

# **LIVERPOOL WOMEN'S NHS FOUNDATION TRUST**

## **Council of Governors Meeting**

**30 July 2020**



Meeting of the Council of Governors  
Wednesday 30 July 2020 at 1730  
Virtual Meeting via Zoom

Item no. 2020/21	Title of item	Objectives/desired outcome	Process	Item presenter	Time allocated to item	CQC Fundamental Standard
014	Welcome & Apologies for absence	Receive apologies	Verbal	Chair	1730 (5mins)	Well led
015	Meeting guidance notes	Receive and note	Written guidance	Chair		Well led
016	Declarations of interest	Identify and avoid conflicts of interest	Verbal	Chair		Well led
017	Minutes of the previous meeting – 14 May 2020	Confirm as an accurate record the minutes of the previous meeting	Written minutes	Chair		Well led
018	Matters arising and action log	Provide an update in respect of any matters arising	Verbal	Chair		Well led
019	Annual Report and Accounts 2019/20	To note the Annual Report and accounts and report from the Auditors	Written / Presentation	Trust Secretary / Trust Auditor	1735 (15 mins)	Well led
020	Chair's announcements <ul style="list-style-type: none"> <li>Governor Elections 2020</li> <li>AMM</li> <li>CoG Effectiveness Survey - Progress</li> <li>EPR</li> <li>2019 Inpatient Survey Results</li> <li>Freedom to Speak Up Index</li> <li>Neonatal Redevelopment</li> <li>Liverpool Neonatal Partnership</li> </ul>	Report recent and announce items of significance not elsewhere on the agenda	Verbal	Chair, CEO & Executive Directors	1750 (15 mins)	Well led

MATTERS FOR RECEIPT / APPROVAL						
021	Minutes 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 minutes for assurance	Verbal  Written  Written	Group Chairs	1805 (10mins)	All
022	Patient/Staff Story • Day in the life of a Neonates Nurse	To Note	Presentation	Kirsty Cassidy	1815 (15mins)	Well led
023	Clinical & Quality Strategy	To participate in the development of the Strategy	Workshop	Trust Secretary	1830 (30 mins)	Well led
024	Covid-19 Trust Response	To Note	Written	Chief Executive	1900 (10 mins)	Well led
025	Membership Engagement Refresh	To approve	Written	Trust Secretary	1910 (10 mins)	Well led
026	Extension of External Audit Contract	To approve	Written	Trust Secretary	1920 (5 mins)	Well led
ITEMS FOR INFORMATION AND DISCUSSION						
027	Review of risk impacts of items discussed	Identify any new risk impacts	Verbal	Chair	1925 (5 mins)	Well Led
028	Any other business	Consider any urgent items of other business	Verbal or written	Chair		Well Led
029	Review of meeting	Review the effectiveness of the meeting	Verbal	Chair / all	Meeting end 1930	Well Led

*Date, time and place of next meeting: Thursday 12 November 2020 at 1730 - Location TBC*

## Meeting attendees' guidance using Microsoft Teams

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

### Before the meeting

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

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

### Microsoft Teams

- Arrive in good time to set up your laptop/tablet for the virtual meeting
- Switch mobile phone to silent
- Find the appointment and open
  - If you have been sent the appointment as a diary invite click on Calendar on the left hand column. Open appointment and click join. Alternatively click on the link within the emailed diary appointment 'Join Microsoft teams'
  - If you have been asked to join an **existing** TEAM then please open Microsoft Teams, Click on Teams on the left hand column. Click on the relevant team you want to open, then click on Meet Now.
- Four screens (participants) can be viewed at one time. Those speaking will be viewable automatically.
- Click Show Participants to see who has joined the call as only 4 screens can be viewed at one time.
- Mute your screen unless you need to speak to prevent background noise
  - Only the Chair and the person(s) presenting the paper should be unmuted
  - Remember to unmute when you wish to speak
- Show conversation: open this at start of the meeting.
  - This function should be used to communicate with the Chair and flag if you wish to make comment
- Open files within Microsoft teams
  - Within your team, click on Files – top of the page.
- Use headphones if preferred
- Camera on option
- Screen sharing
  - If you wish to share a live document from your desktop click on share and identify which open document you would like others to view
- Use multi electronic devices to support teams.
  - You might find using both mobile and laptops is useful. One for Microsoft teams and one for viewing papers



**At the meeting**

- 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)
- Consent agenda items, taken as read by members and the minutes will reflect recommendations from the paper. Comments can still be made on the papers if required.

**Attendance**

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

**After the meeting**

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

### Standards & Obligations

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

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

Page 129 Handbook to the NHS Constitution 26<sup>th</sup> March 2013

## COUNCIL OF GOVERNORS

### Minutes of a meeting held on Thursday 14 May 2020 at 17:30 held virtually

<b>Present:</b>	Mr Robert Clarke	Chair
	Ms Sarah Carroll	Public Governor (Central Liverpool)
	Ms Sara Miceli-Fagrell	Public Governor (South Liverpool)
	Ms Pat Speed	Public Governor (Sefton)
	Mrs Jackie Sudworth	Public Governor
	Mrs Denise Richardson	Public Governor (Rest of England & Wales)
	Ms Kate Hindle	Staff Governor
	Mrs Gillian Walker	Staff Governor
	Mrs Mary McDonald	Appointed Governor (Community/voluntary/orgs)
	Prof Valerie Fleming	Appointed Governor (University)
	Reverend Cynthia Dowdle	Appointed Governor (Faith Organisations)

<b>In Attendance:</b>	Ms Tracy Ellery	Non-Executive Director
	Mr Mark Grimshaw	Trust Secretary
	Mrs Jennifer Hannon	Director of Finance
	Mr Phil Huggon	Non-Executive Director
	Mr Ian Knight	Non-Executive Director
	Dr Andrew Loughney	Medical Director
	Dr Susan Milner	Non-Executive Director
	Ms Jo Moore	Non-Executive Director
	Mrs Kathryn Thomson	Chief Executive
	Mrs Michelle Turner	Director of Workforce & Marketing
	Mrs Louise Hope	Assistant Trust Secretary (minutes)

<b>Apologies:</b>	Mr Isaac Olaitan Okeya	Public Governor (Central Liverpool)
	Ms Evie Jefferies	Public Governor (Rest of England & Wales)
	Councillor Angela Coleman	Appointed Governor (Liverpool Council)
	Mr Tony Okotie	Non-Executive Director (Senior Independent Director)
	Ms Louise Kenny	Non-Executive Director
	Mr Gary Price	Director of Operations

#### 20/21/01 Welcome and Apologies for absence

Apologies as noted.

It was noted that the meeting was being recorded for the purposes of those not in attendance.

#### 20/21/02 Meeting guidance notes

Received and noted.

#### 20/21/03 Declarations of Interests

None declared. See Council of Governor Register of Interests declared.

#### 20/21/04 Minutes of the previous meeting held 13 February 2020

The minutes of the previous meeting held on 13 February 2020 were reviewed and agreed as a true and accurate record subject to a minor amendment within item 19/20/71.

**20/21/05 Matters arising and action log**

There were no matters arising nor outstanding actions.

**20/21/06 Chair's Announcements and Chief Executive's Update**

The Chair informed the Council that work continued to progress during the Covid-19 pandemic. All Board and Board Committee's continued to be held, the Executives were present on site 7 days a week on a rota basis and the Non-Executive team remained in close contact with the executive team. The Chair hoped that the Council felt suitably informed with the regular communications and briefings issued in relation to the pandemic and the impact on Trust services. The Chair advised that the Trust was focussed on both staff and patient's health and wellbeing during this difficult and uncertain time.

The Council of Governors:

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

**20/21/07 Minutes from the Combined Sub-Group Meeting held 20 April 2020**

The Chair noted that whilst the situation regarding Covid-19 was challenging the statutory responsibilities of the Council of Governors to hold the Non-Executive Directors to account and to represent the views of Trust members remained in place. It had been agreed to hold a combined sub group meeting on this occasion to outline the assurance processes in place at the Trust and the key areas of assurance that the Non-Executive Directors had been seeking since the start of the pandemic. The Chair reiterated that it would be useful if governors could outline any feedback they had received from members of the public regarding the Trust, particularly in relation to how it was managing the response to COVID-19.

The Chair reported that the comments from the governors present at the meeting to improve governor engagement and involvement had been helpful and would be taken forward to facilitate future engagement.

The Council of Governors:

- Received and noted the report from the Combined Governor Group Meeting.

**20/21/08 COVID-19 – Assurance on Trust response**

The Chair provided an overview summary of the impact caused and the action taken in response to the Covid-19 pandemic. The Chief Executive informed the Council that the Trust continued to work under command and control restrictions and activity planning remained coordinated and approved on a national and regional level.

The Chair reported that the Trust was planning to increase clinical sessions of elective activity on a priority basis based on urgent need and longest wait. He confirmed that the additional list would not accommodate the same capacity levels as it had in the past as the Trust was required to balance available resources and was reintroducing capacity gradually. He also reported that some patients were currently declining appointments. The Chair informed the Committee that the Trust was continually reviewing patient access guidelines against patient experience. He informed the Council that the Trust had recently agreed to allow an additional parent to visit the Neonatal Unit. He advised that this had been a difficult decision and would be reviewed to identify any impact on patient or staff safety. The Chair reported that the Hewitt Fertility Centre would recommence services the following week as approved by its regulators Human Fertilisation and Embryology Authority (HFEA).

Pat Speed, Public Governor asked what the staff reaction was to increasing appointments. The Chief Executive responded that there had been a positive response from staff taken from the Clinical Advisory Group and 'floor walkers' who spoke directly to staff to check emotional wellbeing and appropriate access to equipment etc. The Chief Executive highlighted that it was important to provide services for patients who needed treatment to commence. Gill Walker, Staff Governor reported that there had been a significant amount of support for staff mental health and wellbeing as the working environment changed within the departments. She reported that the staff had received daily effective and robust communications, had access to free food seven days a week, and had received packages of goodwill from the community which had brought teams together.

Sara Miceli-Fagrell, Public Governor asked had the impact of Covid-19 on cancer targets been identified. The Chief Executive advised that this Trust had improved cancer performance despite the pandemic and had recruited two gynaecology oncologists which should further improve performance.

Sara Miceli-Fagrell, Public Governor asked had the Trust estimated the length of time to address the gynaecology patient backlog and Sarah Carroll, Public Governor asked what percentage of beds could be utilised following social distancing guidelines. The Chief Executive reported that the NHS had set a 12-month recovery plan for all NHS Trusts and advised that it had been accepted that no Trusts would run as efficiently as prior to the pandemic. She advised within the current estate the Trust wasn't impacted greatly in terms of bed capacity compared to older NHS estates.

The Council of Governors:

- Received and noted the report for information and assurance.

#### 20/21/09 CQC Inspection Report

The Council was reminded that the Care Quality Commission (CQC) had carried out an unannounced inspection of the Trust from 3 - 5 December 2019 and an announced 'well-led' inspection from 14-16 January 2020. The final inspection report was published on 23 April 2020. The Trust received an overall rating of 'Good' with a 'Requires improvement' for Well- Led.

The Trust had developed an action plan to address the CQC recommendations and there was a requirement to respond to the CQC with an action plan by 29 May 2020. The Board of Directors received the action plan at its meeting held 7 May 2020 which had sought assurances that appropriate actions and timescales had been set. The Board had been particularly mindful of the actions to address the warning notice which stated a failure to ensure that systems and processes were effectively established to ensure the proper and safe management of medicines.

Susan Milner, Non-Executive informed the Council that the Quality Committee had taken a key role in receiving assurances regarding the Trust's response to the CQC inspection and was receiving monthly CQC update reports alongside commissioned deep dive and assurance reports, e.g. Medicines Management Quarterly Report to receive assurance from a variety of sources. The Medical Director reported in terms of Medicines Management a whole organisational response had been required to review and amend processes, initiate audit processes and improve the reporting framework to the Medicines Management Committee and Quality Committee.

The Council of Governors:

- Received and noted the report for information and assurance.

## 20/21/10 2019/20 Year-End Update

- **Regulatory changes**
- **Annual Report & Accounts progress**

The Director of Finance provided a presentation to the Council detailing the planning process and timescales associated with the preparation and completion of the annual report and accounts and provided an update of the regulatory changes and Trust financial performance due to the impact of the Covid-19 pandemic.

The Director of Finance reported that the submission deadline for the audited annual report and accounts had been extended from 29 May 2020 to the 25 June 2020, however the Trust had made the decision to continue working against the original timescales rather than delay. Guidance in relation to the Quality Report had also been changed due to the pandemic, the Trust had been advised that they would not need to provide the Quality Report along with the annual report and accounts but would need to publish a Quality Account by the 15 December 2020. The Trust was aiming to prepare and finalise the Quality Account for submission to the Annual Members Meeting in October 2020. The Director of Finance reported that work with the auditors had been supportive and working well remotely. As per usual process, the Annual Report and Accounts could not be shared publicly with the Council until they had been laid before parliament.

- **Provider Licence – Governor Assurance**

With respect to the provider licence, the Board would be asked to self-certify against three licence conditions. One of the key assurances the Board relied on was the auditor opinion on internal controls. The Council noted that the Draft Head of Internal Audit provided a rating of 'substantial assurance' on the Trust's systems of internal control.

The Board was also required to take consideration of the Council of Governors opinion against the self-assessment. The Council was asked to consider did they believe that they had received adequate assurance throughout the year from the Non-Executive Directors. The Trust Secretary referred the Council to slide 7 of the presentation, which listed the assurance mechanisms used to provide assurance to the Council throughout 2019/20. To support consideration within the meeting, each Non-Executive Committee Chair provided a summary of how they gained assurance through the work of the Board Committees and how this information was submitted into the governor meeting framework. Committee assurance was based on comprehensive workplans, external opinions, quality impact assessments, commissioned reviews, indirect and direct staff and patient feedback and underpinned by corporate strategies.

The Governors agreed that they had received appropriate assurance during 2019/20 and were supportive of the Board self-assessment against the provider licence.

- **Financial performance**

The Director of Finance provided the financial performance position subject to audit. She reported a positive Trust position by year end 2019/20 achieving a small surplus of £272,000 which was slightly better than plan. The Director of Finance reported that the Forecast for 2020/21 was difficult to set as the financial regime had been paused in response to the Covid-19 pandemic. The financial plans for 2020/21 are based on current assumptions and managed internally. As a consequence of the pandemic, most of the Trust's remaining loans related to capital spend had been written off for 2020/21 and the Trust was expected to break even in 2020/21. She confirmed that costs incurred related to the Covid-19 pandemic would be funded by NHS England. Pat Speed, Public Governor commended the team for achieving the financial position at year end.

The Council of Governors:

- Received and noted the presentation
- Supportive of the Board self-assessment against the Provider Licence

**20/21/11 Review of risk impacts of items discussed**

The Council noted the risks associated on financial and operational performance due to the impact of Covid-19.

**20/21/12 Any other Business**

Jo Moore, Non-Executive commented that the introduction of virtual meetings had been positive and attendance by the Governors to the virtual Public Board meetings had been effective. The Governors agreed that using virtual methods would improve the rate of engagement.

**20/21/13 Review of meeting**

The Chair noted the benefit of workshop-style sessions and suggested that the agenda timings should be reviewed to accommodate more time for the workshop discussions.

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

The next Council of Governors meeting will take place at 17:30, Thursday 30 July 2020  
Venue to be confirmed

Council of Governors  
30 July 2020  
Action Log

Meeting date	Minute Reference	Action	Responsibility	Target Dates	Status
13 February 2020	19/20/74	Council of Governors to receive a presentation on the C-Gull Research Project	Director of Operations	September 2020 In Progress	Video clip explaining the C-Gull Research project to be produced and circulated to Governors
13 February 2020	19/20/79	To progress responses to findings from Council of Governors Effectiveness Survey	Trust Secretary / Chair	November 2020 In Progress	July 2020 – Progress update included within Chair's presentation. Final report to be submitted to the November 2020 Council of Governors.

	Completed actions: concluded before the next board or on the agenda of the next Board
	Progress paused due to Covid-19 pandemic
	In Progress - either at Committee stage or awaiting presentation at Board or Board workshop
	in progress - missed original deadlines agreed at Board



Agenda Item

<b>MEETING</b>	<b>Council of Governors</b>	
<b>PAPER/REPORT TITLE:</b>	<b>Annual Report and Accounts 2019/20</b>	
<b>DATE OF MEETING:</b>	Thursday, 30 July 2020	
<b>ACTION REQUIRED</b>	<b>Receive</b>	
<b>EXECUTIVE DIRECTOR:</b>	Mark Grimshaw, Trust Secretary	
<b>AUTHOR(S):</b>	Mark Grimshaw, Trust Secretary	
<b>STRATEGIC OBJECTIVES:</b>		
	<b>Which Objective(s)?</b>	
	1. To develop a well led, capable, motivated and entrepreneurial <b>workforce</b>	<input type="checkbox"/>
	2. To be ambitious and <b>efficient</b> and make the best use of available resource	<input checked="" type="checkbox"/>
	3. To deliver <b>safe</b> services	<input type="checkbox"/>
	4. To participate in high quality research and to deliver the most <b>effective</b> Outcomes	<input type="checkbox"/>
	5. To deliver the best possible <b>experience</b> for patients and staff	<input type="checkbox"/>
<b>LINK TO BOARD ASSURANCE FRAMEWORK (BAF):</b>		
	<b>Which condition(s)?</b>	
	1. Staff are not engaged, motivated or effective in delivering the vision, values and aims of the Trust.....	<input type="checkbox"/>
	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"/>
	3. The Trust is not financially sustainable beyond the current financial year.....	<input type="checkbox"/>
	4. Failure to deliver the annual financial plan .....	<input type="checkbox"/>
	5. Location, size, layout and accessibility of current services do not provide for sustainable integrated care or quality service provision .....	<input type="checkbox"/>
	6. Ineffective understanding and learning following significant events.....	<input type="checkbox"/>
	7. Inability to achieve and maintain regulatory compliance, performance and assurance.....	<input checked="" type="checkbox"/>
	8. Failure to deliver an integrated EPR against agreed Board plan (Dec 2016) .....	<input type="checkbox"/>
<b>CQC DOMAIN</b>		
	<b>Which Domain?</b>	
	<b>SAFE</b> - People are protected from abuse and harm	<input type="checkbox"/>
	<b>EFFECTIVE</b> - 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"/>
	<b>CARING</b> - the service(s) involves and treats people with compassion, kindness, dignity and respect.	<input type="checkbox"/>
	<b>RESPONSIVE</b> – the services meet people's needs.	<input type="checkbox"/>
	<b>WELL-LED</b> - the leadership, management and governance of the organisation assures the delivery of high-quality and person-centred care, supports learning and innovation, and promotes an open and fair culture.	<input checked="" type="checkbox"/>

	<b>ALL DOMAINS</b> <input type="checkbox"/>	
<b>LINK TO TRUST STRATEGY, PLAN AND EXTERNAL REQUIREMENT</b>	1. Trust Constitution <input checked="" type="checkbox"/> 2. Operational Plan <input type="checkbox"/> 3. NHS Compliance <input checked="" type="checkbox"/>	4. NHS Constitution <input checked="" type="checkbox"/> 5. Equality and Diversity <input type="checkbox"/> 6. Other: <a href="#">Click here to enter text.</a>
<b>FREEDOM OF INFORMATION (FOIA):</b>	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	
<b>RECOMMENDATION:</b> (eg: The Board/Committee is asked to:-....)	<i>The Council of Governors is asked to note the Annual Report and Accounts for the year ended 31 March 2020.</i>	
<b>PREVIOUSLY CONSIDERED BY:</b>	<b>Committee name</b>	Not Applicable <a href="#">Click here to enter text.</a>
	<b>Date of meeting</b>	<a href="#">Click here to enter a date.</a>

### Executive Summary

This report is submitted to the Council of Governors to present the final Annual Report and Accounts for 2019/20. This follows external audit review completed by KPMG and subsequent approval by the Board of Directors.

The independent auditors report is attached as an appendix to this report.

### Report

#### Background

This report presents the Trust's Annual Report and Accounts for the year ended 31 March 2020. The report follows the submission of the Annual Report and Accounts to NHS Improvement in May and to Parliament in June 2020.

The Annual Report and Accounts includes the following:

- a) overview of the Trust including risk management;
- b) a performance report/overview;
- c) an accountability report including the annual governance statement;
- d) the annual accounts for 2019/20.

Normally the Annual Report and Accounts will include a Quality Account. However due to the pressures of COVID-19, the Department of Health and Social Care has agreed that this will be deferred for submission until December 2020. Copies will be made available to the Council of Governors when the Quality Account has been prepared.

The Annual Report and Accounts 2019/20 can be viewed on the Trust website [here](#).

As part of the external audit, the Trust's external auditor provide an independent audit report to the Council of Governors. This outlines the scope of the audit, the work undertaken and the overall findings. A copy of this report

is included in the overall Annual Report and Accounts but has been extracted and included as an appendix to this report for ease of reference. The Trust's external auditor will be in attendance at the meeting to present their key findings.

#### **Recommendation**

The Council of Governors is asked to note the Annual Report and Accounts for the year ended 31 March 2020.



# Independent auditor's report

## to the Council of Governors of Liverpool Women's NHS Foundation Trust

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### 1. Our opinion is unmodified

We have audited the financial statements of Liverpool Women's NHS Foundation Trust ("the Trust") for the year ended 31 March 2020 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Statement of Cash Flows, and the related notes, including the accounting policies in note 1.

#### In our opinion:

- the financial statements give a true and fair view of the state of the Trust's affairs as at 31 March 2020 and of its income and expenditure for the year then ended; and
- the Trust's financial statements have been properly prepared in accordance with the Accounts Direction issued under paragraphs 24 and 25 of Schedule 7 of the National Health Service Act 2006, the NHS Foundation Trust Annual Reporting Manual 2019/20 and the Department of Health and Social Care Group Accounting Manual 2019/20.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Trust in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

#### Overview

**Materiality:** £1.85m (2019:£1.75m)  
financial statements as a whole 1.6% (2019: 1.5%) of total revenue

Risks of material misstatement		vs 2019
Recurring risks	Existence of NHS income and receivables	◀▶
	Valuation of land and buildings	◀▶
New risk	Recognition of non-pay expenditure	▲

## 2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In arriving at our audit opinion above, the key audit matters, in decreasing order of audit significance, were as follows:

	The risk	Our response
<p><b>Recognition of NHS income and receivables</b></p> <p>NHS income £101.9 million (2019: £106.1 million) and NHS receivables £6m (2019: £6.7 million)</p> <p><i>Refer to page 30 (Audit Committee Report), note 1 (accounting policy) and note 2 (financial disclosures).</i></p>	<p><b>Subjective estimate</b></p> <p>The main source of income for the Trust is the provision of healthcare services to the public under contracts with NHS commissioners.</p> <p>The Trust participates in the Agreement of Balances (AoB) exercise which is mandated by the Department of Health (the Department), covering the English NHS only, for the purpose of ensuring that intra-NHS balances are eliminated on the consolidation of the Department's resource account. The AoB exercise identifies mismatches between income and expenditure and receivable and payable balances recognised by the Trust and its counter parties at the balance sheet date.</p> <p>Mismatches can occur for various reasons, but the most significant arise where the Trust and commissioners are yet to validate the level of estimated accruals for completed healthcare spells which have not yet been invoiced, accruals for non-contracted out-of-area treatments are not recognised by commissioners or potential contract penalties for non-performance are yet to be finalised. Where there is a lack of agreement, mismatches can be classified as formal disputes and referred to NHS England Area Teams for resolution.</p> <p>Much of this income is generated by contracts with other NHS bodies which is based on achieving financial targets, varied payment terms, including payment on delivery, milestone payments and periodic payments. The amount also includes Provider Sustainability Funding (PSF) and Marginal Rate Emergency Tariff Funding (MRET) received from NHS Improvement. This is received subject to achieving defined financial and operational targets on a quarterly basis.</p> <p>As such there is a fraudulent risk of revenue recognition over both NHS income and receivables.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> <li>— <b>Test of detail:</b> We compared the actual income for the Trust's most significant commissioners against the block contracts agreed at the start of the year and checked the validity of any significant variations between the actual income and the contracted income to appropriate third party confirmations;</li> <li>— <b>Test of detail:</b> We inspected confirmations of balances provided by the Department of Health as part of the AoB exercise and compared the relevant receivables recorded in the Trust's financial statements to the payable balances recorded within the accounts of commissioners and, where applicable, investigated variances via breakdown analysis and review of relevant correspondences to assess reasonableness;</li> <li>— <b>Test of detail:</b> We agreed the receipt of Provider Sustainability Funding monies, including the basis for agreement of quarter four funding based on relevant financial and performance measures, and confirmed the treatment is in line with guidance from NHS Improvement;</li> <li>— <b>Test of detail:</b> We assessed the treatment of deferred income as at 31 March 2020 to ensure the basis of deferral is appropriate.</li> <li>— <b>Test of detail:</b> We considered the impact of any identified audit adjustments on the delivery of the Trust's control total and reconciled the year-end performance to the original plan to understand any deviations.</li> </ul>

	The risk	Our response
<b>Valuation of land and buildings</b> £71.2 million (2019: £63.1 million)  <i>Refer to page 30 (Audit Committee Report), note 1 (accounting policy) and note 15 (financial disclosures)</i>	<p><b>Subjective valuation:</b></p> <p>Land and buildings are required to be held at current value in existing use. As hospital buildings are specialised assets and there is not an active market for them they are usually valued on the basis of the cost to replace them with an equivalent asset (depreciated replacement cost).</p> <p>The Trust's accounting policy requires an annual review for impairment, a full valuation (usually in five yearly intervals) and periodic desktop valuations in the years in between.</p> <p>The valuation is undertaken by an external expert engaged by the Trust, using construction indices and so accurate records of the current estate are required.</p> <p>Valuations are inherently judgmental. There is a risk that the methodology, assumptions and underlying data, are not appropriate or correctly applied.</p> <p>The Trust commissioned a full revaluation of all land and buildings as at 31 March 2020. In addition, the Trust has performed a review of impairment indicators across the Trust's estate.</p> <p>The effect of these matters is that, as part of our risk assessment, we determined that the valuation of land and buildings has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole, and possibly many times that amount.</p> <p><b>Accounting treatment</b></p> <p>There is a risk that the valuation is not applied to the financial statement balances appropriately to recognise the valuation gains and impairment losses in line with the requirements of the Department of Health and Social Care Group Accounting Manual 2019/20.</p> <p>There is also a risk that uncertainties expressed by the Trust's valuers around the impact of the Covid-19 pandemic on the values of land and buildings will be inappropriately disclosed.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> <li>— <b>Assessing valuers' credentials:</b> We assessed the competence, capability, objectivity and independence of the Trust's external valuer and considered the terms of engagement of, and the instructions issued to, the valuer for consistency with the requirements of the Department of Health and Social Care Group Accounting Manual 2019/20;</li> <li>— <b>Assessing valuation assumptions.</b> We engaged KPMG specialists to critically assess the assumptions used in preparing the valuation of the Trust's land and buildings to ensure they were appropriate.</li> <li>— <b>Test of detail:</b> We agreed movements in asset valuation per the Trust's Fixed Asset Register to the reports provided by the valuer;</li> <li>— <b>Test of detail:</b> We critically assessed the Trust's formal consideration of indications of impairment and surplus assets within its estate, including the process undertaken;</li> <li>— <b>Test of detail:</b> We tested the accuracy of the estate base data provided to the valuer to complete the full valuation to ensure it accurately reflected the Trust's estate.</li> <li>— <b>Accounting analysis:</b> We undertook work to understand the basis upon which any movements in the valuation of land and buildings had been classified, treated and accounted for in the financial statements and determined whether they had complied with the requirements of the DHSC Group Accounting Manual 2019/20; and</li> <li>— <b>Assessing transparency:</b> We considered the adequacy of the disclosures about the the uncertainty caused by the Covid-19 pandemic on market data used to underpin the valuer's assumptions, and management's consideration of these factors when arriving at the year-end valuation figures. We ensured that the disclosures made were in line with the requirements of the DHSC Group Accounting Manual 2019/20, supplemented by additional guidance issued by NHS Improvement in April 2020.</li> </ul>

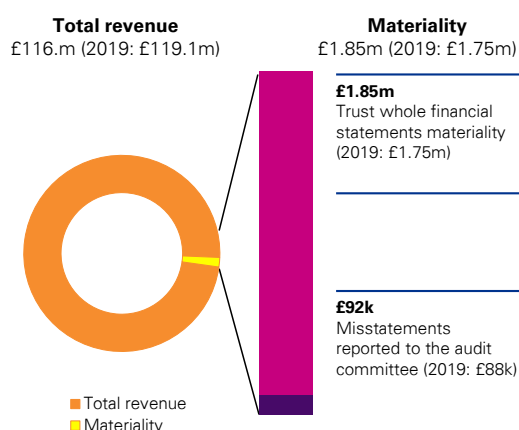
	The risk	Our response
<p><b>Recognition of non-pay expenditure</b></p> <p>Operating non-pay expenditure £38.6 million (2019: £43.6 million)</p> <p><b>Linked balances:</b></p> <p>Provisions: £1.7 million (2019: £4.6 million)</p> <p>payables: £3.7 million (2019: £3.5 million)</p> <p>Accruals: £9.1 million (2019: £9.8 million)</p> <p><i>Refer to page 30 (Audit Committee Report), note 1 (accounting policy) and notes 6, 21 (financial disclosures)</i></p>	<p><b>Effects of irregularities:</b></p> <p>In the public sector, auditors also consider the risk that material misstatements due to fraudulent financial reporting may arise from the manipulation of expenditure recognition (for instance by deferring expenditure in to a later period).</p> <p>This may arise due to the audited body manipulating expenditure to meet externally set targets. As most public bodies are net spending bodies, then the risk of material misstatement due to fraud related to expenditure recognition may in some cases be greater than the risk of material misstatement due to fraud related to revenue recognition.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> <li>— <b>Test of detail:</b> We inspected confirmations of balances provided by the Department of Health as part of the Agreement of Balances (AoB) exercise and compared the relevant payables recorded in the Trust's financial statements to the receivables balances recorded within the accounts of other NHS bodies who partake in the AoB exercise. Where applicable, we investigated variances and reviewed relevant correspondence to assess the reasonableness of the Trust's approach to recognising expenditure;</li> <li>— <b>Test of detail:</b> We tested a sample of non-NHS expenditure items from throughout the year to supporting documentation to confirm they existed and were accurately accounted for in the financial statements;</li> <li>— <b>Test of detail:</b> We inspected all material items of expenditure recorded in April 2020 and included on that month's bank statements to identify if there were an unrecorded liabilities that should have been accounted for in the 2019/20 financial statements;</li> <li>— <b>Test of detail:</b> We agreed a sample of transactions posted before and after the year end to supporting documentation to confirm inclusion in the correct period and to critically assess whether any manual adjustments to expenditure were appropriate;</li> <li>— <b>Test of detail:</b> We agreed a sample of creditor balances to supporting documentation and post year-end cash payments to agree the correct treatment as a payable at year-end;</li> <li>— <b>Test of detail:</b> We agreed a sample of individual accruals to supporting documentation to confirm the method of calculation and to confirm inclusion in the correct period; and</li> <li>— <b>Test of detail:</b> We considered the completeness of provisions based on our cumulative knowledge of the Trust, inquiries with Directors, and inspection of legal correspondence. We also considered the appropriateness of releases of provisions made in year by critically assessing the justification for the release.</li> </ul>

### 3. Our application of materiality

Materiality for the Trust financial statements as a whole was set at £1.85 million (2018/19: £1.75 million), determined with reference to a benchmark of total revenue - of which it represents approximately 1.6% (2018/19: 1.5%). We consider total revenue to be more stable than a surplus- or deficit-related benchmark.

We agreed to report to the Audit Committee any corrected and uncorrected identified misstatements exceeding £92,000 (2018/19: £88,000), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Trust was undertaken to the materiality level specified above and was all performed at the Trust's headquarters in Liverpool.



### 4. We have nothing to report on going concern

The Accounting Officer has prepared the financial statements on the going concern basis as they have not been informed by the relevant national body of the intention to dissolve the Trust without the transfer of its services to another public sector entity. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

Our responsibility is to conclude on the appropriateness of the Accounting Officer's conclusions and, had there been a material uncertainty related to going concern, to make reference to that in this audit report. However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Trust will continue in operation.

In our evaluation of the Accounting Officer's conclusions, we considered the inherent risks to the Trust's business model, including the impact of Brexit, and analysed how those risks might affect the Trust's financial resources or ability to continue operations over the going concern period.

The risk that we considered most likely to adversely affect the Trust's available financial resources over this period was the introduction of monthly block payments and the availability of top-up funding to ensure that there are sufficient funds available to enable them to meet their liabilities.

This is in the context of changes to the cash and capital regime published by DHSC in April 2020 alongside revised arrangements for NHS contracting and payment applicable for part of the 2020/21 financial year and published in March and May 2020.

As these were risks that could potentially cast significant doubt on the Trust's ability to continue as a going concern, we considered sensitivities over the level of available financial resources indicated by the Trust's financial forecasts taking account of reasonably possible (but not unrealistic) adverse effects that could arise from these risks individually and collectively and evaluated the achievability of the actions the Accounting Officer consider they would take to improve the position should the risks materialise. We also considered less predictable but realistic second order impacts, such as the impact of Brexit.

Based on this work, we are required to report to you if we have anything material to add or draw attention to in relation to the Accounting Officers statement in Note 1 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Trust's use of that basis for a period of at least twelve months from the date of approval of the financial statements.

We have nothing to report in these respects, and we did not identify going concern as a key audit matter.

### 5. We have nothing to report on the other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

In our opinion the other information included in the Annual Report for the financial year is consistent with the financial statements

#### Remuneration report

In our opinion the part of the remuneration report to be audited has been properly prepared in accordance with the NHS Foundation Trust Annual Reporting Manual 2019/20.

#### Corporate governance disclosures

We are required to report to you if:

- we have identified material inconsistencies between the knowledge we acquired during our financial statements audit and the directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for stakeholders to assess the Trust's position and performance, business model and strategy; or
- the section of the annual report describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee; or
- the Annual Governance Statement does not reflect the disclosure requirements set out in the NHS Foundation Trust Annual Reporting Manual 2019/20, is misleading or is not consistent with our knowledge of the Trust and other information of which we are aware from our audit of the financial statements.

We have nothing to report in these respects.



## 6. Respective responsibilities

### Accounting Officer's responsibilities

As explained more fully in the statement set out on page 77, the Accounting Officer is responsible for the preparation of financial statements that give a true and fair view. They are also responsible for: such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Trust's ability to continue as a going concern; disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they have been informed by the relevant national body of the intention to dissolve the Trust without the transfer of its services to another public sector entity

### Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities)

## REPORT ON OTHER LEGAL AND REGULATORY MATTERS

### We have nothing to report on the statutory reporting matters

We are required by Schedule 2 to the Code of Audit Practice issued by the Comptroller and Auditor General ('the Code of Audit Practice') to report to you if:

- any reports to the regulator have been made under Schedule 10(6) of the National Health Service Act 2006.
- any matters have been reported in the public interest under Schedule 10(3) of the National Health Service Act 2006 in the course of, or at the end of the audit.

We have nothing to report in these respects.

### We have nothing to report in respect of our work on the Trust's arrangements for securing economy, efficiency and effectiveness in the use of resources

Under the Code of Audit Practice we are required to report to you if the Trust has not made proper arrangement for securing economy, efficiency and effectiveness in the use of resources.

We have nothing to report in this respect.

### Respective responsibilities in respect of our review of arrangements for securing economy, efficiency and effectiveness in the use of resources

The Trust is responsible for putting in place proper arrangements for securing economy, efficiency and effectiveness in the use of resources [Under Section 62\(1\) and Schedule 10 paragraph 1\(d\), of the National Health Service Act 2006 we have a duty to satisfy ourselves that the Trust has made proper arrangements for securing economy, efficiency and effectiveness in the use of resources.](#)

We are not required to consider, nor have we considered, whether all aspects of the Trust's arrangements for securing economy, efficiency and effectiveness in the use of resources are operating effectively.

We have undertaken our review in accordance with the Code of Audit Practice, having regard to the specified criterion issued by the Comptroller and Auditor General (C&AG) in November 2017, as to whether the Trust had proper arrangements to ensure it took properly informed decisions and deployed resources to achieve planned and sustainable outcomes for taxpayers and local people. We planned our work in accordance with the Code of Audit Practice and related guidance. Based on our risk assessment, we undertook such work as we considered necessary.

### Report on our review of the adequacy of arrangements for securing economy, efficiency and effectiveness in the use of resources

We are required by guidance issued by the C&AG under Paragraph 9 of Schedule 6 to the Local Audit and Accountability Act 2014 to report on how our work addressed any identified significant risks to our conclusion on the adequacy of the Trust's arrangements for securing economy, efficiency and effectiveness in the use of resources. The 'risk' in this case is the risk that we could come to an incorrect conclusion in respect of the Trust's arrangements, rather than the risk of the arrangements themselves being inadequate.

We carry out a risk assessment to determine the nature and extent of further work that may be required. Our risk assessment includes consideration of the significance of business and operational risks facing the Trust, insofar as they relate to 'proper arrangements'. This includes sector and organisation level risks and draws on relevant cost and performance information as appropriate, as well as the results of reviews by inspectorates, review agencies and other relevant bodies.

The significant risk identified during our risk assessment is set out overleaf together with the findings from the work we carried out.

Significant Risk	Description	Work carried out and judgements
<b>Financial sustainability</b>	Due to a combination of regulatory scrutiny and significant financial challenge in the sector and locally across the health economy, we undertook a detailed review of the Trust's developing financial position and sustainability.	<p>Our work included:</p> <ul style="list-style-type: none"> <li>— Performing an analysis of the Trust's actual position against plan;</li> <li>— Considering the extent to which recurrent cost improvement schemes were achieved in 2019/20 and identified for 2020/21;</li> <li>— Considering the core assumptions in the Trust's 2020/21 Annual Plan submission;</li> <li>— Critically assessing financial forecasts, including cashflows for 2020/21 and considering the level of debt within the Trust; and</li> </ul> <p><b>Our findings on this risk area:</b></p> <p>In 2019/20 the Trust set a budget to break even and was predicting to achieve a small surplus of £0.2m, after taking into account prior year Provider Sustainability Funding. As at the end of the financial year the Trust had achieved a full year surplus of £0.3m, which is £100k ahead of the planned outturn and the Trust was able to repay all of its outstanding Interim Revenue Support Facility of £6.7m. The Trust also achieved its £3.6m of Cost Improvement Programme (CIP) delivery just £0.9m of which was non-recurrent in year.</p> <p>Looking ahead to 2020/21, and before the COVID-19 pandemic set in, the Trust had begun discussions with commissioners and submitted a draft operational plan to NHSI&amp;E that had also been approved by the Board that forecast a breakeven position at the end of March 2021, including an in-year CIP target of £3.7m. Following the COVID-19 pandemic the Trust have submitted a revised plan in May 2020.</p> <p>We are satisfied that the Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources for the year ending 31 March 2020, based upon the criteria of informed decision making, sustainable resource deployment and working with partners and third parties.</p>

**THE PURPOSE OF OUR AUDIT WORK AND TO WHOM WE OWE OUR RESPONSIBILITIES**

This report is made solely to the Council of Governors of the Trust, as a body, in accordance with Schedule 10 of the National Health Service Act 2006 and the terms of our engagement by the Trust. Our audit work has been undertaken so that we might state to the Council of Governors of the Trust, as a body, those matters we are required to state to them in an auditor's report, and the further matters we are required to state to them in accordance with the terms agreed with the Trust, and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Council of Governors of the Trust, as a body, for our audit work, for this report, or for the opinions we have formed.

**CERTIFICATE OF COMPLETION OF THE AUDIT**

We certify that we have completed the audit of the accounts of Liverpool Women's NHS Foundation Trust for the year ended 31 March 2020 in accordance with the requirements of Schedule 10 of the National Health Service Act 2006 and the Code of Audit Practice issued by the National Audit Office.



**Timothy Cutler for and on behalf of KPMG LLP  
(Statutory Auditor)**

*Chartered Accountants*

1 St Peters Square, Manchester, M2 3AE

24 June 2020

# Chair's Announcements – July 2020



Continue to be supportive of CEO and exec team,  
maintaining regular contact

- Fortnightly call NW region chairs
- Fortnightly update meets with NEDs, CEO & COO
- Update calls with Liverpool chairs, focused on collective recovery and learnings to embed for 'new normal'



# Chair's Announcements – July 2020



## 2020 Governor Elections

- Four vacancies in three public constituencies:
  - Central Liverpool (x 2 seats)
  - North Liverpool (1 seat)
  - Sefton (1 seat)
- 2 Staff vacancies
  - Nursing & Doctors
- Nominations close on 7 August 2020
  - Governors can help by encouraging members to stand for election
- Declarations made on 25 September 2020
- New terms will start from AMM
- Thank you to those governors whose terms are ending:
  - Gillian Walker
  - Pat Speed
  - Adrian O'Hara
  - Sarah Carroll



# Chair's Announcements – July 2020

## Governor Effectiveness Survey Update:

Action	Update
Use of 'virtual' meetings methods to engage governors who have other commitments.	Use of technology has been implemented during the Covid-19m pandemic and this will be maintained going forward following positive feedback.
Demonstrating impact of governors and improving accountability to members	Ideas to improve this included within the proposed membership strategy addendum
Utilise existing events for membership engagement	
AMM run over an afternoon and less formal	Proposals for the AMM outlined in the next slide
Electronic offer of training for governors	Not yet progressed – this item will be explored over the next few weeks and reported back to governors

# Chair's Announcements – July 2020

## Annual Membership Meeting Proposals

- Discussed at the Communications & Membership Engagement Group
- Agreement with effectiveness survey – maintain informality and create interest
- Proposed date – 8 October 2020 (afternoon)
- To be held virtually – considering the most effective platform
- Use of the rest of the week for shorter engagement sessions





# CEO Announcements – July 2020



- **Electronic Patient Record** – Business case approved by Board
- **2019 National Inpatient Survey Results** - Of the 10 categories where an overall rating was published, Liverpool Women's overall scores were 'better' in 7 categories compared to other hospitals. Across all categories the Trust was rated either better or in line with other NHS hospitals across the country.
- **Freedom to Speak Up Index Report 2020** – The Trust had the 4<sup>th</sup> biggest improvement in its index score from across the country
- **Neonatal New Build** – project remains on track and to budget
- **Liverpool Neonatal Partnership** – Board received an update on progress in July 2020 – good example of working to achieve better patient pathways across organisational barriers.



Freedom to Speak Up  
Guardian



**Council of Governors Quality and Patient Experience Group**  
**Monday 22<sup>nd</sup> June 2020 at 1730hrs**  
**Boardroom/via Teams, Liverpool Women's NHS Foundation Trust**

	Items Covered
Attendance:	Mary McDonald, Pat Speed, Jackie Sudworth, Sara Miceli-Fagrell, Cynthia Dowdle, and Evie Jeffries
Board:	Robert Clarke (Chair of meeting), Tony Okotie (NED), Andrew Loughney (Medical Director), Gaynor Thomason, (Interim Director of Nursing & Midwifery), Mark Grimshaw (Trust Secretary), Lisa Gregory, (Executive Personal Assistant/Minute taker), Ian Knight (NED), Louise Kenny (NED), Michelle Turner (Director of Workforce), Susan Milner (NED).
001	<b>Apologies for absence</b> Denise Richardson, Gillian Walker.
002	<b>Meeting Guidance notes</b> Noted.
003	<b>Declarations of interest</b> Interim Director of Nursing & Midwifery declared her conflict of interest regarding her role at Mersey Care.
004	<b>Minutes of Meeting</b> The minutes of the meeting of the Group held on 27 <sup>th</sup> January 2020 were approved.
005	<b>Matters Arising</b> All actions arising from the meeting of 27 <sup>th</sup> January 2020 were included on the agenda for the meeting.  The Committee noted that the 'Day in the life of a Neonatal Nurse' story would go to the Council of Governors meeting in July 2020. The Director of Workforce suggested that staff record stories which could be shared with Governors, the Governors agreed that this would be very useful.
006	<b>Update of Quality and the impact of Covid-19 pandemic</b> <i>Monitoring of potential harm</i> - The Medical Director updated the Group that there was still a high potential for harm relating to the impact of the Covid-19 pandemic. The Group was advised that mitigations had been put into place which included video conferences to review postponed surgeries and hold consultations with patients. If a patient presented with a) uncontrollable bleeding b) severe pain or c) potential development to cancer, the case was escalated for intervention. The Group noted that fewer people had been presenting with cancer since the beginning of the pandemic and an increase in referrals was expected over the coming months.  The Medical Director noted that there had been no Covid-19 related mortalities at the Trust. Whilst there had been lower footfall in the maternity assessment unit, the still birth rate had not increased, and no cases had been linked to Covid-19 i.e. delayed presentation. The Committee was updated that the Neonatal unit had performed well with staff going above and beyond in delivering great care.  <i>Patient Experience</i> - The Interim Director of Nursing and Midwifery updated the Committee on the recent survey which had shown the feedback to be very positive. It was noted that

	<p>the feedback had shown that patients were happy to have Teams meetings rather than coming into the Trust.</p> <p>The Committee was advised that there had been concerns around social distancing which had been addressed by using different entrances for patients and staff.</p> <p>The Committee noted that an action plan was in place to evidence what had worked well and what had not worked less well. The Director of Workforce stated the importance of protecting staff as well as protecting patients and visitors. The Committee noted that the sickness absence rate had been at 17%, this had reduced to 9% with less than 1% related to Covid19.</p> <p>The Committee was updated that many shielded staff were working from home and of the risks to BAME staff and staff who were pregnant. It was noted that risk assessments for these staff had been carried out. The Committee was advised that a piece of work was taking place looking into how best to support shielded staff coming back into the workplace.</p> <p>Jackie Sudworth questioned whether there had been any issues raised regarding the restricted visiting time for birth partners. The Interim Director of Nursing and Midwifery advised that communications had been good, and partners had been very understanding. It was noted that the Trust had been supported with the decisions made regarding the Neonatal department and that not all guidance would be applicable to the Trust.</p> <p><b>Resolved</b> The Committee received and noted the update.</p>
007	<p><b>Care Quality Commission (CQC) Update</b></p> <p><i>Medicine Management Update</i> – The Interim Director of Nursing and Midwifery updated the Committee on the action plan that had been put in place to address the warning notice that the Trust had received with regards to medicines management. It was noted that SOPs were now in place along with weekly audits. The Committee was advised that an external audit had taken place through the internal auditor MIAA, and that positive assurance had been received that improved processes were being undertaken and embedded. The Medical Director noted that he received a weekly report which comes from medicines management.</p> <p><i>Action Plan Process</i> – The Interim Director of Nursing and Midwifery updated the Committee that everything contained within the CQC report had been thoroughly reviewed and a comprehensive action plan developed. It was noted that the ‘must do’s’ and ‘should do’s’ were being worked on at a divisional level and that the action plans were owned by the divisions. The divisions would then report into the Quality Committee and through to the Board. The Committee was advised that the Director of Operations would check performance reviews to ensure that actions were delivered and that all evidence had been inputted onto the Ulysses system.</p> <p><b>Resolved</b> The Committee received and noted the update.</p>

008	<p><b>Quality Strategy Update</b></p> <p>The Medical Director advised that there had been a lot of work taking place around the quality strategy. The Committee noted that a quality improvement method was now an integral part of the strategy. The Committee was updated on the timescale for the strategy - it would go to Quality Committee in August 2020 then onto Board in September 2020 for approval. The Medical Director advised that the strategy was in good shape and fitted well with both the Nursing and Midwifery strategy and the Research and Development strategy. The Committee noted that the Head of Strategy (check job title?) was working to ensure this strategy would fit with others and not stand alone.</p> <p><b>Resolved</b></p> <p>The Committee received and noted the update.</p>
009	<p><b>Chairs report from Quality Committee</b></p> <p><b>1. Chairs Report from the Quality Committee</b></p> <p>Susan Milner provided the update from the Quality Committee of 22<sup>nd</sup> June 2020. The Committee noted that there had been a recurrence of a serious incident and that an investigation was under way. The Committee was advised that a report would go to the next meeting of the Quality Committee which was scheduled for 20<sup>th</sup> July 2020. It was noted that the Safety, Effectiveness and Experience Senate reports had all been received. The Committee noted that there had been some slippage with regards to SOPs which the Executive team were aware of and that the BAF had been looked at to ascertain the impact of Covid-19. The Committee was updated on the Pattison report. It was noted that there were seven recommendations which related to the Trust. It was noted that the way in which patients were written to would change – the Trust would write to patients first, going forward, rather than the GP first. The Committee was advised on a reporting error which had taken place with regards to continuity of carer within Maternity – actions to remedy had been put in place and a report would go to the Quality Committee on a monthly basis.</p> <p><b>2. Chairs Report from the Putting People First Committee</b></p> <p>Tony Okotie updated the Committee on the items covered in the meeting of 22<sup>nd</sup> June 2020</p> <ul style="list-style-type: none"> <li>• Covid-19 staff shielding</li> <li>• Relaxation on restrictions</li> <li>• Support for colleagues coming back into the Trust</li> <li>• KPI reports</li> <li>• Challenges around resus transfusion training – further assurance requested on how we close gaps – report to come to the next scheduled Committee meeting</li> <li>• Low levels of engagement reported within the Estates department</li> <li>• A communications strategy had been received</li> <li>• Fair &amp; Just culture was entering the 3<sup>rd</sup> year and real progress was evident around staff engagement</li> </ul> <p><b>Resolved</b></p> <p>The Committee received and noted the chairs reports.</p>
010	<p><b>Governor Representative Report from Experience Senate</b></p> <ul style="list-style-type: none"> <li>• I pads to be available to communicate in different languages</li> <li>• Video tours were in development</li> <li>• Exploring the possibility of partners attending births virtually</li> </ul>

	<p>Pat Speed enquired as to the cost of Covid-19 to the Trust – would there be an additional budget for this. The Medical Director advised that the Trust was monitoring this and that costs would come from a central budget.</p> <p><b>Resolved</b> The Committee received and noted the report.</p>
011	<p><b>Any Other Business</b> The Committee noted that an extraordinary Board had taken place 18<sup>th</sup> June 2020, that the following items were covered: Responses to Covid-19 – BAME patients and staff; ED&amp;I to be on agendas going forward; papers would be available on the internet.</p>
	<p><b>Review of meeting</b> Good discussion and debate and meeting kept to time</p>
	<p><b>Date of next meetings:</b> Monday 21<sup>st</sup> September 2020 at 5.30pm in the Boardroom/via Teams</p>

**Council of Governors Communication and Membership Engagement Group**

**Thursday 25<sup>th</sup> June at 1730hrs**

**Virtual Meeting via Microsoft Teams**

**Present:** Cynthia Dowdle (CD) (Chair of meeting), Robert Clarke (RC), Michelle Turner (MT) (Chief People Officer), Andrew Duggan (AD) (Head of Communications & Marketing), Jackie Sudworth (JS), Evie Jeffries (EJ), Sara Miceli-Fagrell (SFM), Mark Grimshaw (MG) (Trust Secretary – minute taker).

**Apologies from:** Denise Richardson (DR), Gillian Walker (GW), Phil Huggon (PH)

20/21/01	<b>Apologies for absence</b> As above.
20/21/02	<b>Meeting guidance notes</b> Noted.
20/21/03	<b>Declarations of interest</b> None declared.
20/21/04	<b>Minutes from the meeting of the Communications and Membership Engagement Group held on Thursday 12<sup>th</sup> December 2019</b> The minutes of meeting were approved.
20/21/05	<b>Matters arising and action points</b> It was noted that both actions would be covered under the 'Membership Engagement Refresh' item.
20/21/05	<p><b>Membership Engagement Refresh</b></p> <p>MG noted that the Trust had a Membership Engagement Strategy which was intended to be in place from 2017-20. In the December 2019 Governors Communications and Membership Engagement Group it had been explained that the intention was to identify a number of specific activities to be considered for inclusion within a revised LWH Communications &amp; Engagement Strategy from 2020/21 onwards that would focus on membership and public engagement. This was instead of creating a separate standalone Membership Strategy.</p> <p>Due to the Covid-19 outbreak and pandemic, progress on the revised LWH Communications &amp; Engagement Strategy had been limited and the proposal was for a year extension to be agreed before launching a comprehensive refresh in April 2021. Whilst membership engagement was mentioned within the extended Communications &amp; Engagement Strategy, MG asserted that there was an opportunity to expand on this and agree some short-term objectives, particularly in the current and post Covid-19 landscape.</p> <p>Several proposals were outlined for discussion which included:</p> <ul style="list-style-type: none"> <li>• The potential development of a 'membership charter' to help redefine and clarify 'the offer' for current and new members.</li> </ul>

	<ul style="list-style-type: none"> <li>In light of a revised LWH Communications &amp; Engagement Strategy being deferred, the production of an addendum to the current Membership Strategy outlining the Trust approach over the rest of 2020/21.</li> </ul> <p>There was agreement regarding the production of a membership charter and governors provided suggestions for what should be included. It was stated that it would be important to note that members provided a voice for the community regarding the Trust's services and helped to shape the future direction of the organisation. In addition to the charter, it was asserted that it would be important for the Trust to help members to understand their role. RC stated that the Charter needed to be meaningful and not overly focussed on process.</p> <p>There was also agreement in relation to the production of an addendum to the current membership strategy. It was stated that it would be important to maintain realistic and achievable goals in the context of the Covid-19 pandemic. AD noted that there would be opportunities to utilise virtual events, as the proof of concept had been demonstrated during the pandemic.</p> <p><b>Action: For the Trust Secretary to produce a Membership Strategy Addendum and Membership Charter for review and approval at the July 2020 Council of Governors meeting.</b></p> <p>The Committee noted the report.</p>
20/21/06	<p><b>Governor Elections</b></p> <p>MG provided an update on the upcoming 2020 Governor elections, highlighting the constituencies with vacancies and the key milestones.</p> <p>MT noted the opportunity to engage with underrepresented community groups to encourage individuals to put themselves forward as potential governors.</p> <p>MG requested that governors utilise their own social and professional networks to encourage individuals to stand in the election.</p> <p>The Committee noted the update.</p>
20/21/07	<p><b>Annual Members Meeting</b></p> <p>A discussion was held regarding ideas for the upcoming Annual Members Meeting (AMM), scheduled to take place on 8 October 2020. MG noted that it was likely that the AMM would need to be held virtually and it was agreed that there would be a challenge to engage a potentially large number of people for a lengthy event (approx. 2 hours). CD noted that there were examples from other contexts of splitting up events over a longer time period and it was agreed to explore the possibility of holding a range of smaller, virtual events around the 'formal' AMM business.</p>
20/21/08	<p><b>Any Other Business</b></p> <p>None.</p>
20/21/09	<p><b>Review of meeting</b></p> <p>The group agreed that the meeting had productive with a number of good ideas shared and discussed. Those who attended were thanked for their contribution and time by CD.</p>

20/21/10	<b>Date, time and place of next meeting:</b> Thursday 24 September 2020 at 1730, location TBC

DRAFT

		Agenda Item
MEETING	Council of Governors	
PAPER/REPORT TITLE:	COVID-19 –Trust response	
DATE OF MEETING:	Thursday, 30 July 2020	
ACTION REQUIRED	Assurance	
EXECUTIVE DIRECTOR:	Gary Price, Chief Operating Officer	
AUTHOR(S):	Gary Price, Chief Operating Officer	
STRATEGIC OBJECTIVES:	<p><b>Which Objective(s)?</b></p> <p>1. To develop a well led, capable, motivated and entrepreneurial <b>workforce</b> <input checked="" type="checkbox"/></p> <p>2. To be ambitious and <b>efficient</b> and make the best use of available resource <input checked="" type="checkbox"/></p> <p>3. To deliver <b>safe</b> services <input checked="" type="checkbox"/></p> <p>4. To participate in high quality research and to deliver the most <b>effective</b> Outcomes <input checked="" type="checkbox"/></p> <p>5. To deliver the best possible <b>experience</b> for patients and staff <input checked="" type="checkbox"/></p>	
LINK TO BOARD ASSURANCE FRAMEWORK (BAF):	<p><b>Which condition(s)?</b></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 checked="" type="checkbox"/></p> <p>3. The Trust is not financially sustainable beyond the current financial year..... <input checked="" 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><b>Which Domain?</b></p> <p><b>SAFE</b>- People are protected from abuse and harm <input type="checkbox"/></p> <p><b>EFFECTIVE</b> - 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><b>CARING</b> - the service(s) involves and treats people with compassion, kindness, dignity and respect. <input type="checkbox"/></p> <p><b>RESPONSIVE</b> – the services meet people's needs. <input type="checkbox"/></p> <p><b>WELL-LED</b> - the leadership, management and governance of the organisation assures the delivery of high-quality and person-centred care, <input type="checkbox"/></p>	



	supports learning and innovation, and promotes an open and fair culture. <b>ALL DOMAINS</b> <input checked="" type="checkbox"/>	
<b>LINK TO TRUST STRATEGY, PLAN AND EXTERNAL REQUIREMENT</b>	<b>1.</b> Trust Constitution <input checked="" type="checkbox"/> <b>2.</b> Operational Plan <input checked="" type="checkbox"/> <b>3.</b> NHS Compliance <input checked="" type="checkbox"/>	<b>4.</b> NHS Constitution <input checked="" type="checkbox"/> <b>5.</b> Equality and Diversity <input checked="" type="checkbox"/> <b>6.</b> Other: <a href="#">Click here to enter text.</a>
<b>FREEDOM OF INFORMATION (FOIA):</b>	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	
<b>RECOMMENDATION:</b> (eg: The Board/Committee is asked to:-....)	<i>The Council of Governors is requested to note the report for information and assurance.</i>	
<b>PREVIOUSLY CONSIDERED BY:</b>	<b>Committee name</b>	Not Applicable Or type here if not on list: <a href="#">Click here to enter text.</a>
	<b>Date of meeting</b>	

### Executive Summary

The initial Covid-19 surge of March-May 2020 has peaked and is now reducing. The Trust has recovered its core services that were paused during that period through June 2020. The operational landscape of the NHS has fundamentally changed and is now moving to a period of reset from July 2020 for the remainder of 2020/21 and beyond. National reset guidance is due to be published July 2020. This paper summarises these key changes and challenges.

### Report

#### 1. Operational Pillars for 2020/21

Moving forward for 2020/21 there are five operational pillars that will be fundamental to the success of the organization and the wider NHS. The landscape may have changed but the journey towards clinical sustainability for LWH and outstanding services has not. Even throughout the pandemic the Trust has continued this journey with the successful recruitment of several new Consultant posts.

Each operational Pillar will have a focus on the Future Generations Vision to ensure that there is a key component of that journey towards restoration.

The five pillars are:

- Restoring outstanding clinical services through a culture of quality improvement
- Workforce
- System working
- New Models of Care: Learning and Digital
- Testing and PPE

## **2. Restoring outstanding clinical services through a culture of quality improvement**

The enablers to improve our services in 2020/21 will be:

- The delivery of the CQC action plan
- Embedding a QI strategy and culture
- Further enhance our Divisional Governance and Leadership
- Support the reporting of Incidents and learning in a post Covid-19 environment
- Maintain and grow our research as a tertiary Trust
- Support our Safeguarding services with Covid-19 impacts in 2020/21

## **3. Supporting our Workforce**

In order to restore and develop our services we must accept it may be a challenge for staff and therefore there is a need to support our workforce after their efforts in the initial Covid-19 response. As a Trust we will do this in several ways. We will be increasing our staff support, both physical and emotional and we will develop new ways of working e.g. working from home etc. There will be a strong focus on vulnerable staff groups e.g. BAME

We will continue with our programme of listening to staff such as in the Fair and Just programme and we will continue to prioritise the delivery of mandatory training.

## **4. System Working**

We will be in national NHS Command and Control for most, if not all, of 2020/21 and need to ensure we have robust governance and leadership in place to respond to this.

LWH will support system recovery: We will look to accelerate our on-site diagnostics as part of this for the system. In addition, we will make sure we have leadership and the time to support the Liverpool System in recovery and restoration. We will review our partnerships for benefit of our system and LWH patients and families.

## **5. New Models of Care**

The environment in 2020/21 calls us to develop and accelerate new models of care. We will invest and promote virtual clinical and non-clinical working through Attend Anywhere, Microsoft Teams and other software and we will embed and share the learning from Covid-19. We will ensure that the developing digital strategy reflects the need to work differently in a post Covid-19 environment.

## **6. Testing and PPE**

Testing of staff and patients will become a key feature of everything we do for the remainder of 2020/21, as will PPE requirements. This will be done by ensuring that it is lead with the best Infection, Prevention and Control evidence and the establishment and embedding of Screening and Surveillance service taking into account all aspects of Covid-19 testing. In addition, the Trust will need to take account of PPE requirements in all service restoration and changes including those as part of being a teaching Trust and be guided by the clinical evidence.

## **7. Moving forward**

In conclusion, to continue to be a successful organization moving forward for our patients we must ensure that Infection Prevention and Control is at the centre of all decision making as we maintain our core services and restore others. All Covid-19 service changes will be risk assessed and equality assessed. All national standards will be adhered to and overseen by our governance process.

The key challenge will be dealing with a backlog of patients who have waited longer than they would have before the pandemic for our services. The Trust has increased Consultant capacity moving forward and when the national guidance is published detailing how these backlogs will be measured the Trust is well placed to respond. In the meantime, we will continue to prioritise our most clinically urgent patients through local review.

#### **8. Recommendation**

The Council of Governors is requested to note the report for information and assurance.

Agenda Item	
<b>MEETING</b>	<b>Council of Governors</b>
<b>PAPER/REPORT TITLE:</b>	<b>Membership Engagement Refresh</b>
<b>DATE OF MEETING:</b>	Thursday, 30 July 2020
<b>ACTION REQUIRED</b>	<b>Assurance</b>
<b>EXECUTIVE DIRECTOR:</b>	Mark Grimshaw, Trust Secretary
<b>AUTHOR(S):</b>	Mark Grimshaw, Trust Secretary
<b>STRATEGIC OBJECTIVES:</b>	<p><b>Which Objective(s)?</b></p> <ol style="list-style-type: none"> <li>To develop a well led, capable, motivated and entrepreneurial <b>workforce</b> <input type="checkbox"/></li> <li>To be ambitious and <b>efficient</b> and make the best use of available resource <input type="checkbox"/></li> <li>To deliver <b>safe</b> services <input type="checkbox"/></li> <li>To participate in high quality research and to deliver the most <b>effective</b> Outcomes <input type="checkbox"/></li> <li>To deliver the best possible <b>experience</b> for patients and staff <input checked="" type="checkbox"/></li> </ol>
<b>LINK TO BOARD ASSURANCE FRAMEWORK (BAF):</b>	<p><b>Which condition(s)?</b></p> <ol style="list-style-type: none"> <li>Staff are not engaged, motivated or effective in delivering the vision, values and aims of the Trust..... <input type="checkbox"/></li> <li>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"/></li> <li>The Trust is not financially sustainable beyond the current financial year..... <input type="checkbox"/></li> <li>Failure to deliver the annual financial plan ..... <input type="checkbox"/></li> <li>Location, size, layout and accessibility of current services do not provide for sustainable integrated care or quality service provision ..... <input type="checkbox"/></li> <li>Ineffective understanding and learning following significant events..... <input type="checkbox"/></li> <li>Inability to achieve and maintain regulatory compliance, performance and assurance..... <input checked="" type="checkbox"/></li> <li>Failure to deliver an integrated EPR against agreed Board plan (Dec 2016) ..... <input type="checkbox"/></li> </ol>
<b>CQC DOMAIN</b>	<p><b>Which Domain?</b></p> <p><b>SAFE</b>- People are protected from abuse and harm <input type="checkbox"/></p> <p><b>EFFECTIVE</b> - 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><b>CARING</b> - the service(s) involves and treats people with compassion, kindness, dignity and respect. <input type="checkbox"/></p> <p><b>RESPONSIVE</b> – the services meet people's needs. <input type="checkbox"/></p> <p><b>WELL-LED</b> - the leadership, management and governance of the organisation assures the delivery of high-quality and person-centred care, supports learning and innovation, and promotes an open and fair culture. <input checked="" type="checkbox"/></p>

	<b>ALL DOMAINS</b> <input type="checkbox"/>	
<b>LINK TO TRUST STRATEGY, PLAN AND EXTERNAL REQUIREMENT</b>	1. Trust Constitution <input checked="" type="checkbox"/> 2. Operational Plan <input type="checkbox"/> 3. NHS Compliance <input checked="" type="checkbox"/>	4. NHS Constitution <input checked="" type="checkbox"/> 5. Equality and Diversity <input type="checkbox"/> 6. Other: <a href="#">Click here to enter text.</a>
<b>FREEDOM OF INFORMATION (FOIA):</b>	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	
<b>RECOMMENDATION:</b> (eg: The Board/Committee is asked to:-....)	<i>The Council of Governors is asked to consider, and if deemed appropriate approve the addendum to the Membership Strategy and recommend that the Board also provide their approval. The Council is also asked to note that work will be undertaken on a more substantial refresh of the membership strategy, overseen by the Communications &amp; membership Engagement Group.</i>	
<b>PREVIOUSLY CONSIDERED BY:</b>	<b>Committee name</b> Not Applicable <a href="#">Click here to enter text.</a>	
	<b>Date of meeting</b> <a href="#">Click here to enter a date.</a>	

## Executive Summary

### Background

Reflections on progress against the membership strategy objectives up until the end of 2018/19 were provided to a Communications and Membership Engagement Group in May 2019. It was reported that whilst there had been some notable engagement successes (e.g. 'Get Involved' campaign in Liverpool City Centre in August 2018), activity had been tied to the on-going progress of the Trust's 'Future Generations' strategy which had slowed due to issues outside of the Trust's control. A number of the objectives set at the launch of the current Membership Strategy therefore remain pertinent and relevant for taking forward the Trust's approach to membership engagement. These can be characterised as 'enabling' objectives that need to be achieved before more far-reaching aims can be progressed.

These can be themed as follows:

- The need to data cleanse the Trust's membership database and improve contact information. This will improve the Trust's ability to communicate quickly and inexpensively with members.
- Improve the representation of several areas of the membership demographic through targeted recruitment
- Start to develop regular communications with members and improve links / accountability with governors.
- Improve engagement with particular groups e.g. young people

The December 2019 Communications and Membership Engagement Group was informed of a proposal to include membership engagement within a revised LWH Communications & Engagement Strategy from 2020/21 rather than creating a separate standalone Membership Strategy. The intention was to learn the lessons from the 2017-20 Membership Strategy and focus on 3-5 key activities during the year ahead that could be clearly monitored and impact measured.

Due to the Covid-19 outbreak and pandemic, progress on the revised LWH Communications & Engagement Strategy has been limited and as a result a year extension to the current document has been agreed. Whilst membership engagement has been referenced within the extended document, the detail is not as extensive as would have been in place in a fully revised document. It is therefore the proposal to agree the inclusion of an addendum to current Membership Strategy to provide this detail ahead of the comprehensive refresh in April 2021 (attached as appendix 1).

The addendum outlines several membership engagement objectives for 2020/21. The Covid-19 pandemic has meant that a focus on realistic and achievable goals is even more important. The effects of lockdown and social distancing will limit engagement options and in a time of increased pressure, it is vital that NHS resources are utilised effectively and for a clear purpose. Whilst foundation trusts are now entering into an uncertain landscape as the post Covid-19 pandemic recovery progresses, there are also undoubted opportunities that can be maximised. For instance, the pandemic has engendered an unprecedented amount of goodwill from the general public towards the NHS and interest in health and healthcare services will never be higher. It is therefore worthwhile to progress with membership engagement activity that reflects the current challenges and enables for effective planning ahead of a post Covid-19 environment. A key objective within the addendum is the development of a 'membership charter' to provide clarity on the 'offer' of membership. A draft of the 'membership charter' is included at the end of the addendum section.

There is a recognition that the Membership Strategy will require a comprehensive review and refresh prior to content being included within the 2021 LWH Communications & Engagement Strategy. It is proposed that work will be undertaken on this with oversight provided by the Communications & Membership Engagement Group. A draft will be presented to the February 2021 Council of Governors meeting for review and comment.

### **Recommendation**

The Council of Governors is asked to:

- a) consider, and if deemed appropriate approve the addendum to the Membership Strategy and recommend that the Board also provide their approval.
- b) Note that work will be undertaken on a more substantial refresh of the membership strategy, overseen by the Communications & membership Engagement Group.

### **Report**

# Membership Strategy 2017-2020

## With addendum for 2020-21

## EXECUTIVE SUMMARY

Membership is at the heart of being an NHS Foundation Trust. It facilitates local accountability ensuring that those for whom the service exists – patients and the public – have an opportunity to shape, influence, comment upon and constructively challenge it as well as to positively promote it and be a part of celebrating its successes. By seeking to recruit a representative membership, listening to and involving our members, the Trust seeks to continuously improve its services with the involvement of those whose needs it aims to meet.

The membership strategy provides a 'roadmap' for the Trust's membership work. At its heart is the desire to make membership relevant, interesting and rewarding. Its key focus is on putting in place robust arrangements for ensuring that our members have a loud and clear voice within the organisation.

A key component of our membership work over the next three years will be to re-establish the objectives from the previous strategy that were not delivered, as well as developing new opportunities in response to recent engagement and insight, whilst simultaneously developing an approach that is aligned to the developments and changes to the local health economy and therefore making our approach to membership 'fit for future generations'.



## 1.0 OUR MEMBERS

### 1.1 Who are our members?

The Trust has two constituencies of membership – public and staff. As at 31 March 2017 the Trust had 8195 members, with a target of 11500 (3305 more members required). A breakdown of selected groups that are currently under or over represented is shown below.

**Table 1: Trust membership as at 31 March 2017**

Membership	% of area	Target Membership	Current Membership	Still to recruit	Representation
<b>Geography (all areas)</b>					
• Central Liverpool	25.8	2967	2821	146	OK
• South Liverpool	11.8	1357	1358	-1	HIGH
• North Liverpool	15.5	1782	1612	170	OK
• Sefton	30.6	3519	1263	2256	LOW
• Knowsley	16.4	1886	1141	745	OK
<b>Ethnicity (selected groups)</b>					
• White – British	89.14	10251	7281	2970	OK
• Mixed – Other mixed	0.44	51	26	25	LOW
• White - Other	2.01	231	74	157	LOW
• Asian or Asian British - Chinese	1.05	120	25	95	LOW
<b>Other areas to grow membership</b>					
17 - 21	7.07	813	62	751	LOW
22 – 29	16.87	1940	827	1113	LOW

We are committed to ensuring that our membership is representative of the populations we serve and the above are the individuals and groups who we will specifically aim to target to make our membership profile more representative of the population we serve.

## **2.0 OUR MEMBERSHIP ACHIEVEMENTS SO FAR**

### **2.1 What have we achieved so far?**

This membership strategy plan draws on our experience of recruiting and engaging members since the Trust was established as an FT in 2006. Our achievements and activities since becoming established include:

- Successfully recruiting over 11,000 public members;
- Engaging with our members at a wide range of Trust-based and community events such as 'Medicine for Members' meetings, health fairs and voluntary organisation meetings;
- Welcoming many hundreds of members and local people through the doors of Liverpool Women's Hospital each year as part of our annual members' meetings and open days;
- Keeping our members fully informed about 'what's going on' at the Trust via our Twitter account, our website and regular publication of our member newsletter 'Generations';
- Seeking our members' views on our plans.

## **3.0 STRATEGY AND PLAN PURPOSE**

### **3.1 What is this strategy and plan for?**

This document sets out the Trust's plans for:

- Achieving and maintaining a representative membership;
- Making membership relevant, interesting and rewarding;
- Increasing the quality and level of participation in the Trust's democratic structures to enable the organisation to achieve its aims and ensure good governance;
- Listening to our members and taking their views into account when we are planning developments and/or changes to our services;
- Encouraging our members to stand for election to the Council of Governors when vacancies arise;
- Providing an opportunity for our members to learn about the Trust, the services it provides and a range of healthcare issues that are directly relevant to women, babies and their families.

## **4.0 OUR OBJECTIVES**

### **4.1 What do we want to achieve over the next three years?**

Our objectives set out what we want to achieve between 2017 and 2020 in respect of membership. They are set out below. Each of the annual objectives will aim for a year end delivery but with quarterly updates on progress provided to the Patient Experience and Membership Committee to ensure they remain on track and on schedule.

#### 4.2 Year One, 2017 – 2018

Year One, 2017 - 2018	
1	Maintain membership numbers and recruit to under-represented groups, namely students and young adults (17-29), ethnic minorities, and residents of Sefton. Use social media and appropriate public events, campaigns and workshops where appropriate to support achievement of this.
2	Analyse the quality of contact information the Trust has (e.g. email addresses and mobile telephone numbers) and begin targeted regular communications, aligned to their areas of interest. Also use demographic analysis to target member communications in order to get a better response.
3	Introduce email or text broadcast from Governors to members in their constituency to achieve better visibility of Governors and better connections between members and Governors.
4	Introduce a dedicated and regular communication feature within the Trust's standard channels and across sites (website, In the Loop, Intranet, social media, staff noticeboards) that showcases membership and Governor news, and the benefits of getting involved in order to increase recruitment and improve the quality of communication.
5	Introduce regular (minimum 1 per year) engagement events in Governor supported public settings based in areas or environments appropriate to target under-represented groups, with an aim to recruit. This should begin with a focus on young people as the initial target audience and could be led by the Experience Senate for delivery.

#### 7.3 Year Two, 2018 - 2019

Year Two, 2018 - 2019	
6	Put in place arrangements to involve members and patients in a number of identified committees/groups within the Trust that is concerned with quality (to include training and support and code of conduct and confidentiality issues).
7	Link with local schools, colleges and universities, possibly in collaboration with other local Trusts to serve as a 'Membership Open Space' where young people can pursue information about careers in the NHS whilst also learning the benefits of membership.

#### 7.4 Year Three, 2019 – 2020

Year Three, 2019 - 2020	
8	Develop a core 'active members' database who can assist the Trust in a work experience/volunteering capacity around FT activities, such as AMM support and public/membership engagement.
9	Put in place arrangements to involve members and patients in the recruitment of new staff during the selection and interview process to promote wider membership involvement.

### 7.5 Across the years

Some activities will routinely happen across the three year life of this strategy and plan. They are:

Across the years	
A	Consult and involve members in all engagement opportunities with respect of the Trust's Fit For Future Generations programme.
B	Proactively encourage members to consider standing for election to the Council of Governors.
C	In line with the Communications, Marketing & Engagement Strategy which shows a desire to involve Governors more within Trust activities, the delivery of the above objectives will all be co-designed with Governor involvement at their core, with particular involvement of the Experience Senate to help lead engagement related actions.

### 8.0 Next steps

This strategy will be delivered on an annual basis from 2017-20 with specific deliverables and objectives being incorporated into the Communications, Marketing & Engagement Team's annual operational plans to allow regular feedback and benchmarking of achievements.

## 9.0 2020/21 MEMBERSHIP STRATEGY ADDENDUM

### 9.1 Background

- 9.2 Reflections on progress against the membership strategy objectives up until the end of 2018/19 were provided to a Communications and Membership Engagement Group in May 2019. It was reported that whilst there had been some notable engagement successes (e.g. 'Get Involved' campaign in Liverpool City Centre in August 2018), activity had been tied to the on-going progress of the Trust's 'Future Generations' strategy which had slowed due to issues outside of the Trust's control. A number of the objectives set at the launch of the current Membership Strategy therefore remain pertinent and relevant for taking forward the Trust's approach to membership engagement. These can be characterised as 'enabling' objectives that need to be achieved before more far-reaching aims can be progressed.

These can be themed as follows:

- The need to data cleanse the Trust's membership database and improve contact information. This will improve the Trust's ability to communicate quickly and inexpensively with members.
  - Improve the representation of several areas of the membership demographic through targeted recruitment
  - Start to develop regular communications with members and improve links / accountability with governors.
  - Improve engagement with particular groups e.g. young people
- 9.3 The December 2019 Communications and Membership Engagement Group was informed of a proposal to include membership engagement within a revised LWH Communications & Engagement Strategy from 2020/21 rather than creating a separate standalone Membership Strategy. The intention was to learn the lessons from the 2017-20 Membership Strategy and focus on 3-5 key activities during the year ahead that could be clearly monitored and impact measured.
- 9.4 Due to the Covid-19 outbreak and pandemic, progress on the revised LWH Communications & Engagement Strategy has been limited and as a result a year extension to the current document has been agreed. Whilst membership engagement has been referenced within the extended document, the detail is not as extensive as would have been in place in a fully revised document. It is therefore the intention of this addendum to provide this detail ahead of the comprehensive refresh in April 2021.

### 9.5 Objectives 2020/21

- 9.6 As noted, the intention for the membership engagement section of the 2020/21 Communications & Engagement Strategy refresh was to learn lessons from the 2017-20 Membership Strategy and focus on 3-5 key 'enabling' membership objectives. The Covid-19 pandemic has meant that a focus on realistic and achievable goals is even more important. The effects of lockdown and social distancing will limit engagement options and in a time of increased pressure, it is vital that NHS resources are utilised effectively and for a clear purpose.
- 9.7 Whilst foundation trusts are now entering into an uncertain landscape as the post Covid-19 pandemic recovery progresses, there are also undoubted opportunities that can be maximised. For instance, the pandemic has engendered an unprecedented amount of goodwill from the general public towards the NHS and interest in health and healthcare services will never be higher. It is therefore worthwhile to progress with

membership engagement activity that reflects the current challenges and enables for effective planning ahead of a post Covid-19 environment. The following objectives have been set within this context and are focussed on strengthening the Trust's membership engagement capacity to enable further work to be carried out into 2021/22.

Year Four, 2020 - 2021	
10	Develop new categories of engagement level – ‘inform’ and ‘involve’.
	<ul style="list-style-type: none"> <li>• Inform - receive information and updates from us about important changes to healthcare</li> <li>• Involve - receive information, and be involved, from time to time, in activities, such as focus groups, surveys, consultations and be invited to attend health events</li> </ul>
	To ensure that email addresses are held for members who choose the ‘involve’ option.
	<p><b>Purpose:</b> To cleanse the Trust's membership database and ensure that we have the appropriate contact information for those members who wish to communicate with the Trust on a regular basis.</p> <p><b>Measure:</b> All members categorised into engagement levels on the existing MES database system and to have email addresses for all members who identify as wanting ‘involve’ level engagement.</p>
11	Publish and communicate a membership charter (appendix 1)
	<p><b>Purpose:</b> To provide clarity on what it means to be a member of the Trust, supporting the categorisation of engagement levels and recruitment.</p> <p><b>Measure:</b> Membership Charter agreed by the Council of Governors, published on the Trust website and circulated to members via email (reference included within 2020 election material).</p>
12	Develop and deliver a programme of ‘Behind the Scenes’ events following a canvass of opinion from members on what areas would be popular. These will be virtual at first and then moved into physical locations when appropriate (whilst maintaining virtual option). These will be followed by ‘governor sessions’ to enable members to discuss issues with governors.
	<p><b>Purpose:</b> To improve engagement with members and links with governors.</p> <p><b>Measure:</b> Four ‘Behind the Scenes’ events to be held before the end of March 2021.</p>
13	Develop enhanced links with organisations aligned to underrepresented groups to improve engagement and involvement with these demographics
	<p><b>Purpose:</b> Improve the representation of several areas of the membership demographic through targeted recruitment</p> <p><b>Measure:</b> Formal connections made with organisations aligned to underrepresented groups with evidence fed back to the Communications &amp; Membership Engagement Group of feedback sought and received.</p>
14	To improve links with young people e.g. through the Young People Forum in place at Alder Hey NHS Foundation Trust.
	<p><b>Purpose:</b> Improve engagement with particular groups e.g. young people</p> <p><b>Measure:</b> Mechanism for feedback from young people established and reporting to the Communications &amp; Membership Engagement Group</p>
15	Improve connection and accountability between governors and members
	<p><b>Purpose:</b> To develop regular communications with members and improve links / accountability with governors.</p>

**Measure:** Mechanisms such as using video summaries post meetings, quarterly e-briefing and producing a governor annual report in place.

Looking ahead to 2021/22

Preparation for 2021/22 and beyond	
16	Detailed review of membership profile to understand low levels of representation and engagement for targeted improvement actions.
17	Canvass members regarding preferred communications methods.
18	Development of a detailed calendar of events for membership engagement opportunities.
19	Development of an 'engagement toolkit' for governors to support them in their engagement with members.
20	Develop practical advice and guidance on how members can support the Trust and fulfil their role outlined in the Membership Charter

## Membership Charter

We aim to ensure that our members have every opportunity to play a meaningful part in shaping our vision, determining, and developing our standards and building on the high quality of care for which we are recognised.

Our vision is of a broad base membership reflecting the diversity of the communities that we strive to serve.

### What members should expect from the Trust:

As a Member of the Foundation Trust, you:

- ✓ Will receive communications regarding the Trust and the services it provides to keep you up-to-date.
- ✓ Will have the opportunity to 'have your say' about the Trust and have the chance to understand or question any planned changes to the organisation that matter to you and others.
- ✓ Will be invited to attend free events for Members, such as 'behind-the-scenes' tours of the Hospital. We also run talks for our Members, this is where staff from different departments provide an overview of their work.
- ✓ Are welcome to attend our quarterly Council of Governors meetings and also our Annual Members Meetings, meet staff and Governors, and hear first-hand about the Trust's ongoing work and plans.
- ✓ Have the opportunity to access a wide range of NHS staff discounts through joining the website 'Health Service Discount' (external link, opens in new window).

### The Role of Trust Members:

- ✓ Be a voice of your community, telling us about the needs and expectations of your local community relating to the services of the Trust.
- ✓ Take an interest in the work of the Trust and help signpost members of the public to accurate sources of information.
- ✓ Encourage others to become members of the Trust
- ✓ You will be able to vote for Governors in elections that happen in your constituency.
- ✓ As well as voting, you can run for Governor when the opportunity arises and represent the voice of the Members in your constituency.



		Agenda Item
MEETING	Council of Governors	
PAPER/REPORT TITLE:	Extension of External Audit Contract	
DATE OF MEETING:	Thursday, 30 July 2020	
ACTION REQUIRED	Approve	
EXECUTIVE DIRECTOR:	Jenny Hannon, Director of Finance	
AUTHOR(S):	Mark Grimshaw, Trust Secretary	
STRATEGIC OBJECTIVES:	<p><b>Which Objective(s)?</b></p> <p>1. To develop a well led, capable, motivated and entrepreneurial <b>workforce</b> <input type="checkbox"/></p> <p>2. To be ambitious and <b>efficient</b> and make the best use of available resource <input checked="" type="checkbox"/></p> <p>3. To deliver <b>safe</b> services <input type="checkbox"/></p> <p>4. To participate in high quality research and to deliver the most <b>effective</b> Outcomes <input type="checkbox"/></p> <p>5. To deliver the best possible <b>experience</b> for patients and staff <input type="checkbox"/></p>	
LINK TO BOARD ASSURANCE FRAMEWORK (BAF):	<p><b>Which condition(s)?</b></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><b>Which Domain?</b></p> <p><b>SAFE</b>- People are protected from abuse and harm <input type="checkbox"/></p> <p><b>EFFECTIVE</b> - 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><b>CARING</b> - the service(s) involves and treats people with compassion, kindness, dignity and respect. <input type="checkbox"/></p> <p><b>RESPONSIVE</b> – the services meet people's needs. <input type="checkbox"/></p> <p><b>WELL-LED</b> - the leadership, management and governance of the organisation assures the delivery of high-quality and person-centred care, supports learning and innovation, and promotes an open and fair culture. <input checked="" type="checkbox"/></p>	

	<b>ALL DOMAINS</b> <input type="checkbox"/>	
<b>LINK TO TRUST STRATEGY, PLAN AND EXTERNAL REQUIREMENT</b>	<b>1.</b> Trust Constitution <input checked="" type="checkbox"/> <b>2.</b> Operational Plan <input type="checkbox"/> <b>3.</b> NHS Compliance <input checked="" type="checkbox"/>	<b>4.</b> NHS Constitution <input checked="" type="checkbox"/> <b>5.</b> Equality and Diversity <input type="checkbox"/> <b>6.</b> Other: <a href="#">Click here to enter text.</a>
<b>FREEDOM OF INFORMATION (FOIA):</b>	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	
<b>RECOMMENDATION:</b> (eg: The Board/Committee is asked to:-....)	<i><b>The Council of Governors is asked to approve the recommendation of the Audit Committee to extend the External Auditors reappointment for a further two years until 31/03/2022 .</b></i>	
<b>PREVIOUSLY CONSIDERED BY:</b>	<b>Committee name</b>	Not Applicable <a href="#">Click here to enter text.</a>
	<b>Date of meeting</b>	<a href="#">Click here to enter a date.</a>

### Executive Summary

The Trust's current External Auditor contract is with KPMG, awarded in 2017 for a period of three years with the option to extend for a further two years.

At its meeting on the 21st July 2020 the Audit Committee considered the issue of its External Audit contract and whether or not to extend the existing contract for a further two years. It was the decision of the Audit Committee that it would recommend to the Council of Governors the extension of the existing contract in line with the original contract award for a further period of two years.

### Report

#### Background

As a Foundation Trust the Trust is permitted to select its own external auditors. It is the responsibility of the Council of Governors to appoint, re-appoint and remove the Trust's External Auditors.

The Audit Committee supports the Council of Governors on this issue and will make recommendations as to the appointment, re-appointment and removal of the External Auditor by providing the Council of Governors with the information it needs to consider such matters.

The External Auditor performs the statutory audit and assurance services in connection with the Trust's annual financial statements and Quality Report.

#### Existing External Audit Contract

KPMG were appointed as external auditors of the statutory accounts and quality accounts audit on the CCS framework for three years from 01/04/2017 to 31/03/2020, with an option to extend for a further two years.

The audit of the Trust's financial statements for 2019/20 will therefore be the last scheduled duty of the existing External Auditor unless the Trust decides to extend the period in line with the terms of the original contract award.

### **Service Provision by KPMG**

It is the view of the Director of Finance and her team, endorsed by the Audit Committee that KPMG have provided a strong depth of understanding of the Trust and offer appropriate challenge to the organisation. There are no concerns with their performance and they have taken a pragmatic approach to year end matters for the duration of the contract to date.

The Trust could undertake a competitive tender exercise to test the market, but current intelligence suggests that success could be limited. It should also be noted that introducing new auditors who would need to familiarise themselves with the organisation often leads to higher fees in year one. This would be particularly challenging in view of the changes in the regime due to COVID-19 and as a result these first-year costs could be even higher.

It is therefore recommended that KPMG are re-appointed for a further two years until 31/03/2022.

### **Recommendation**

The Council of Governors is asked to approve the recommendation of the Audit Committee to extend the External Auditors reappointment for a further two years until 31/03/2022.