • Honeysuckle Team Report – questions to be amended to be brought in line with Trust values. • Merseyside Society for Deaf People – training should be provided for staff involved in the 'loop' system. • Gender Neutral Toilets – the Director of Nursing & Midwifery had advised the Senate that a number of FOI requests had been received. It was noted that regulations had been checked with regard to this and that the Trust is fully compliant. The Director of Workforce updated the Committee that plans for a new changing room were being looked into.
051	<p>Any Other Business</p> <p>Discussion around start time of the meeting, 5pm or 5.30pm, the Trust Chair requested that surveys need to be completed in order to ascertain which time suits members best.</p> <p>The Group was asked to note that there would be a round table discussion at the Council of Governors meeting in March around Governors roles within the Trust.</p>

052	Review of meeting Good discussion and debate and meeting kept to time.
	Date of next meetings: 20 April 2020

DRAFT

Council of Governors Communication and Membership Engagement Group
Thursday 12th December 2019 at 1700hrs
Boardroom, Liverpool Women's NHS Foundation Trust

Present: Cynthia Dowdle (CD) (Chair of meeting), Andrew Duggan (AD) (Head of Communications & Marketing) (minute taker), Jackie Sudworth (JS), Kate Hindle (KH), Phil Huggon (PH), Mary McDonald (MM)

Apologies from: Mary Doddridge (MD), Janice Mayer (JM), Sarah Carroll (SC)

19/20/36	Apologies for absence As above.
19/20/37	Meeting guidance notes Noted.
19/20/38	Declarations of interest None declared.
19/20/39	Minutes from the meeting of the Communications and Membership Engagement Group held on Thursday 12th September 2019 The minutes of meeting were approved.
19/20/40	Matters arising and action points All actions were either complete or ongoing.
19/20/41	<p>Public and membership engagement plans</p> <p>AD updated intentions to revise the approach for engaging with members, patients and public following discussions at previous meetings. The proposal is for a number of specific activities to be considered for inclusion within a revised LWH Communications & Engagement Strategy from 2020/21 onwards that will focus on membership and public engagement, rather than creating a separate standalone Membership Strategy. This will offer more focus and achievable objectives for Governors to support and is likely to result in between 3-5 key activities during the year ahead that can be clearly monitored and impact measured. AD has shared a feedback survey with Governors to provide input and for proposing activities that could be incorporated into the revised strategy. Suggestions will be tabled at the next meeting or circulated in advance for approval at the next meeting. MM also suggested the incorporation of some existing groups that should be targeted in some way as part of plans going forward to ensure that engagement is led by Governors in the community not just within LWH. Some of the groups MM suggested links could be created include; Women's Institute, Mothers' Union, Union of Catholic Mothers, Muslim Women's Centre.</p> <p>It was agreed that the Get Involved focus that has broadly underpinned recent engagement activities (promoting membership, volunteering, and the charity) should remain a key focus of any activities going forward and KH suggested that these three themes should be considered as standing agenda items at future meetings to give</p>

	discussions more variety.
19/20/42	<p>Future Generations Update</p> <p>AD provided the following update which is in line with prepared communications updates on progress relating to Future Generations.</p> <p>Since 2015 the local NHS has been looking at how best to address the issues facing services for women and newborn babies in Liverpool. Liverpool Women's Hospital is on an isolated site, away from the other services you expect to have in most adult hospitals. The hospital is seeing more and more women with complex health issues, and there aren't always the facilities or clinical experts to treat them at Liverpool Women's. It can also be difficult to recruit the best people to work at the hospital, as some doctors and nurses don't want to work on a site which isn't part of a bigger adult hospital, because it means they don't have the support of other specialists.</p> <p>In 2017 the local NHS published details of its preferred option for services in the future – a new Liverpool Women's Hospital on the same site as the new Royal Liverpool Hospital. We believe being co-located with other adult acute services would address the current clinical risks of services being delivered from an isolated site. The next step would be a public consultation so that people could share their views on the proposal, however we haven't been able to do this.</p> <p>As some time has now passed since we first reviewed women's and neonatal services, the NHS is also looking again at whether the options arrived at are still the best ones. In the meantime, we also need to work together to make sure that we keep women's and neonatal services safe for those who need them now. This might mean finding ways to work more closely with other hospitals, and where possible, improving some of the facilities at the current Crown Street site. We hope to share more information about this over the coming months.</p> <p>Whilst acknowledging the lack of progress is a frustration for the Trust, the group was also passionate about continuing to maintain focus and momentum. PH commented that there should be a continued focus on sourcing strong patient stories and JS emphasised this by stating that captive patient stories are particularly important. AD agreed but also highlighted the need to have a robust way of them being shared and raised by clinical teams to allow the communications support to follow to turn them into powerful case studies that can be easily understood by all audiences.</p>
19/20/43	<p>BBC Hospital</p> <p>AD updated the group that although filming at LWH has been less significant than the previous series the Trust has still managed to secure potential inclusion in at least one episode which is following the pregnancy and birth of a woman with a neurological disorder. This is expected to be featured in episode 7 of the series and is likely to air on 23rd March 2020 although dates are subject to change.</p>
19/20/44	<p>Any Other Business</p> <p>None.</p>

19/20/45	Review of meeting The group agreed that the meeting was productive and attendance was an improvement on previous meetings. Those who attended were thanked for their contribution and time by CD.
19/20/46	Date, time and place of next meeting: 5.30pm, Thursday, 16 th April 2020 – Boardroom, LWH

DRAFT

		Agenda Item
MEETING	Council of Governors	
PAPER/REPORT TITLE:	Nominations & Remuneration Committee Report	
DATE OF MEETING:	Thursday, 13 February 2020	
ACTION REQUIRED	Approve	
EXECUTIVE DIRECTOR:	Paul Buckingham, Interim Trust Secretary	
AUTHOR(S):	Paul Buckingham, Interim Trust Secretary	
STRATEGIC OBJECTIVES:	<p>Which Objective(s)?</p> <p>1. To develop a well led, capable, motivated and entrepreneurial workforce <input checked="" type="checkbox"/></p> <p>2. To be ambitious and efficient and make the best use of available resource <input type="checkbox"/></p> <p>3. To deliver safe services <input type="checkbox"/></p> <p>4. To participate in high quality research and to deliver the most effective Outcomes <input type="checkbox"/></p> <p>5. To deliver the best possible experience 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. Potential risk of harm to patients and damage to Trust's reputation as a result of failure to have sufficient numbers of clinical staff with the capability and capacity to deliver the best care. <input type="checkbox"/></p> <p>3. The Trust is not financially sustainable beyond the current financial year..... <input type="checkbox"/></p> <p>4. Failure to deliver the annual financial plan <input type="checkbox"/></p> <p>5. Location, size, layout and accessibility of current services do not provide for sustainable integrated care or quality service provision <input type="checkbox"/></p> <p>6. Ineffective understanding and learning following significant events..... <input type="checkbox"/></p> <p>7. Inability to achieve and maintain regulatory compliance, performance and assurance..... <input checked="" type="checkbox"/></p> <p>8. Failure to deliver an integrated EPR against agreed Board plan (Dec 2016) <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, <input checked="" type="checkbox"/></p>	

	<i>supports learning and innovation, and promotes an open and fair culture.</i> ALL DOMAINS <input type="checkbox"/>	
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):	1. This report will be published in line with the Trust's Publication Scheme, subject to redactions approved by the Board, within 3 weeks of the meeting	
RECOMMENDATION: (eg: The Board/Committee is asked to:-....)	<i>The recommendations for consideration by the Council of Governors are detailed at s5 of the report.</i>	
PREVIOUSLY CONSIDERED BY:	Committee name	<i>Choose an item.</i> Or type here if not on list: Nominations & Remuneration Committee
	Date of meeting	Monday, 27 January 2020

Report

1. Introduction

The Nominations & Remuneration Committee met on 27 January 2020 and considered the following agenda items:

- NHS England / NHS Improvement – Guidance Documents
- Benchmarking – Non-Executive Director Remuneration
- Council of Governors – Role & Responsibilities

2. NHS England / NHS Improvement - Guidance Documents

The Committee considered a report from the Interim Trust Secretary which detailed outcomes from an assessment of the following guidance documents published by NHS England / NHS Improvement in September 2019:

- Structure to Align Remuneration for Chairs and Non-Executive Directors of NHS Trusts and NHS Foundation Trusts
- Framework for Conducting Annual Appraisals of NHS Provider Chairs; and
- The Role of the NHS Provider Chair: A Framework for Development

With regard to alignment of remuneration, the Committee was advised that the guidance has been introduced to address a long-standing gap between the levels of remuneration received by Chairs and Non-Executive Directors in NHS Trusts in comparison with their counterparts employed by NHS Foundation Trusts. Remuneration levels in NHS Trusts are determined by the Secretary of State for Health and Social Care while remuneration in NHS Foundation Trusts is a matter for Council of Governors to determine. This situation has remained unchanged since Foundation Trusts were introduced in 2004.

At present, remuneration levels in NHS Foundation Trusts are, on average, around twice the level of remuneration in NHS Trusts. As a consequence, NHS Trusts often experience difficulties in attracting and retaining candidates for both Non-Executive Director and Chair positions, particularly in those organisations that are most challenged. The guidance aims to address this disparity through adoption of a phased approach to align remuneration levels from 1 October 2019 to 1 April 2021 (1 April 2022 for Chair remuneration).

With regard to the phased approach for alignment of Non-Executive Director remuneration, the Committee was assured that the Trust's Non-Executive Directors are currently being remunerated at the target uniform rate of £13,000 per annum. Consequently, no action is required in relation to Non-Executive Director remuneration. The Committee was advised that the alignment approach for Chair remuneration was based on size of organisation with lower, median and upper quartile levels of remuneration and noted that the Chair's current remuneration of £40,000 per annum was consistent with the lower quartile level for 'Small' trusts. Consequently, no action is required in relation to Chair remuneration at present. However, the Council should note that the phased approach to alignment requires that the Chair's remuneration should be at the median level of £43,000 per annum by 1 April 2022 and therefore a cost pressure will be experienced in financial year 2022/23, subject to approval by the Council of Governors.

The guidance documents relating to Annual Appraisals and the Framework for Development seek to ensure a consistent approach to these subjects across NHS provider organisations, and both recommend the adoption of a common process and documentation. For annual appraisals, the guidance states that the appraisal process should be completed by the end of Quarter 1 i.e. 30 June each year and the adoption of a standard Multisource Assessment template to facilitate input from various stakeholders. The Committee agreed that the assessment template would be adopted but noted that the Trust's current timetable for appraisals was not consistent with the guidance. The Committee agreed that the Trust would transition to the recommended approach by 2021. The Framework for

Development guidance recommends the adoption of a role description for Chairs with content based on the five 'clusters' of Provider Chair Competency Framework; Strategic, Partnerships, People, Professional Acumen and Outcomes Focus. The Committee considered and approved a revised Role Description for the Trust Chair which had been prepared by the Interim Trust Secretary and incorporated all the elements recommended in the guidance document.

3. Benchmarking – Non-Executive Director Remuneration

The Committee reviewed a report from the Interim Trust Secretary which detailed outcomes from Benchmarking of Non-Executive Director Remuneration and considered the report in the context of the guidance relating to alignment of remuneration, as referenced above. Such periodic benchmarking is consistent with the requirement set out for the Council of Governors in article D.2.3 of the NHS Foundation Trust Code of Governance.

The Benchmarking analysis was based on the outputs from the annual remuneration survey undertaken by NHS Providers for 2018/19 and detailed the Trust's position in relation to both national averages and peer group averages in the North West region. Outcomes indicated that the Trust's current levels of remuneration are broadly consistent with both national and peer group averages and, consequently, the Committee recommended that no adjustments should be made to the remuneration levels for the Trust's Chair and Non-Executive Directors.

4. Council of Governors – Role & Responsibilities

The Committee received a report from the Interim Trust Secretary seeking a recommendation for the adoption of a formal role and responsibilities document for the Council of Governors. The requirement to have a written document is set out in article A.5.4 of the NHS Foundation Trust Code of Governance. The Committee agreed that adoption of a formal document would be a positive development and noted that the content would provide a useful guide for recently elected Governors and would also serve as a practical aide memoire for longer serving Governors. The Committee recommended the role and responsibilities document to the Council of Governors for formal adoption and a copy of the document is included for reference at Annex A.

5. Recommendation

The Council of Governors is recommended to:

- Note the outcomes from assessment of NHS England / NHS Improvement Guidance Documents as detailed at s2 of the report.
- Endorse the recommendation from the Committee that no adjustments be made to the remuneration levels for the Trust's Chair and Non-Executive Directors as detailed at s3 of the report.
- Approve adoption of the Council of Governors – Role & Responsibilities document included at Annex A to the report.

Council of Governors Role & Responsibilities

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Date of Issue:		Date of Review	

Recommended by	Nominations & Remuneration Committee
Approved by	Council of Governors
Approval date	
Version number	x.1
Review date	
Responsible Director	Chief Executive
Responsible Manager (Sponsor)	Trust Secretary
For use by	Members of the Council of Governors Directors and Senior Managers

This document is available in alternative formats on request.

Please contact the Trust Secretary on

0151 208 4033

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Change record form

Version	Date of change	Date of release	Changed by	Reason for change
x.1	3 Jan 2020	-----	P Buckingham	Document Creation

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Council of Governors – Role & Responsibilities

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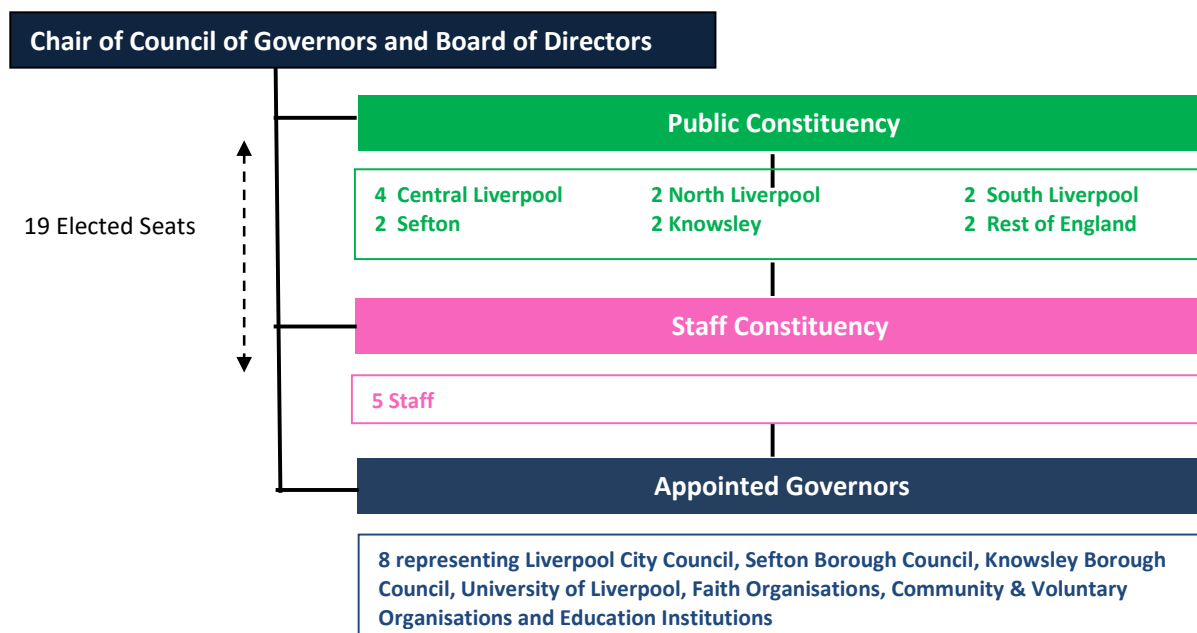
1. Introduction

- 1.1 The role of Governors is to provide an important link between the Trust and the members and stakeholders, who have either elected or nominated them to sit on the Trust's Council of Governors. They will also have an interest in the wider health community and the views of all people who live in the Trust's catchment area. Governors do not have any administrative powers in relation to Trust management, but they do have statutory responsibilities as defined in the National Health Service Act 2006 and 2012. Governors are expected to fulfil the roles and responsibilities as set out in the Trust's Constitution and to follow the requirements set out in the Code of Governance published by NHS Improvement, the Independent Regulator for Foundation Trusts (Appendix 1).
- 1.2 Governors are expected to engage with members, as far as is practicable, and to do their utmost to support the Trust and promote its successful development.
- 1.3 Governors do not deal with complaints about treatment or other aspects of conditions affecting patients and/or visitors.

2 Number and type of Governors

- 2.1 The Council of Governors is comprised of 27 Governors. These are 14 public Governors, elected by members in the six constituencies which make up the Trust's catchment area, five staff Governors and eight nominated Governors representing various stakeholders.

Composition of Council of Governors



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- 2.2 The Chairman of the Board of Directors is also the Chairman of the Council of Governors. This provides a direct link between the two bodies.
- 2.3 The Council of Governors will nominate one of its members to act as the Lead Governor. The role and responsibilities of the Lead Governor include:
- leading the Council of Governors where it would be inappropriate for the Chairman or Deputy Chairman to do so, such circumstances to be determined by the Senior Independent Director;
 - providing input to the Senior Independent Director in respect of the evaluation of the Chairman; and
 - liaising with NHS Improvement where it would be inappropriate for the Chairman to do so.

3 Statutory Responsibilities

- 3.1 The statutory responsibilities of the Council of Governors are set out in the Trust's Constitution and are summarised as to:
- hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors,
 - represent the interests of the members of the Trust as a whole and the interests of the public,
 - appoint and/or remove the Chairman and other Non-Executive Directors,
 - appoint the Vice Chairman of the Board of Directors,
 - approve the appointment of a Senior Independent Director,
 - approve the appointment of the Chief Executive,
 - decide the remuneration, allowances and other terms and conditions of office of the Chairman and the other Non-Executive Directors,
 - appoint or remove the Trust's auditor,
 - receive at a general meeting of the Council of Governors; the annual accounts, any report of the auditor on the annual accounts and the annual report,
 - approve amendments to the Trust's Constitution,
 - approve applications for a merger, acquisition, separation or dissolution of the Trust,
 - approve the Trust entering into a significant transaction.

- 3.2 The Council of Governors has a duty to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors. This includes ensuring the Board of Directors acts so that the Foundation Trust does not

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breach the conditions of its licence. While the ‘holding to account’ duty is set out in statute, no definition is provided of how this duty should be discharged in practice. It is therefore incumbent on the Council of Governors of individual Foundation Trust to determine the means and approach to holding to account.

3.3 In Liverpool Women’s NHS Foundation Trust, the Council of Governors will use the following means to carry out its holding to account duty:

- Presenting constructive challenge to Non-Executive Directors by means of questions at Council of Governors and Governor Group meetings,
- Receipt and consideration of reports from Non-Executive Directors on their areas of focus at Council of Governors meetings,
- Contributing to Council of Governors & Governor Group agenda planning to facilitate consideration of relevant subject areas,
- Observation of Non-Executive Director participation at Board of Directors meetings,
- Participation in joint workshops facilitated for Governors and Non-Executive Directors,
- Participation in the appraisal process of the Chairman,
- Contribution to the appraisal process for Non-Executive Directors (via the Lead Governor),
- Use access to the Chair and/or Senior Independent Director to raise concerns, where appropriate,
- Decision-making on extending terms of office of Non-Executive Directors,
- Exercising the Council of Governors powers to remove Non-Executive Directors.

4 Engagement Role & Responsibilities

4.1 In furtherance of the statutory responsibility to represent the interests of members and the public, Governors are expected to:

- proactively engage with members,
- provide an essential link between the Trust and its members,
- lead on development of the Trust’s membership strategy,
- represent the interests of the local community,
- share information about important decisions with other members or, in the case of appointed members, the organisations that appointed them,
- promote membership of the Foundation Trust,

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- act as “ambassadors” for the Trust - helping it to raise awareness of developments and service improvements,
- support the Trust’s corporate objectives and public engagement activities.

5. Other Responsibilities

5.1 Governors will be expected to:

- attend the general meetings of the Council of Governors,
- where nominated, attend meetings of any sub-committees established by the Council,
- prepare for each of these meetings,
- participate in induction and development events.

6. General

- 6.1 The Council of Governors may also be asked by the Board of Directors to be involved in the review of a specific service or issue, or to be involved in further development of a particular strategy.
- 6.2 The Council of Governors are not responsible for the day to day management of the Trust – this is the role of the Board of Directors.
- 6.3 The Trust’s Constitution gives the Council powers to expel any Governor who, without reasonable cause, fails to attend three consecutive meetings of the Council of Governors.
- 6.4 Governors must act in the best interests of the NHS Foundation Trust and should adhere to its values and the Code of Conduct for Council of Governors. Governors will be required to sign the Code of Conduct on election and/or appointment.
- 6.5 Governors will be expected to uphold the seven Principles of Public Life (Nolan Principles).
- 6.6 Governors will generally hold office for three years and will be eligible to stand for re-election on completion of each term, up to a maximum tenure of six consecutive years.
- 6.7 Governors are not paid but will be reimbursed travelling expenses for attending meetings of the Council of Governors or carrying out duties related to the Council of Governors subject to pre-authorisation by the Trust Secretary.
- 6.8 Governors are expected to undertake an induction programme and on-going development programme.

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Appendix 1: Extract from the NHS Foundation Trust Code of Governance (July 2014)

A.5 Governors

The 2012 Act made significant changes to the powers of, and obligations upon, governors of NHS foundation trusts. Monitor has described in this section of the Code those areas of the governors' role that are relevant and which NHS foundation trusts may find helpful.

In addition, in August 2013, Monitor published a separate document which examines how governors can deliver their duties: *Your statutory duties: A reference guide for NHS foundation trust governors*.

Main principles

A.5.a The council of governors has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors. This includes ensuring the board of directors acts so that the foundation trust does not breach the conditions of its licence. It remains the responsibility of the board of directors to design and then implement agreed priorities, objectives and the overall strategy of the NHS foundation trust.

A.5.b The council of governors is responsible for representing the interests of NHS foundation trust members and the public and staff in the governance of the NHS foundation trust. Governors must act in the best interests of the NHS foundation trust and should adhere to its values and code of conduct.

A.5.c Governors are responsible for regularly feeding back information about the trust, its vision and its performance to members and the public and the stakeholder organisations that either elected or appointed them. The trust should ensure governors have appropriate support to help them discharge this duty.

Supporting principles

A.5.d Governors should discuss and agree with the board of directors how they will undertake these and any other additional roles, giving due consideration to the circumstances of the NHS foundation trust and the needs of the local community and emerging best practice.

A.5.e Governors should work closely with the board of directors and must be presented with, for consideration, the annual report and accounts and the annual plan at a general meeting. The governors must be consulted on the development of forward plans for the trust and any significant changes to the delivery of the trust's business plan.

A.5.f Governors should use their voting rights (including those described in A.5.14 and A.5.15) to hold the non-executive directors individually and collectively to account and act in

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the best interest of patients, members and the public. If the council of governors does withhold consent for a major decision, it must justify its reasons to the chair and the other non-executive directors, bearing in mind that its decision is likely to have a range of consequences for the NHS foundation trust. The council of governors should take care to ensure that reasons are considered, factual and within the spirit of the Nolan principles.

Code provisions

A.5.1. The council of governors should meet sufficiently regularly to discharge its duties. Typically the council of governors would be expected to meet as a full council at least four times a year. Governors should, where practicable, make every effort to attend the meetings of the council of governors. The NHS foundation trust should take appropriate steps to facilitate attendance.

A.5.2. The council of governors should not be so large as to be unwieldy. The council of governors should be of sufficient size for the requirements of its duties. The roles, structure, composition, and procedures of the council of governors should be reviewed regularly as described in provision B.6.5.

A.5.3. The annual report should identify the members of the council of governors, including a description of the constituency or organisation that they represent, whether they were elected or appointed, and the duration of their appointments. The annual report should also identify the nominated lead governor. A record should be kept of the number of meetings of the council and the attendance of individual governors and it should be made available to members on request.

A.5.4. The roles and responsibilities of the council of governors should be set out in a written document. This statement should include a clear explanation of the responsibilities of the council of governors towards members and other stakeholders and how governors will seek their views and keep them informed.

A.5.5. The chairperson is responsible for leadership of both the board of directors and the council of governors (see A.3) but the governors also have a responsibility to make the arrangements work and should take the lead in inviting the chief executive to their meetings and inviting attendance by other executives and non-executives, as appropriate. In these meetings other members of the council of governors may raise questions of the chairperson or his/her deputy, or any other relevant director present at the meeting about the affairs of the NHS foundation trust.

A.5.6. The council of governors should establish a policy for engagement with the board of directors for those circumstances when they have concerns about the performance of the board of directors, compliance with the *new provider licence* or other matters related to the overall wellbeing of the NHS foundation trust. The council of governors should input into the board's appointment of a senior independent director (see A.4.1).

A.5.7. The council of governors should ensure its interaction and relationship with the board of directors is appropriate and effective. In particular, by agreeing the availability and timely

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communication of relevant information, discussion and the setting in advance of meeting agendas and, where possible, using clear, unambiguous language.

A.5.8. The council of governors should only exercise its power to remove the chairperson or any non-executive directors after exhausting all means of engagement with the board of directors. The council should raise any issues with the chairperson with the senior independent director in the first instance.

A.5.9. The council of governors should receive and consider other appropriate information required to enable it to discharge its duties, for example clinical statistical data and operational data.

Relevant statutory requirements

A.5.10 The council of governors has a statutory duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors.

A.5.11. The 2006 Act, as amended, gives the council of governors a statutory requirement to receive the following documents. These documents should be provided in the annual report as per the *NHS Foundation Trust Annual Reporting Manual*:

- (a) the annual accounts;
- (b) any report of the auditor on them; and
- (c) the annual report.

A.5.12 The directors must provide governors with an agenda prior to any meeting of the board, and a copy of the approved minutes as soon as is practicable afterwards. There is no legal basis on which the minutes of private sessions of board meetings should be exempted from being shared with the governors. In practice, it may be necessary to redact some information, for example, for data protection or commercial reasons. Governors should respect the confidentiality of these documents.

A.5.13 The council of governors may require one or more of the directors to attend a meeting to obtain information about performance of the trust's functions or the directors' performance of their duties, and to help the council of governors to decide whether to propose a vote on the trust's or directors' performance.

A.5.14 Governors have the right to refer a question to the independent panel for advising governors. More than 50% of governors who vote must approve this referral. The council should ensure dialogue with the board of directors takes place before considering such a referral, as it may be possible to resolve questions in this way.

A.5.15. Governors should use their new rights and voting powers from the 2012 Act to represent the interests of members and the public on major decisions taken by the board of directors. These new voting powers require:

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- More than half of the members of the board of directors who vote and more than half of the members of the council of governors who vote to approve a change to the constitution of the NHS foundation trust.
- More than half of governors who vote to approve a significant transaction.
- More than half of all governors to approve an application by a trust for a merger, acquisition, separation or dissolution.
- More than half of governors who vote, to approve any proposal to increase the proportion of the trust's income earned from non-NHS work by 5% a year or more. For example, governors will be required to vote where an NHS foundation trust plans to increase its non-NHS income from 2% to 7% or more of the trust's total income.
- Governors to determine together whether the trust's non-NHS work will significantly interfere with the trust's principal purpose, which is to provide goods and services for the health service in England, or its ability to perform its other functions.

NHS foundation trusts are permitted to decide themselves what constitutes a “significant transaction” and may choose to set out the definition(s) in the trust's constitution. Alternatively, with the agreement of the governors, trusts may choose not to give a definition, but this would need to be stated in the constitution.

B.6 Evaluation

Main principles

B.6.c The council of governors, which is responsible for the appointment and re-appointment of non-executive directors, should take the lead on agreeing a process for the evaluation of the chairperson and the non-executives, with the chairperson and the non-executives. The outcomes of the evaluation of the non-executive directors should be agreed with them by the chairperson. The outcomes of the evaluation of the chairperson should be agreed by him or her with the senior independent director. The outcomes of the evaluation of the non-executive directors and the chairperson should be reported to the governors. The governors should bear in mind that it may be desirable to use the senior independent director to lead the evaluation of the chairperson.

Code provisions

B.6.5. Led by the chairperson, the council of governors should periodically assess their collective performance and they should regularly communicate to members and the public details on how they have discharged their responsibilities, including their impact and effectiveness on:

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- holding the non-executive directors individually and collectively to account for the performance of the board of directors.
- communicating with their member constituencies and the public and transmitting their views to the board of directors; and
- contributing to the development of forward plans of NHS foundation trusts.

The council of governors should use this process to review its roles, structure, composition and procedures, taking into account emerging best practice. Further information can be found in Monitor's publication: *Your statutory duties: A reference guide for NHS foundation trust governors*.

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		Agenda Item
MEETING	Council of Governors	
PAPER/REPORT TITLE:	Terms of Reference – Nominations & Remuneration Committee	
DATE OF MEETING:	Thursday, 13 February 2020	
ACTION REQUIRED	Approve	
EXECUTIVE DIRECTOR:	Paul Buckingham, Interim Trust Secretary	
AUTHOR(S):	Paul Buckingham, Interim Trust Secretary	
STRATEGIC OBJECTIVES:	<p>Which Objective(s)?</p> <p>1. To develop a well led, capable, motivated and entrepreneurial workforce <input checked="" type="checkbox"/></p> <p>2. To be ambitious and efficient and make the best use of available resource <input type="checkbox"/></p> <p>3. To deliver safe services <input type="checkbox"/></p> <p>4. To participate in high quality research and to deliver the most effective Outcomes <input type="checkbox"/></p> <p>5. To deliver the best possible experience 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. Potential risk of harm to patients and damage to Trust's reputation as a result of failure to have sufficient numbers of clinical staff with the capability and capacity to deliver the best care. <input type="checkbox"/></p> <p>3. The Trust is not financially sustainable beyond the current financial year..... <input type="checkbox"/></p> <p>4. Failure to deliver the annual financial plan <input type="checkbox"/></p> <p>5. Location, size, layout and accessibility of current services do not provide for sustainable integrated care or quality service provision <input type="checkbox"/></p> <p>6. Ineffective understanding and learning following significant events..... <input type="checkbox"/></p> <p>7. Inability to achieve and maintain regulatory compliance, performance and assurance..... <input checked="" type="checkbox"/></p> <p>8. Failure to deliver an integrated EPR against agreed Board plan (Dec 2016) <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, <input checked="" type="checkbox"/></p>	

	<i>supports learning and innovation, and promotes an open and fair culture.</i> ALL DOMAINS <input type="checkbox"/>	
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):	1. This report will be published in line with the Trust's Publication Scheme, subject to redactions approved by the Board, within 3 weeks of the meeting	
RECOMMENDATION: (eg: The Board/Committee is asked to:-.....)	<i>The Council of Governors is recommended to approve the revised Terms of Reference included at Annex A.</i>	
PREVIOUSLY CONSIDERED BY:	Committee name	<i>Choose an item.</i> Or type here if not on list: Nominations & Remuneration Committee
	Date of meeting	Wednesday, 30 October 2019

Report

Introduction

The Terms of Reference for the Committee were last reviewed and approved by the Council of Governors on 25 January 2017. This followed a decision to merge the two Governor Committees responsible for Nominations and Remuneration into a single Committee. Section 11 of the current Terms of Reference states that ***“The terms of reference of the committee shall be reviewed by the council of governors at least annually”***. Consequently, the Terms of Reference are overdue for review.

Issues for Consideration

The current Terms of Reference were reviewed by the Nominations & Remuneration Committee during a meeting held on 30 October 2019. The Committee considered and agreed a number of amendments suggested by the Interim Trust Secretary which related to:

- The quorum for Committee meetings and amending the requirement for two public governors to be present
- Introducing a maximum term of office for members of the Committee; and
- Revising the review period from one to two years

The proposed amendments are highlighted in the draft Terms of Reference included at Annex A by the use of bold italics and/or strikethrough.

Governors are requested to note that this report was originally presented to the Council of Governors on 6 November 2019. Approval of the revised Terms of Reference could not be completed as there was not a quorum present at the meeting.

Recommendation

The Council of Governors is recommended to:

- Approve the draft Terms of Reference included at Annex A as recommended by the Nominations & Remuneration Committee.

Council of Governors

Nomination and Remuneration Committee

Please note that all references in these terms of reference to non-executive directors are to be taken to include the chair, unless specifically indicated otherwise.

1. AUTHORITY

- 1.1 The council of governors' nomination and remuneration committee (the committee) is constituted as a standing committee of the council of governors. Its constitution and terms of reference shall be as set out below, subject to amendment at future meetings of the council of governors.
- 1.2 The committee is authorised by the council of governors to act within its terms of reference. All members of staff are requested to co-operate with any request made by the committee.
- 1.3 The committee is authorised by the council of governors, subject to funding approval by the board of directors, to request professional advice and request the attendance of individuals and authorities from outside the trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.
- 1.4 The committee is also authorised to request such internal information as is necessary and expedient to the fulfilment of its functions.

2. CONFLICTS OF INTEREST

- 2.1 The chair of the trust, or any non-executive director present at committee meetings, will withdraw from discussions concerning their own re-appointment, remuneration or terms of service.

3. NOMINATION ROLE

The committee will:

- 3.1 Periodically review the balance of skills, knowledge, experience and diversity of the non-executive directors and, having regard to the views of the board of directors and relevant guidance on board composition, make recommendations to the council of governors with regard to the outcome of the review.
- 3.2 Review the results of the board of directors' performance evaluation process that relate to the composition of the board of directors.
- 3.3 Review annually the time commitment requirement for non-executive directors.
- 3.4 Give consideration to succession planning for non-executive directors, taking into account the challenges and opportunities facing the trust and the skills and expertise needed on the board of directors in the future.
- 3.5 Make recommendations to the council of governors concerning plans for succession, particularly for the key role of chair.
- 3.6 Keep the leadership needs of the trust under review at non-executive level to ensure the continued

ability of the trust to operate effectively in the health economy.

- 3.7 Keep up-to-date and fully informed about strategic issues and commercial changes affecting the trust and the environment in which it operates.
- 3.8 Agree with the council of governors a clear process for the nomination of a non-executive director.
- 3.9 Take into account the views of the board of directors on the qualifications, skills and experience required for each position.
- 3.10 For each appointment of a non-executive director, prepare a description of the role and capabilities and expected time commitment required.
- 3.11 Identify and nominate suitable candidates to fill vacant posts within the committee's remit, for appointment by the council of governors.
- 3.12 Ensure that a proposed non-executive director's other significant commitments are disclosed to the council of governors before appointment and that any changes to their commitments are reported to the council of governors as they arise.
- 3.13 Ensure that proposed appointees disclose any business interests that may result in a conflict of interest prior to appointment and that any future business interests that could result in a conflict of interest are reported.
- 3.14 Ensure that on appointment non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board of director meetings.
- 3.15 Advise the council of governors in respect of the re-appointment of any non-executive director. Any term beyond six years must be subject to a particularly rigorous review.
- 3.16 Advise the council of governors in regard to any matters relating to the removal of office of a non-executive director.
- 3.17 Make recommendations to the council of governors on the membership of committees as appropriate, in consultation with the chairs of those committees.

4. REMUNERATION ROLE

The committee will:

- 4.1 Recommend to the council of governors a remuneration and terms of service policy for non-executive directors, taking into account the views of the chair (except in respect of his own remuneration and terms of service) and the chief executive and any external advisers.
- 4.2 In accordance with all relevant laws and regulations, recommend to the council of governors the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors.
- 4.3 Receive and evaluate reports about the performance of individual non-executive directors and consider this evaluation output when reviewing remuneration levels.

- 4.4 In adhering to all relevant laws and regulations establish levels of remuneration which:
- 4.4.1 are sufficient to attract, retain and motivate non-executive directors of the quality and with the skills and experience required to lead the trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the trust;
 - 4.4.2 reflect the time commitment and responsibilities of the roles;
 - 4.4.3 take into account appropriate benchmarking and market-testing, while ensuring that increases are not made where trust or individual performance do not justify them; and
 - 4.4.4 are sensitive to pay and employment conditions elsewhere in the trust.
- 4.5 Oversee other related arrangements for non-executive directors.

5. MEMBERSHIP

- 5.1 The membership of the committee shall consist of:
- 5.1.1 The chair of the trust and
the following, appointed by the council of governors *for a maximum term of three years (subject to individuals maintaining governor status)*:
 - 5.1.2 two public governors
 - 5.1.3 one staff governor
 - 5.1.4 one appointed governor
 - 5.1.5 the lead governor
- 5.2 The committee will be chaired by the chair of the trust. Where the chair has a conflict of interest, for example when the committee is considering the chair's re-appointment, remuneration or performance, the committee will be chaired by the senior independent director (SID) or failing the SID the vice chair.
- 5.3 A quorum shall be three members. ~~two of whom must be public governors.~~

6. SECRETARY

- 6.1 The trust secretary shall be secretary to the committee.

7. ATTENDANCE

- 7.1 Only members of the committee have the right to attend committee meetings.
- 7.2 At the invitation of the committee, meetings shall normally be attended by the chief executive and director of human resources.
- 7.3 Other persons may be invited by the committee to attend a meeting so as to assist in deliberations.

8. FREQUENCY OF MEETINGS

- 8.1 Meetings shall be held as required, but at least once in each financial year.

9. MINUTES AND REPORTING

- 9.1 Formal minutes shall be taken of all committee meetings and once approved by the committee, circulated to all members of the council of governors unless a conflict of interest or matter of confidentiality exists.
- 9.2 The committee will report to the council of governors after each meeting.

10. PERFORMANCE EVALUATION

- 10.1 The committee shall review annually its collective performance.

11. REVIEW

- ~~11.1~~ The terms of reference of the committee shall be reviewed by the council of governors at least **every two years.** ~~annually.~~

		Agenda Item
MEETING	Council of Governors	
PAPER/REPORT TITLE:	Council of Governors - Effectiveness Survey 2020	
DATE OF MEETING:	Thursday, 13 February 2020	
ACTION REQUIRED	Receive	
EXECUTIVE DIRECTOR:	Paul Buckingham, Interim Trust Secretary	
AUTHOR(S):	Paul Buckingham, Interim Trust Secretary	
STRATEGIC OBJECTIVES:	<p>Which Objective(s)?</p> <p>1. To develop a well led, capable, motivated and entrepreneurial workforce <input checked="" type="checkbox"/></p> <p>2. To be ambitious and efficient and make the best use of available resource <input type="checkbox"/></p> <p>3. To deliver safe services <input type="checkbox"/></p> <p>4. To participate in high quality research and to deliver the most effective Outcomes <input type="checkbox"/></p> <p>5. To deliver the best possible experience 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. Potential risk of harm to patients and damage to Trust's reputation as a result of failure to have sufficient numbers of clinical staff with the capability and capacity to deliver the best care. <input type="checkbox"/></p> <p>3. The Trust is not financially sustainable beyond the current financial year..... <input type="checkbox"/></p> <p>4. Failure to deliver the annual financial plan <input type="checkbox"/></p> <p>5. Location, size, layout and accessibility of current services do not provide for sustainable integrated care or quality service provision <input type="checkbox"/></p> <p>6. Ineffective understanding and learning following significant events..... <input type="checkbox"/></p> <p>7. Inability to achieve and maintain regulatory compliance, performance and assurance..... <input checked="" type="checkbox"/></p> <p>8. Failure to deliver an integrated EPR against agreed Board plan (Dec 2016) <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, <input checked="" type="checkbox"/></p>	

	supports learning and innovation, and promotes an open and fair culture. <div>ALL DOMAINS <input type="checkbox"/></div>	
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):	1. This report will be published in line with the Trust's Publication Scheme, subject to redactions approved by the Board, within 3 weeks of the meeting	
RECOMMENDATION: (eg: The Board/Committee is asked to:-.....)	Click here to enter text. The Council of Governors is recommended to: <ul style="list-style-type: none"> Receive the report and note the outcomes from the Governor Survey 2020 included at Annex A of the report. Use the outcomes from the survey as the basis for further consideration and/or action planning at the Council of Governors meeting on 13 February 2020. 	
PREVIOUSLY CONSIDERED BY:	Committee name	Choose an item. Or type here if not on list: Click here to enter text.
	Date of meeting	

Report

Introduction

It is recognised good practice for the Council of Governors to carry out periodic reviews of its effectiveness and collective performance, and this good practice is reflected as a requirement in the NHS Foundation Trust Code of Governance. Historically, the review in the Trust has been based on a survey approach and this process was last completed in January 2018.

The 2020 review has been based on an online survey which all Governors were invited to complete. The survey was published on 15 January 2020, with a deadline for completion of 31 January 2020. A total of 14 responses were submitted, out of a total of 23 Governors invited to complete the survey, with a response rate of 61%. The response rate suggests that, while clearly not unanimous, outcomes from the survey provide a representative reflection of Governor views.

Issues for Consideration

Outcomes from the survey are included for reference at Annex A to the report. Governors will note that outcomes have been RAG-rated to identify specific areas for further consideration by the Council of Governors and to identify development plans, where applicable. The RAG-ratings are as follows:

	Positive response from majority of respondents – no action required
	Responses suggest scope for further consideration by the Council of Governors
	Responses suggest action is required for the specific subject

It is encouraging that the overall outcomes from the survey are extremely positive with 27 green-rated questions, 5 amber-rated questions and 2 red-rated questions (both of which relate to learning and development). It should be noted that the alignment of RAG-ratings, which has been carried out by the Interim Trust Secretary, could be subjective and Governors may choose to allocate a different rating to some specific questions.

The survey included a number of questions where Governors were invited to provide free text responses. These questions covered the following subject areas:

- Scheduling of Council of Governors meetings
- Themes / subjects Governors would like to see included on meeting agendas
- Barriers that may impair Governor contribution at meetings
- Development needs which would enhance contribution to the Council of Governors

The responses provided for these areas will inform content for a workshop session which will be held during the Council of Governors meeting on 13 February 2020, along with the subjects that have amber-rated and red-rated responses.

The last section of the survey invited Governors to provide any additional comments to supplement their survey responses. Some, but not all, Governors chose to provide additional comments and details are included at the end

of the survey outcomes document at Annex A. Governors will note that elements of these additional comments will play in to the areas for further consideration at the Council of Governors meeting.

Recommendation

The Council of Governors is recommended to:

- Receive the report and note the outcomes from the Governor Survey 2020 included at Annex A of the report.
- Use the outcomes from the survey as the basis for further consideration and/or action planning at the Council of Governors meeting on 13 February 2020.

GOVERNOR SURVEY 2020 – QUESTIONS & RESPONSES

	Question	RAG Rating
1.	Name (Optional)	N/A
2.	Please select the option below that describes your role Public Governor = 71.5% Staff Governor = 7% Appointed Governor = 21.5%	
3.	I can describe to members of the public what the role of a Governor is Agree = 36% Strongly Agree = 64%	
4.	I believe that the Council represents the interests of members and the public well Agree = 71.5% Strongly Agree = 28.5%	
5.	I believe that the Council as a whole is performing better than 12 months ago Agree = 28.5% Strongly Agree = 21.5% Do Not Know = 50%	
6.	I believe that the Council of Governors functions effectively Disagree = 7% Agree = 78.5% Strongly Agree = 14.5%	
7.	I understand the statutory responsibilities of the Council of Governors Agree = 43% Strongly Agree = 57%	
8.	I understand the role that the Lead Governor has at the Trust. Agree = 64.5% Strongly Agree = 28.5% Do Not Know = 7%	
9.	I have been inducted into my Governor role Agree = 36% Strongly Agree = 64%	

10.	<p>I believe that Council of Governors meetings are well chaired by the Trust Chair</p> <p>Disagree = 7%</p> <p>Agree = 21.5%</p> <p>Strongly Agree = 71.5%</p>	
11.	<p>I know what is meant by holding the Chair and other Non-Executive Directors to account for the performance of the Board</p> <p>Disagree = 7%</p> <p>Agree = 57%</p> <p>Strongly Agree = 36%</p>	
12.	<p>I feel that the Council works well in holding the Chair and other Non-Executive Directors to account</p> <p>Disagree = 7%</p> <p>Agree = 64.5%</p> <p>Strongly Agree = 21.5%</p> <p>Do Not Know = 7%</p>	
13.	<p>The Council holds fellow Governors to account for the way in which they interact with colleagues</p> <p>Strongly Disagree = 7%</p> <p>Agree = 28.5%</p> <p>Strongly Agree 14.5%</p> <p>Do Not Know = 50%</p>	
14.	<p>I believe that 4 Council of Governors meetings a year is sufficient to address matters that require the Council's attention</p> <p>Disagree = 7%</p> <p>Agree = 64.5%</p> <p>Strongly Agree = 28.5%</p>	
15.	<p>I find that the written information provided at Council of Governors and Governor Group meetings is explained in a way that is relevant to Governors</p> <p>Disagree = 7%</p> <p>Agree = 36%</p> <p>Strongly Agree = 57%</p>	
16.	<p>I receive papers for meetings early enough to read them before the meeting</p> <p>Strongly Disagree = 7%</p> <p>Agree = 36%</p> <p>Strongly Agree = 57%</p>	

17.	<p>On which days of the week would you prefer Council of Governors meetings to be held?</p> <p>Answer Choices – Free Text response</p>	
18.	<p>What time of day would you prefer Council of Governors meetings to be held?</p> <p>Morning = Nil Afternoon = 14.5% Evening = 85.5%</p>	
19.	<p>Would you be in favour of later start times in Spring/Summer e.g. 1700 and earlier start times in Autumn/Winter months e.g. 1400?</p> <p>Yes = 23% No = 77%</p>	
20.	<p>I believe that the quarterly cycle of Governor Group meetings is appropriate</p> <p>Agree = 64% Strongly Agree = 36%</p>	
21.	<p>I believe that the scheduling of Governor Group meetings on the same day as relevant Board Committee meetings works well in ensuring both timely briefings and participation of Non-Executive Directors.</p> <p>Agree = 23% Strongly Agree = 54% Do Not Know = 23%</p>	
22.	<p>I believe that the cycle of Governor Group and Council meetings provides sufficient opportunity for Governors to hold Non-Executive Directors individual and collectively to account.</p> <p>Disagree = 7% Agree = 50% Strongly Agree = 28.5% Do Not Know = 14.5%</p>	
23.	<p>I believe that subjects on the agendas for Council of Governors meetings stimulate Governor attendance and engagement?</p> <p>Disagree = 7% Agree = 43% Strongly Agree = 21.5% Do Not Know = 28.5%</p>	

24.	<p>Are there any themes / subjects you would like to see included on the agendas?</p> <p>Answer Choices – Free text response</p>	
25.	<p>I believe that including Workshop-type activities in Council of Governors meetings is beneficial for Governors?</p> <p>Disagree = 7%</p> <p>Agree = 43%</p> <p>Strongly Agree = 43%</p> <p>Do Not Know = 7%</p>	
26.	<p>I feel that I am able to contribute to the discussion at Council / Governor Group meetings</p> <p>Disagree = 7%</p> <p>Agree = 43%</p> <p>Strongly Agree = 36%</p> <p>Do Not Know = 14%</p>	
27.	<p>Do you feel that there are barriers that may impair Governor contributions and, if so, what are these barriers?</p> <p>Answer Choices - Free text response</p>	
28.	<p>When I ask questions, I am given answers / explanations that satisfy me</p> <p>Agree = 64%</p> <p>Strongly Agree = 29%</p> <p>Do Not Know = 7%</p>	
29.	<p>There is a good level of engagement between Non-Executive Directors and Governors.</p> <p>Disagree = 14.5%</p> <p>Agree = 57%</p> <p>Strongly Agree = 28.5%</p>	
30.	<p>There is a good level of engagement between Executive Directors and Governors.</p> <p>Disagree = 7%</p> <p>Agree = 64.5%</p> <p>Strongly Agree = 21.5%</p> <p>Do Not Know = 7%</p>	

31.	<p>I have found that the Board listens to the Council of Governors and takes its views into account.</p> <p>Disagree = 7% Agree = 57% Strongly Agree = 21.5% Do Not Know = 14.5%</p>	
32.	<p>I have found that the Board shares its vision for the future with Governors and that Governors are able to contribute to the Trust's future plans</p> <p>Agree = 28.5% Strongly Agree = 57% Do Not Know = 14.5%</p>	
33.	<p>I feel that the Trust has engages well with Members and members of the public</p> <p>Strongly Disagree = 7% Disagree = 28.5% Agree = 50% Strongly Agree = 14.5%</p>	
34.	<p>I believe that the Trust should put on a programme of Member events during 2020/21</p> <p>Agree = 50% Strongly Agree = 43% Do Not Know = 7%</p>	
35.	<p>I have participated in training and development for Governors in the past 12 months</p> <p>Strongly Disagree = 7% Disagree = 43% Agree = 28.5% Strongly Agree = 14.5% Do Not Know = 7%</p>	
36.	<p>I believe that there are sufficient learning and development opportunities available to Governors</p> <p>Strongly Disagree = 7% Disagree = 28.5% Agree = 36% Strongly Agree = 14% Do Not Know = 14.5%</p>	

37.	Do you have any specific learning and development needs which you feel would enhance your contribution to the Council of Governors? Answer Choices - Free text response	
38.	I feel well-supported in my role as a Governor by the Trust Chair Disagree = 7% Agree = 43% Strongly Agree = 43% Do Not Know = 7%	
39.	I feel well-supported in my role as a Governor by the Trust Secretary Disagree = 7% Agree = 28.5% Strongly Agree = 57.5% Do Not Know = 7%	
40.	<p>Please use the box below to provide any additional comments</p> <p>Responses</p> <p><i>I am new to the role however feel well supported and know where to seek any advice or guidance if needed.</i></p> <p><i>Some governors have a poor attendance rate at meetings. This means that the efforts of the Trust to involve governors and draw on their support are not as rewarding as they could be.</i></p> <p><i>Council of Governors meeting – well led by the Chair. I commend the good work of the Trust Secretary. Well done, keep it up.</i></p> <p><i>The sub-committee methodology is much better. It's easier to ask questions, ask for clarification and voice concerns. It has also meant Governors are building up an expertise in aspects of the hospital's work. The concern I have as a Governor is the turn over of staff within key roles.</i></p> <p><i>Is there a group email set up for all governors to communicate with one another? Do we ever have an evaluation and report of our contribution and involvement? How have governors made a difference? Are there any informal get togethers for governors to meet outside of official meetings? Have members ever been invited to focus groups to meet face to face with respective governors? Is there an open agenda item for governors to give information or feedback at the council of governors meeting?</i></p> <p><i>I have felt a level of frustration historically when making a suggestion that has not been followed up and needed changes have failed to happen. Recent example was changes to the website for Governor bios was a very old request that needed resurrection.</i></p> <p><i>Why members fail to attend meetings? There is a noticeable absence of members at COG meetings and specialised sessions. Efforts by the means of update information are emailed to all governors, early days as to effectiveness. Workshops for Members and Charitable organisations have worked well in the past, involving staff members and governors, this</i></p>	

type of engagement may also attract more governors to attend and increase membership. Could the COG information be delivered in a less formal setting, various staff members stand up in front of the audience some of whom are seated at the back may not see or hear the speaker, need to involve the governors more, then just are there any questions. This needs to be discussed more openly not just on the result of a survey. Ownership / partnership type theme this is something I would prefer to talk about rather than submit on a survey. Although I agree the trust engages with the public and members, this is limited and needs to be reviewed asap. Give the AMM a day with a topic worked well in the past and membership increased.