



We are
WHH



Warrington and
Halton Hospitals
NHS Foundation Trust

WHH Council of Governors

Thursday 14 February 2019

4:00pm – 6:00pm

Trust Conference Room

WARRINGTON HOSPITAL

COUNCIL OF GOVERNORS
THURSDAY 14 February 2019, 4.00pm-6.00pm
Trust Conference Room, Warrington Hospital

AGENDA ITEM COG/19/02/XX	TIME PER ITEM	AGENDA ITEM	OBJECTIVE/DESIRED OUTCOME	PROCESS	PRESENTER
			Choose an item.	Choose an item.	
FORMAL BUSINESS					
COG/19/02/01	4.00pm	CQC Update – Mock Inspections, preparation	<i>For info/update</i>	<i>Presentation</i>	Ursula Martin Director of Integrated Governance & Quality
COG/19/02/02	4.10pm	Welcome and Opening Comments <ul style="list-style-type: none"> • Apologies • Declarations of Interest 			Chairman
COG/19/02/03 <u>PAGE 3</u>		Minutes of meeting held 15 November 2018 Minutes of GNARC held 4 February 2019	<i>For decision</i>	<i>Minutes</i>	Chairman
COG/19/02/04 <u>PAGE 10</u>		Matters arising/action log	<i>For assurance</i>	<i>Action log</i>	Chairman
GOVERNOR BUSINESS					
COG/19/02/05	4.15pm	Lead Governor Update	<i>For info/update</i>	<i>Verbal</i>	Lead Governor
COG/19/02/06 <u>PAGE 12</u>	4.25pm	Ratification of Non-Executive Term of Office (M Bamforth)	<i>For assurance</i>	<i>Report</i>	Lead Governor
COG/19/02/07	4.35pm	Reports from GEG 6.02.2019 and Governors Qic 22.01.2019	<i>For info/update</i>	<i>Verbal</i>	Chair of GEG + Chair of Qic
COG/19/02/08	4.45pm	Items requested by Governors -	<i>For info/update</i>	<i>Verbal</i>	
TRUST BUSINESS					
COG/19/02/09	4.55pm	Chief Executives Report including - Integrated Performance Report (<i>in supplementary binder</i>)	<i>For info/update</i>	<i>Verbal+IPR</i>	Chief Executive
COG/19/02/10	5.05pm	Chairmans Briefing	<i>For info/update</i>	<i>Verbal</i>	Chairman
COG/19/02/11 <u>PAGE 14</u>	5.15pm	Complaints Report	<i>For info/update</i>	<i>Report</i>	Ursula Martin Director of Integrated Governance & Quality
GOVERNANCE					
COG/19/02/12 <u>PAGE 22</u>	5.25pm	Proposal from Governor Working Party incl - Results of Governor effectiveness survey (<i>in supplementary binder</i>)	<i>For decision</i>	<i>Report</i>	Head of Corporate Affairs
COG/19/02/13 <u>PAGE 64</u>	5.35pm	Proposed amendments to the Constitution (<i>Constitution in supplementary binder</i>)	<i>For decision</i>	<i>Governance document</i>	Head of Corporate Affairs
COG/19/02/14	5.45pm	Workforce Race Equality Standard (WRES) Update	<i>For assurance</i>	<i>Presentation</i>	E+D Lead
COG/19/02/15	5.55pm	Governor Training and Development MIAA as available	<i>For discussion</i>	<i>Verbal</i>	Head of Corporate Affairs
CLOSING					
COG/19/02/16		Any Other Business and close		Verbal	Chair

Schedule of 2019-20 dates attached for information

Next Meeting Date will be on Thursday 16 May 2019, 4.00pm-6.00pm
The Trust Conference Room, Warrington Hospital

COUNCIL OF GOVERNORS
Minutes of the Meeting held on Thursday 15 November 2018
4.00pm to 6.00pm, Lecture Theatre, Education Centre, Halton Hospital

Present:

Steve McGuirk (SMcG)	Chairman (Chair)
Mark Ashton (MA)	Staff Governor
Keith Bland MBE (KB)	Public Governor
Erin Dawber (ED)	Public Governor
Colin McKenzie (CMcK)	Public Governor
Linda Mills(LM)	Public Governor
Ryan Newman (RN)	Public Governor
Peter Lloyd Jones (PLJ)	Partner Governor, Halton Borough Council
Louise Spence (LS)	Staff Governor
Professor John Williams (JW)	Partner Governor, University of Chester

In Attendance:

Simon Constable (SC)	Executive Medical Director, Deputy Chief Executive
Terry Atherton (TA)	Non-Executive Director
Margaret Bamforth (MB)	Non-Executive Director
Stephen Bennett (SB)	Head of Transformation
Ian Jones (IJ)	Non-Executive Director
Pat McLaren (PMcL)	Director of Community Engagement + Fundraising
John Culshaw (JC)	Head of Corporate Affairs
Julie Burke (JB)	Secretary to Trust Board (Minutes)

Apologies:

Mel Pickup (MP)	Chief Executive
Norman Holding (NM)	Public Governor & Lead Governor
Dalton Boot (DB)	Public Governor
Paul Bradshaw (PB)	Public Governor
Jean Noel Ezingeard (JNE)	Non-Executive Director
Colin Jenkins (CJ)	Public Governor
Alison Kinross (AK)	Public Governor
Anne Robinson (AR)	Public Governor
Nick Stafford (NS)	Public Governor
Anita Wainwright (AW)	Non-Executive Director
Pat Wright (PW)	Partner Governor, Warrington Council

COG/18/11/53	Welcome, Apologies & Introductions	
	The Chairman welcomed all Governors', Staff, and Non-Executive Directors to the meeting, welcoming Prof John Williams to his first meeting. Apologies – noted above. Declarations of Interest – in agenda items There were no other interests declared in relation to the agenda items for the meeting.	
COG/18/11/54	Minutes of Previous Meeting 16 August 2018	
	The minutes of the meeting held on 16 August 2018, were approved as a true and accurate record.	
COG/18/11/55	Matters arising/action log	
	Action log noted, remaining items were covered on today's agenda.	

COG/18/11/ 56	Lead Governor Update	
	<p>JC provided an update on behalf of NH.</p> <ul style="list-style-type: none"> - 1:1 meetings continue with the Chairman - Governor Working Group had met twice and are working on a number of work streams including review of the Constitution and Constitutional changes relating to Terms of Office, meeting attendance and effectiveness of CoG. - Benchmarking had been undertaken across a number of Foundation Trusts to determine the level of attendance of Governors at NED-led Assurance Committees. Currently Governors do not attend these Trust meetings, however as part of the Governor Working Group a proposal is being prepared to support this. - TA as Chair of FSC supported this. In the absence of the Chair of the Strategic People Committee (SPC), TA explained that the SPC receive confidential, person identifiable information which would need to be redacted from Governor circulation or for there to be a Part 1 and Part 2 to comply with data protection requirements. - The Governors are to visit another Trust (CoCH) to share best practice. - The recent election activity at WHH reflected the national picture relating to the number of vacancies, contested and unopposed constituencies. The Trust has 3 vacant Constituencies. - NH had circulated the schedule for 2019 Governor Observation visits. Colleagues were asked confirm if they were able to join these visits. As Chair of the Complaints Quality Assurance Group, SMcG added that there is a correlation between outcomes of the visits and complaints/FTSU and PALs enquiries received. <ul style="list-style-type: none"> • Formal proposal to next CoG of proposed constitutional changes, outcome of survey and proposal for Governor attendance at Trust Assurance NED-led Committees before presentation to Trust Board in March. • Effectiveness Survey to be circulated to Governor and NED colleagues by HCA. • HCA to circulate details of the visit to CoCH. • Information following the NW Governors forum on 18 October to be circulated by HCA. 	
COG/18/11/ 57	Items requested by Governors	
	<p>The Chairman referred to the briefings within the papers and invited further questions.</p> <p><u>Halton Shuttle Bus Service.</u></p> <p>PLJ expressed concerns on the future funding of this service and level of subsidy that would be required for Warrington and Halton residents. He also expressed concern that if the service was withdrawn, currently there are no direct bus routes to the hospital and that a change of routes would need to be agreed by both Halton and Warrington Councils. SC explained that the Trust is waiting a position statement through its contractual meetings with Commissioners and that a full evaluation of the service would need to be completed to inform a future business case before any future proposal is considered.</p> <ul style="list-style-type: none"> • Trust Board to receive an update in November. • Further update to CoG in February <p><u>Social Media Update</u></p> <p>PMcL provided a summary of actions taken by the Trust following notification by one of the Public Governors that a distressing recommendation and allegation on Facebook had gone unchallenged and not been responded to by the Trust in a timely manner. PMcL explained there had been a breakdown in the Trust internal processes to respond to such an allegation. On review of this process, some issues relating to training had been identified and addressed. In addition, a Standard Operating Procedure (SOP) for managing Social Media had been produced and taken to the Patient Experience Committee who supported its adoption. PMcL added that the allegation had been investigated and unfounded.</p> <p>All were asked to be vigilant when using Social Media</p>	

COG/18/11/ 58	Governor Engagement Group (GEG) and Governors Quality In Care (QiC) Chair Reports	
	<p>K Bland provided an updated on key these discussed by GEG at their October meeting: A workshop with staff and Governors had been held to co-design the Patient Participation Strategy with further consultation with Patients and Volunteers. Final Strategy to future Patient Experience Committee for approval.</p> <p>The Group discussed the best routes for Governors to engage with local people. The Group discussed a number of options including Stakeholder Forums and other outside organisations websites, ie Age Concern, Health Watch for best practice. The Group also discussed holding joint events for Members and the Public and an Associate Member status for 3rd sector organisations. The Group felt open days were not effective but beneficial to still hold local events. They also discussed initiatives to attract 15-19 yr olds to become members.</p> <ul style="list-style-type: none"> - The Group to produce a Constituency letter for newly elected Governors to share in the constituencies on what the role of Governor is. • PMcL to circulate Patient Participation Strategy <p>In the absence of NH, MB summarised key themes discussed at the recent QiC which included progress against the CQC action plan, the Ward Accreditation Programme which has been underway for 6 months with a number of Wards achieving Silver and Bronze accreditation and which the outcome of the Governor Observations visits feed into. The Ward Accreditation assessment is rigorously applied, supports a significant improvement in quality of care and provides Ward to Board assurance.</p> <p>The Quality Academy is now established and had its first meeting in September. The QiC also received an update on the Trust Quality Priorities.</p>	
COG/18/11/ 59	Governors Engagement ToR and Cycle of Business	
	The Council of Governors approved the changes to the GEG Terms of Reference and approved the Cycle of Business for 2019-20.	
COG/18/11/ 60	Chief Executive Briefing	
	<p>S Constable provided an update on areas not specifically covered the Performance report circulated with papers or earlier discussions.</p> <ul style="list-style-type: none"> - A successful first Patient Safety Summit had taken place in October with a further event planned for April, date TBC, to which all Governors will be invited. This will then become a bi-annual event. - The Trust is preparing for an anticipated CQC follow-up inspection and will receive 10 weeks notice of a visit. There are 3 dimensions as part of the inspection regime which will focus on Well Led/leadership and interface of CoG and Board, CQC Action plan and Use of Resources. Preparation is underway to ensure that colleagues who may be interviewed are fully prepared. - SC explained that preparation and plans for Winter is underway with a Winter Plan in place designed with local partners. Challenges remain relating to capacity and discharge of patients back to an appropriate care setting to free up acute capacity. The Trust has put a number of measures in place to support winter including co-location of cardio to A3, Frailty Unit and the Discharge Lounge which is to be opened w/c 26 November. Challenges remain in Domiciliary Care, SC commented that whilst challenges continue relating to delayed discharge the Discharge Lounge and collaborative working with partners will support moving patients to the correct care setting as quickly as possible. - A new national specification has been published to transition Urgent Care Centres to Urgent Treatment Centres which would provide more enhanced services including Primary Care and the offer of a booked 'urgent' GP appointment. An engagement/consultation is underway for Halton and Warrington residents. - The Trust had refreshed its strategy following the on-going engagement and consultation for an Eastern Sector Cancer Hub due to change of commissioning intentions, to provide cancer treatment within C&M. SC stressed that plans are not to diminish current 	

	<p>provision in existing hospitals, but to enhance assessment and treatment in at least 1 of the sites to allow people care closer to home. A strong strategic case had been presented to Commissioners to support provision of such services at Halton Health Campus due to the demographic of the population, where they access services and the current location of the existing sites in Liverpool, the Wirral and Manchester. Dates of Consultation and Engagements events will be shared when confirmed.</p> <ul style="list-style-type: none"> - To a question re: the Trust financial position from PLJ, SC explained that the Trust is meeting its current financial obligations. As Chair of the Finance + Sustainability Committee (FSC), TA explained that the FSC had received a report at the end of August/September reporting the Trust had met its Control Total for the 6 month period. He also explained the current CIP challenges due to CIP under-performance in the last 6 months. Responsibility for CIP is now within the portfolio of the DoF with focus on delivery with continued monitoring by Trust Regulators who are fully sighted and the FSC. TA also explained that FSC continue to scrutinise the Trust pay and agency spend and that the Trust is ahead of trajectory set by NHSI. Priority continues to be recruit to difficult to recruit to Consultant posts, especially specialist and elderly medicine. The Trust is currently embarking on the second stage of its Doctors overseas recruitment initiative in Mumbai. • PMCL to circulate video of Eastern Sector Cancer Hub presentation and future dates of consultant / engagement events when notified. 	
COG/18/11/61	Chairman's Briefing	
	<p>The Chairman explained that the majority of the matters he wished to provide an update on had been covered during earlier discussions. The Chairman and CEO had met with CEO and Chairman of Clatterbridge and Chair of WCCG relating to the Eastern Sector Cancer Hub. The Trust is still awaiting confirmation from CQC for a follow-up visit. The Chairman thanked those Governors who had attended the recent Governors Induction day.</p>	
COG/18/11/62	Complaints Report	
	<p>The Chairman explained that he continues to Chair the Complaints Quality Assurance Group where there is a rolling programme for each CBU to present their complaints, and sharing of lessons learned from complaints and SIs. There had been significant improvement reported both in the reduced number of complaints and timeliness for resolution. The Chairman encouraged Governors to attend this Group.</p> <ul style="list-style-type: none"> • CoG noted the report. 	
COG/18/11/63	FTSU	
	<p>The Chairman reported that himself and I Jones meet bi-annually with the Trust FTSU Champion, Jane Hurst, who is supported by a number of FTSU 'Guardians' throughout the Trust to raise awareness of FTSU through a number of forums. FTSU provides a mechanism to raise any issues and to speak out in a confidential way. Awareness of staff is also 'tested' through the Board Ward/Department visits and information triangulated through Governor Observation Visits and Listening Into Action (LiA). MA added that a survey is to be circulated to staff to ask the mechanism they would like to raise such issues, adding that there had been an increase in cases raised in Q2 of 7, compared to 1 in Q1</p> <ul style="list-style-type: none"> • CoG noted the report. 	
COG/18/11/64	WHH Strategy Refresh update	
	<p>SB provided an updated on Strategic Schemes and how they are being operationalised. The first Board of the Quality Academy had taken place in September. A number of work streams are due to commence in December, some training is being undertaken as part of the Trust Induction and Leadership Development Training is underway.</p> <p>Following consultation with a number of clinical teams, the Trust 5-10 year Clinical Strategy had been developed to support integrated care and out of hospital care with full engagement</p>	

	<p>with stakeholders and partners to support delivery and development of services to be provided in Warrington and Halton.</p> <ul style="list-style-type: none"> - The People Strategy had been refreshed and a programme of work underway to deliver. LiA had been launched and Phase 2 underway with 11 teams established to take forward identified projects. - Next steps include development of Therapy Services in the Trust as part of the National AHP Collaborative with a Working Group established to focus on 3 pilot programmes - Feasibility Study to commence January 2019 relating to Halton Healthy New Town. - Bid being developed for funding support as part of One Public Estate initiative to develop strategic outline case to full business case for Halton Hospital and Wellbeing Campus. The bid will include some funding requirements in relation to the new Warrington Hospital proposal which has full support from Warrington Council who have included the case for a new hospital in Warrington in their Borough Plan. - Warrington and Halton have secured £0.5m from STP funding to deliver improved care for frail elderly patients. <ul style="list-style-type: none"> ● The CoG noted the report. ● Update to be presented to CoG every 6 months 	
COG/18/11/65	Governor Training and Development MIAA	
	<p>JC summarised various forthcoming external and internal events including Safeguarding training for Governors, date to be confirmed. Externally a future Governors Workshop in the NW, and a workshop facilitated by MIAA 1 February 2019 in Haydock re: Model Hospital learning.</p> <ul style="list-style-type: none"> ● The CoG noted the report. 	
COG/18/11/66	Governor Observation Visits	
	<p>The outcome of 4 recent visits had been shared with the CoG. The visits are targeted around areas of complaints. Question relating to FTSU had been added to the proforma. JC explained that a revisit to a ward that had raised concerns during a first visit 6 months ago had been undertaken and significant improvement noted.</p> <p>AOB</p> <p>The Chairman asked Governors to ensure that they had completed their DBS clearance and to contact HR if this was outstanding.</p> <p>PMCL encouraged Governors to take away papers copies of the UCC consultation which had also been emailed.</p>	
	Date and time of next meeting Thursday 14 February, 4.00pm-6.00pm, Trust Conference Room, WARRINGTON HOSPITAL	

The agenda and minutes of this meeting may be made available to public and persons outside of Warrington and Halton Hospitals NHS Foundation Trust as part of the Trust's compliance with the Freedom of Information Act 2000.

COUNCIL OF GOVERNORS NOMINATIONS AND REMUNERATION COMMITTEE (GNARC)
Draft Minutes of the Meeting held on Monday 4 February 2019
9.00am, Anaesthetic Meeting Room, Warrington Hospital
Present:

Steve McGuirk (SMcG)	Chairman
Norman Holding (NH) Chair	Lead Governor
Mark Ashton (MA)	Staff Governor
Colin Jenkins (CJ)	Public Governors
Peter Lloyd Jones (PLJ)	Partner Governor, Halton Borough Council

In Attendance:

John Culshaw (JC)	Head of Corporate Affairs
Julie Burke	Secretary to the Trust Board

GNARC/19/01/01	Welcome, Apologies & Introductions	
	S McGuirk, Chairman welcomed all to the meeting and introductions were made. SMcG declared an interest in GNARC/19/02/04. Proposed changes to tenure of Non-Executive Directors.	
GNARC/19/01/02	Extension of Term of Office Margaret Bamforth, Non-Executive Director	
	SMcG explained that Dr M Bamforth's Term of Office is due to cease on 20 April 2019 and she has expressed her interest in serving a second term of three years to commence on 21 April 2019. The Chairman supported this proposal recognising the commitment from MB as a member of the Trust Board and particularly as Chair of Quality Assurance Committee, providing scrutiny and challenge as appropriate. NH supported the motion adding that MB provides support and challenge through the Quality in Care and other forums in the Trust. MA supported the motion adding that MB has provided support through the Quality Assurance Committee, particularly relating to Information Governance. The Chairman proposed Dr Bamforth be granted a second term of office for a further period of 3 years from 21 April 2019 to 20 April 2022. <ul style="list-style-type: none"> • This motion was supported by all present • The GNARC approved the recommendation for the extension to Dr Bamforth's Term of Office for ratification to the Council of Governors in February 2019, as within the report. 	
GNARC/19/01/03	Non Executive Director salary uplift 2018/19 - proposal	
	SMcG introduced this item explaining that Non-Executives undertake an annual performance review in line with all other NHS staff. No guidance had been received from NHSI regarding NED salary uplifts and has not been progressed by NHSI to date. Therefore this paper, whilst recognising the on-going work of the NEDs and their appraisal process, recommends the Trust awaits national guidance on NED remuneration after which a proposal will be prepared for a future GNARC. The Chairman invited comments/views. <ul style="list-style-type: none"> • The proposal was supported by all present. • The GNARC noted the recommendation to await national guidance from NHSI on NED recruitment and provision of a report in the event that this is received. 	
GNARC/19/01/04	Proposed changes to tenure of Non-Executive Directors	
	SMcG introduced this item explaining following a review of the Trust Constitution, an amendment is proposed to allow Non-Executive Directors to serve more than 6 years (two, three year terms), providing business continuity for the Board in that there would not be a number of NEDs at any one time seeking re-election or their terms of office ceasing. Any term beyond six years would be subject to a yearly re-evaluation, re-appointment beyond the six years would be subject to approval by the GNARC and ratification by the Council of Governors. <ul style="list-style-type: none"> • The proposal was approved by all present. The GNARC approved the proposal to allow 	

	<p>Non-Executive Directors to serve beyond 6 years (two, three-year terms) as within the report.</p> <ul style="list-style-type: none"> • The GNARC <u>recommended</u> the proposal for the increased number of terms of office for ratification at the Council of Governors on February 2019. 	
GNARC/19/01/05	Appointment of Non-Executive Director	
	<p>SMcG introduced this item explaining that Jean-Noel Ezingard, Non-Executive Director, has given his intention to resign his post from May 2019. The post will be advertised via NHS appointments, at no cost to the organisation. Following shortlisting, a recruitment process will be undertaken, led by HR department, concluding in interviews on 18 March. Whilst recognising the benefits of candidates demonstrating an NHS background, all acknowledged that not having this pre-requisite should not restrict candidates applying and/or being considered.</p> <p>The Committee review the proposed Non-Executive Information pack, person specification and the indicative recruitment timetable. Reference to HR in the first criterion in the personal specification to be amended.</p> <ul style="list-style-type: none"> • The GNARC <u>approved</u> the Non-Executive Director Information pack. • The GNARC <u>noted</u> the indicative recruitment timescale 	
GNARC/19/01/06	Any other business	
	<p>No items raised, the meeting closed.</p> <p>The next full Council of Governors meeting to be held on 14 February 2019.</p>	

The agenda and minutes of this meeting may be made available to public and persons outside of Warrington and Halton Hospitals NHS part of the Trust's compliance with the Freedom of Information Act 2000.

COUNCIL OF GOVERNORS ACTION LOG

AGENDA REFERENCE	CoG/19/02/04	SUBJECT:	COUNCIL OF GOVERNORS ACTION LOG	DATE OF MEETING	14 February 2019
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1. ACTIONS on Agenda

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status
COG/17/04	6.04.2017	WRAG presentation	Further session to planned for 3-6 months	HCA	CoG 14.02.2019		15.02.2018. Date TBC for further presentation. 06.08.2018 – November CoG to be extended by 30 minutes to incorporate WRAG Update. 15.11.2018 Deferred to February	
		Governor Items	Shuttle Bus update to February meeting	COO/AD Estates + Facilities	CoG 14.02.2019		Verbal update to be provided.	
	15.11.2018	Lead Governor Update	Outcome of Governor Working Party to February CoG and Board in March to include: - proposal for Governor to attend a NED Assurance Committee - results of CoG effectiveness survey	HCA	CoG 14.02.2019		Report in today's papers.	

2. ROLLING TRACKER OF OUTSTANDING ACTIONS

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status
COG/17/07/38	20.07.2017	Proposal to change the Trust's name	MB to seek advice relating to University status for the Trust.	Director of CE&CA	17.05.2018	Ongoing process	19.10.2017. PMCL to raise awareness through team brief. Proposal for WHH and University Teaching Partnership to be presented to next CoG. Update next CoG. No updated on 15.02.2018 17.05.2018.Discussions ongoing, update to next meeting.	

							16.08.2018. Refer to minutes COG/18/08/49. Full consultation with Membership September 2018.	
COG/18/08/37	16.08.2018	Governors	Car Parking – Walk-through on sites by Governors to be arranged prior to changes to current arrangements	HCA/Ass Director Estates +Facilities			6.02.2019. Financial model to be agreed to ensure value for money.	
COG/18/08/47	16.08.2018	My-Choice	6 monthly progress report to May 2019 CoG	DoF	16.05.2019		17.12.2018. Launch date November. Progress report to May CoG	
COG/18/11/64	15.11.2018	WHH Strategy Update	Updates to CoG every 6 months	DoF	16.05.2019		Next report due 16 May 2019	
COG/18/11/58	15.11.2018	Chair of GEG report	PMCL to circulate Patient Participation Strategy	DCE			18.1.2019. Strategy circulated for comments prior to GEG on 6.1.2019. Update at CoG on 14.2.2019	
COG/18/11/56	15.11.2018	Lead Governor Update	Date of visit to CoCH to be circulated	HCA			6.02.2019. Awaiting confirmation from CoCH.	
COG/18/11/60	15.11.2018	CEO Report	Date of Patient Safety Summit in April to be confirmed	Executive Medical Director				

3. ACTIONS CLOSED SINCE LAST MEETING

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status
COG/18/11/56	15.11.2018	Lead Governor Update	Effectiveness survey to be circulated to Governors and NEDs	HCA	December 2018			

RAG Key

	Action overdue or no update provided		Update provided but action incomplete		Update provided and action complete
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Council of Governors

AGENDA REFERENCE:	CoG /19/02/06		
SUBJECT:	Extension of Terms of Office for Non-Executive Director		
DATE OF MEETING:	4 th February 2019		
ACTION REQUIRED	For Approval		
AUTHOR(S):	John Culshaw, Head of Corporate Affairs		
EXECUTIVE SUMMARY	<p>One non-executive director will come to the end of her first term of office on 20th April 2019. Dr Margaret Bamforth has expressed her interest in serving a second term of three years to commence on 21st April 2019.</p> <p>Following a meeting of the Governors’ Nominations and Remuneration Committee (GNARC) on 4th February 2019, the Committee has recommended that Dr Bamforth be appointed for a second term of three years, commencing on 21st April 2019.</p>		
PURPOSE: <i>(please select as appropriate)</i>	Information	Approval ✓	To note Decision
RECOMMENDATIONS	The Council of Governors are asked to approve the recommendation from the GNARC that Dr Bamforth be appointed for a second term of three years, commencing on 21 st April 2019.		
PREVIOUSLY CONSIDERED BY	Committee	GNARC	
	Agenda Ref.	GNARC 19/01/02	
	Date of meeting	4 th February 2019	
	Summary of Outcome	Approved	
NEXT STEPS: <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	None		
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full		
FOIA EXEMPTIONS APPLIED: <i>(if relevant)</i>	None		

SUBJECT	Extension of Terms of Office for Non-Executive Director	AGENDA REF	CoG /19/02/06
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1. BACKGROUND/CONTEXT

One non-executive director will come to the end of her first term of office on 20th April 2019. Dr Margaret Bamforth has expressed her interest in serving a second term of three years to commence on 21st April 2019.

Under the Foundation Trust Constitution the Governors’ Nominations and Remuneration Committee (“the Committee”) is to be established for the purposes of identifying appropriate candidates for the posts of Non-Executive Directors (including the Chair and Deputy Chair of the Foundation Trust), for making recommendations to the Council of Governors as to suitable candidates to fill the posts and for making recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Non-Executive Directors.

Following a meeting of the Governors’ Nominations and Remuneration Committee (GNARC) on 4th February 2019, the Committee has recommended that Dr Bamforth be appointed for a second term of three years, commencing on 21st April 2019.

2. KEY ELEMENTS

Extension of Term of Office of Dr Margaret Bamforth, Non-Executive Director

Dr Margaret Bamforth joined the Trust Board as Non-Executive Director in May 2016, and is Chair of the Quality Assurance Committee. Margaret qualified from Liverpool Medical School and completed her training as a Child and Adolescent Psychiatrist in Manchester. She practiced as a Consultant Child and Adolescent Psychiatrist in Halton for 22 years, before retiring from clinical practice. She has always had a strong interest in Medical Education and continued to work as an Associate Postgraduate Dean for Mersey Deanery and subsequently Health Education North West (HENW), following her retirement. She has an interest in leadership and mentoring and is an Associate Tutor at Edge Hill University. Margaret has lived in Lymm for over 30 years and her three sons attended Lymm High School. She has strong links to the local community, both through her personal and work commitments.

During the last financial year Margaret attended all Board and Board workshop meetings, attended the Board’s Audit Committee and Charitable Funds Committee meetings and was Chair of the Quality Assurance Committee. Margaret has also attended the Council of Govern Meetings and Governor Quality in Care meetings. Margaret continues to perform her role of non-executive director of the Board providing a high degree of challenge and scrutiny. Margaret continues to demonstrate commitment to the role.

3. ACTIONS AND RECOMMENDATIONS

The Council of Governors are asked to approve the recommendation from the GNARC that Dr Bamforth be appointed for a second term of three years, commencing on 21st April 2019.



And together we



make a difference

Complaints Headlines Q2 vs Q3

How many people are raising complaints Q2 vs Q3?

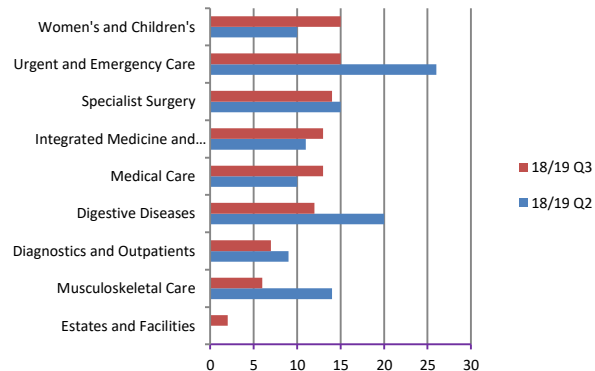
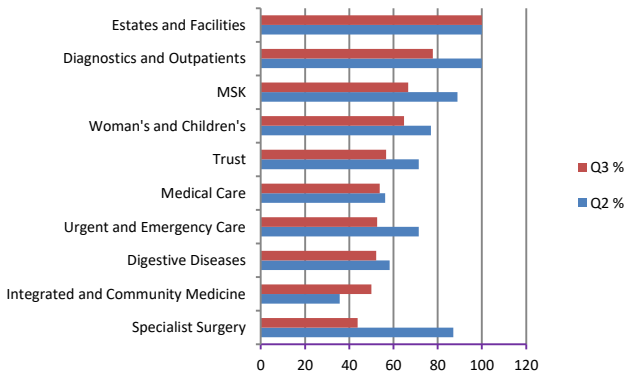
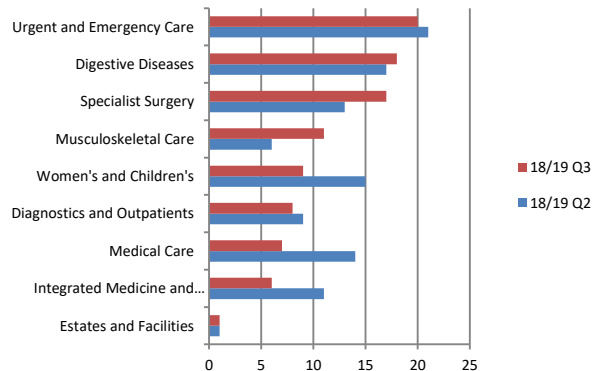
- There was an **decrease** in complaints opened Trust wide in Q3 (107 in Q2 vs 97 in Q3).
- All areas had a **decrease** in complaints or stayed the same as the previous quarter; except Digestive Diseases, MSK and Specialist Surgery who's complaints increased.

Are we Responsive Q2 vs Q3?

- All CBU's decreased their performance for responding to complaints on time, except Integrated and Community Medicine, and Estates and Facilities; and there was an decrease overall from Q2 (71.4% in Q2 vs 56.7% in Q3).
- The Trust currently has 20 breached complaints but none over 6 months. This is an increase on previous Quarters; however, there is a plan in place to complete all the breached complaints.

How many complaints has the Trust closed Q2 vs Q3?

- There was a **decrease** in complaints closed in the Trust in Q3 (117 in Q2 vs 97 in Q3).
- Urgent and Emergency Care, Specialist Surgery, Digestive Diseases, MSK and Diagnostics and Outpatients have decreased the amount of complaints they have closed, while other areas have increased.



Complaints Analysis Q2 vs Q3

Page 16 of 68

The information shows the top subjects in complaints in Q2 vs Q3. Note: Complaints can have more than one subject.

Clinical treatment:

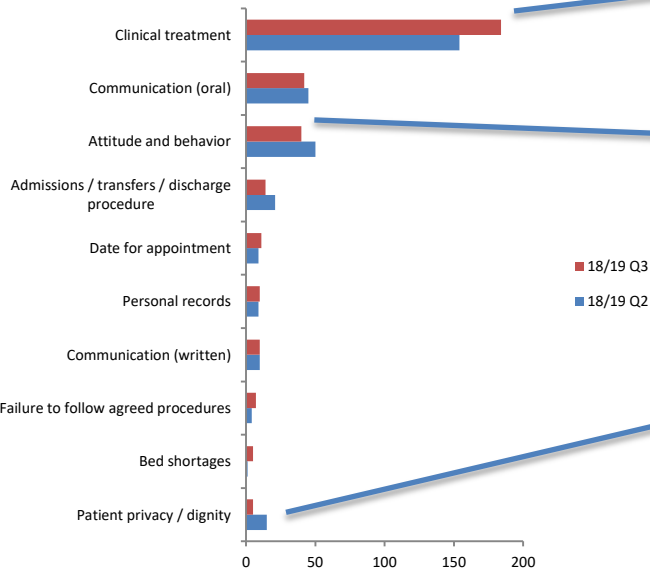
- A lack of communication in relation to on going clinical treatment makes a perception that the treatment is incorrect.
- Since Q2 there has been an increase in complaints converting to SIs where the treatment has been deemed inappropriate or inadequate.
- Inadequate follow up care.
- Ongoing clinical treatment while a patient is waiting for discharge.
- This issue can also be linked to when the Trust is on full capacity.
- Poor nursing care has also been an increasing theme.

Communication and Attitude and Behaviour:

- This was an emerging theme but has decreased in Q3.
- Issues in relation to communication have also decreased pointing to improved communication with families and patients on the ward.
- Training on First Impressions and Customer Care continues to be rolled out across the Trust.

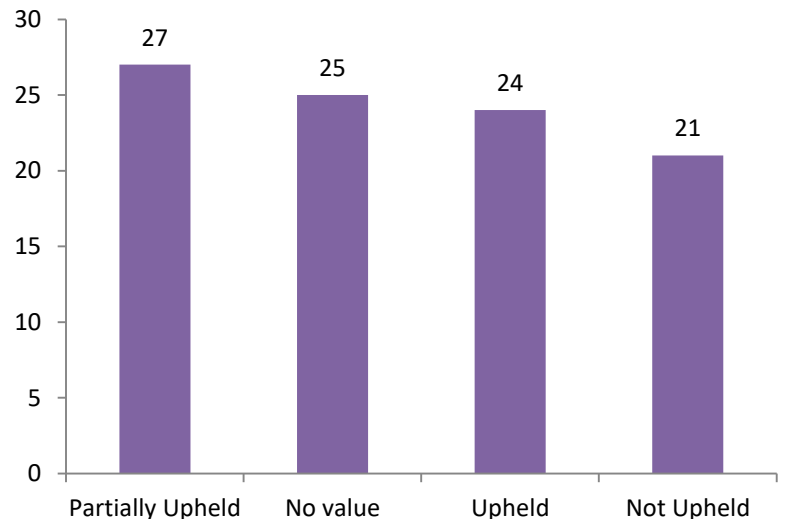
Bed Shortages:

- This is an emerging theme.
- This is particular prevalent when the Trust is at full capacity.



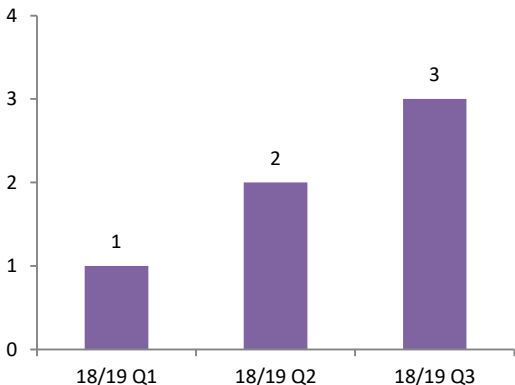
Complaints Outcomes Q3

Once a complaint has concluded (either following a local resolution meeting or once a formal written response has been sent) the outcome will be recorded in line with the findings of the investigation. A complaint will be “upheld”, “upheld in part” or “not upheld”. Those not yet concluded or those to which we have not yet received consent at the time of writing this report, are categorised as “No value”.



So how many complaints do they investigate?

The PHSO has commenced 3 investigations into the Trust in Q3. 2 investigations were started in Q2. This represents an increase; however, it must be noted that the Trust has closed a significant amount of complaints in backlog and therefore there will be more PHSO referrals.

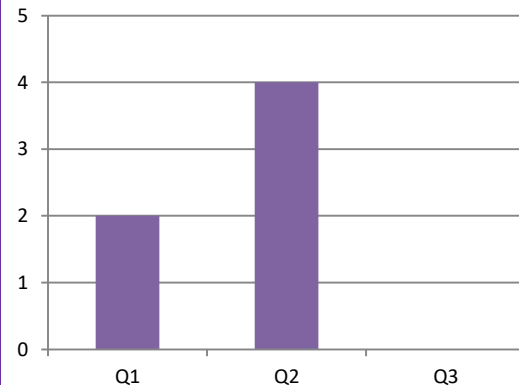


Complainants dissatisfied with the Trust's response have the right to ask the Parliamentary Health Service Ombudsman (PHSO) to consider their complaint. The PHSO will consider the complaint file, medical records and any other relevant information as necessary. The PHSO may decide not to investigate further and no further action will be required from the Trust. Alternatively, recommendations might be made for the Trust to consider. The PHSO may decide to conduct a full investigation which might result in the Trust being required to make an apology, pay compensation and / or produce an action plan to describe what actions are planned to rectify the situation and prevent further occurrences.

NOTE: The PHSO have changed how they investigate complaints and when investigations start; therefore previous graphical data may have changed in this report.

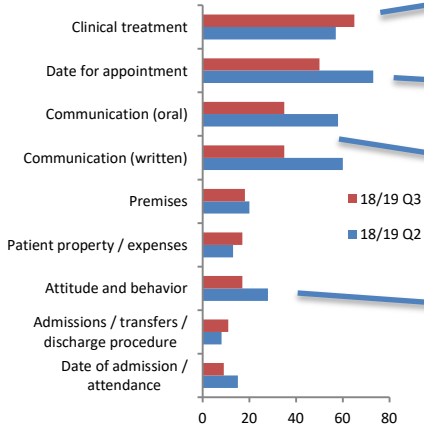
And what are the outcomes?

The Trust currently has 7 open PHSO cases. The PHSO finalised no investigations during this Q3. All closed cases from Q2 have had actions plans drafted and implemented.



PALS Analysis Q3

The information shows the top subjects in PALS. Note: PALS can have more than one subject.



Clinical Treatment:

- Delay in treatment.
- Concerns raised about care on the ward.
- Patients and relatives would like a second opinion as unhappy with treatment plan.
- This is also mirrored in the complaints analysis.

Date for appointment:

- Patients waiting prolonged periods for appointments.
- Patients would like their appointment dates bringing forward.
- Cancellation of appointments.
- This has decreased and may be due to the improvement in the text service prior appointments.

Communication:

- Improvement with communication has been noted in Q3.
- This is mirrored in the complaints analysis.

Attitude and Behaviour:

- Issues in relation to communication have also decreased pointing to improved communication with families and patients on the ward.
- Training on First Impressions and Customer Care continues to be rolled out across the Trust.
- This is mirrored in the complaints analysis.

The average response time for a PALS concern of those closed:

Q2	Q3
5 days	6 days

PALS to Complaints referrals:

Q2	Q3
9	10

You Said....	We Did....
<p>The patient was concerned about communication regarding an appointment.</p>	<p>It was identified that there were issues with the template letters used to send to patients and therefore these were amended to make the information clearer.</p>
<p>The patient was concerned about the delay regarding an appointment.</p>	<p>It was identified that there were issues with the template being used for clinics and a full review of these has taken place to ensure adequate time is in place for clinics.</p>
<p>The complainant was concerned that the family were not communicated with frequently enough.</p>	<p>The Governance Lead and Matron have devised documentation that prompts staff to communicate with family members so that there is a full record of communication.</p>

- There was a decrease in the number of complaints the Trust has received, based on a rolling year.
- There was a decrease in the complaints closed partially due to there being less complaints to close without a backlog and partially due to fewer responses over the last couple months.
- Improvement with communication was noted in Q3 in the decrease of complaints and concerns received regarding communication.
- Many of the issue raised with the PALS relate to prolonged periods of waiting for appointments and cancellation of appointments. There has been a decrease in timeliness of response over the last two months.
- In Q3 there were 4 complaints that were deemed to be SIs and RCA investigations are currently being undertaken into these complaints.
- There is continued improvement in the Trust culture to resolve complaints locally and rapidly.
- Reporting on action from complaints to ensure compliance. CBU staff are now starting to complete actions as they have access through the Datix Web project.
- Auditing the actions from complaints to ensure that they have made the desired change.
- The PALS office has now been refurbished and is a more accommodating area for our patients and service users.
- The CBU staff and managers now have access to Governance dashboards to review their live data.
- Internal quality audits of the complaints process are taking place within the complaints team to measure compliance against policy.
- There has been an increase in PHSO referrals and the Trust will continue to try and resolve all concerns locally at the Trust. However, it must be noted that the Trust has closed a significant amount of complaints in backlog and therefore there will be more PHSO referrals.
- Focus on learning to reduce the amount of complaints the Trust received. This is part of a QI project.

Council of Governors

AGENDA REFERENCE:	CoG /19/02/12		
SUBJECT:	Results of the Council of Governors Annual Effectiveness Survey		
DATE OF MEETING:	14 th February 2019		
ACTION REQUIRED	To review and discuss		
AUTHOR(S):	John Culshaw, Head of Corporate Affairs		
EXECUTIVE SUMMARY	<p>The Terms of Reference (ToRs) of the Council of Governors state: <i>The Council of Governors will carry out an annual review of its effectiveness and efficiency in the discharge of its responsibilities and achievement of its objectives.</i></p> <p>A 38 question survey was circulated to Governors following the meeting 18th November 2018.</p> <p>The report highlights some of the key findings of the survey.</p>		
PURPOSE: <i>(please select as appropriate)</i>	Information	Approval	To note ✓
RECOMMENDATIONS	The Council of Governors are asked to review and note the results of the Annual Effectiveness Survey		
PREVIOUSLY CONSIDERED BY	Committee	Choose an item.	
	Agenda Ref.		
	Date of meeting		
	Summary of Outcome		
NEXT STEPS: <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	None		
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full		
FOIA EXEMPTIONS APPLIED: (if relevant)	None		

SUBJECT	Results of the Council of Governors Annual Effectiveness Survey	AGENDA REF	CoG /19/02/12
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1. BACKGROUND/CONTEXT

The Terms of Reference (ToRs) of the Council of Governors state:

The Council of Governors will carry out an annual review of its effectiveness and efficiency in the discharge of its responsibilities and achievement of its objectives.

A 38 question survey was circulated to Governors following the meeting 18th November 2018.

The report highlights some of the key findings of the survey.

The full results of the survey can be seen in the supplementary information pack that supports the pack.

2. KEY ELEMENTS

There was a 52% response rate to the survey with all but one question receiving a majority positive response of either *Strongly Agree* or *Agree*.

Question 34: *Governors are effective in reviewing the way in which Non-Executive Directors obtain assurance* was the only question not to be answered positively, with 50% of responses recorded as *Neither agree Nor disagree*

The comments received to support the responses to Q34 provided a greater insight in to the views of the Governors on this issue, which suggested that it would be easier to provide a response to the question when Governors start to attend some of the Non-Executive Director led Committees

Other responses to questions were of particular note:

Question 4: *Governors are clear on what their roles and responsibilities are.*

Compared to others, this question received a relatively split response with:

30% Strongly Agree

40% Agree

20% Neither agree Nor Disagree

10% Disagree

Comments to support the responses included:

- The improvements to the recruitment process have helped with this. Meeting or roadshow for prospective governor where an overview of the role could be better explained and would give opportunity for interaction with existing governors.

We are WHH

- While I'm new to post, I believe I've had a lot of support and information now explaining this. However it would have been more important to know that before applying so we ensure we get the right people with enough time to commit.
- I believe those governors who attend meetings are clear.
- Well led by the Chair and supported by the Trust Chair and Directors.

The Governor Working Party have already discussed improvements that can be made in ensuring prospective Governors are fully aware of the responsibilities of the role and these actions will be implemented ahead of the next round of Governor elections.

Question 9: Key relationships on the Council work well, particularly between the Chair and Governors received a very positive response with 56% of the responses reported as *Strongly Agree*. Comment was received that the Chair's monthly meeting with the Lead Governor have proved to be particularly helpful in enhancing the working relationship.

Question 10: Individually, Governors are effective. Each Governor makes a telling contribution is a further question that received a diverse response:

- 11.11% Strongly Agree
- 33.33% Agree
- 22.22% Neither agree Nor Disagree
- 11.11% Unable to answer

Associated comments describe the lack of attendance/contribution of some Governors.

Question 12: The processes in place to ensure sufficient debate for major decisions or contentious issues are effective received a resounding positive response with 25% responding as *Strongly Agree* and 75% responding as *Agree*.

Question 21: Governors have been involved in strategy and development sessions received a mixed response:

- 12.5% Strongly Agree
- 50% Agree
- 12.5% Disagree
- 25% Unable to Answer

The comments received to support the response were also very varied from positive to negative:

- Governors are asked to input into Trust strategy development sessions.
- Being new to post I don't believe I've taken part in this yet
- I am not aware of any such sessions.
- The Trust Board and the Governors work well and consult or confer regularly where necessary

We are
WHH

Question 24: Governors apprise themselves of the views of members, staff the public and other users; and represent their interests was the only question to receive a single *Strongly Disagree* response

The Patient and Public Participation and Involvement (PPP&I) Strategy is current being co-created with Governors, patients, public and partners and was discussed at the Governor Engagement Group meeting on 6th February 2019. Furthermore, the Trust has re-commenced a programme of 'Your Health Matters' for members and the public.

The 'Your Hospitals' publication is sent to 8,000 households per year and views are sought from both members and the public.

Governors also obtain the views of staff whilst undertaking their observation visits, with many of the questions specifically aimed at staff.

Q37: If you could add or change one thing that would assist the governors in their work, what would it be? This enabled Governors an opportunity to comment on potential improvements:

- Involvement by minority groups. I am aware that the Trust is keen on this.
- A handbook for newly appointed Governors covering all areas of Governorship. This should be very easy to read and clear.
- Nothing at present.
- The provision of annual programme of engagement events in the communities across Warrington and Halton – GET COMMENT FROM PAT
- Better understanding of requirements and involvement before advertising for the roles. Not to put people off, but to ensure the Trust gets the best sort of person applying who knows what is expected of them
- I would previously have stated ability to attend committee meetings, but this will now begin to happen.
- Difficult to see what could be improved at this time but I'm confident that if necessary, change would be embraced without any fuss.

Ahead of the next election for the Council of Governors, there are plans to ensure that prospective Governors have the opportunity to be made fully aware of the requirements of the role.

In relation to a programme of engagement events, this is incorporated in the PPP&I Strategy that is currently in the process of being co-created with Governors, patients, public and partners.

3. ACTIONS AND RECOMMENDATIONS

The Council of Governors are asked to review and note the results of the Annual Effectiveness Survey



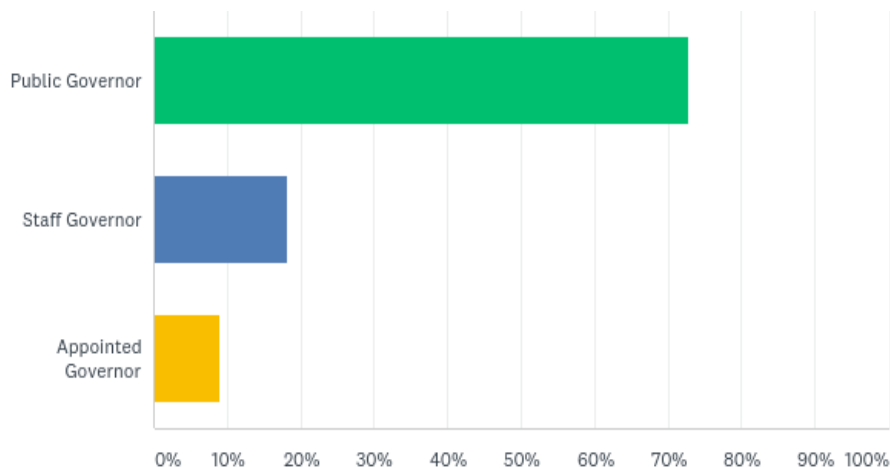
And together we



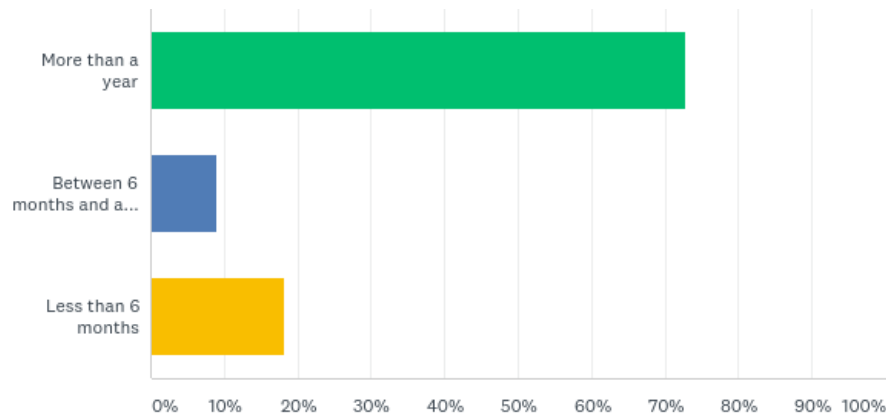
make a difference

Council of Governors Annual Effectiveness Survey, November 2018

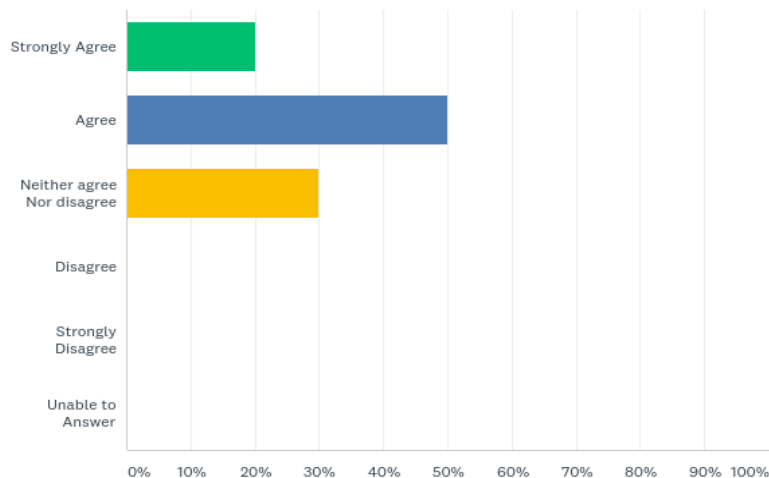
Q1: I am a ..



■ Q2: I have been a Governor for...



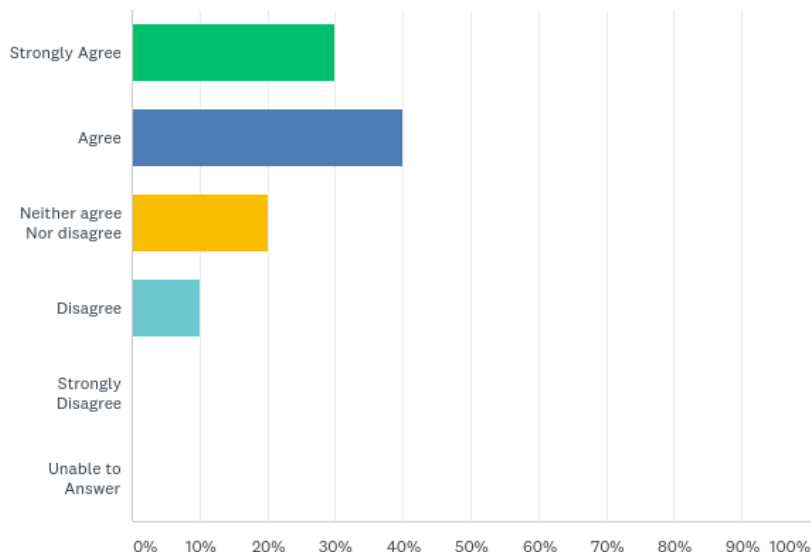
- **Q3: The Council of Governors has the right mix of skills, experience, knowledge and diversity in the context of the Council's statutory duties and challenges facing the Trust.**



Comments:

- There is a broad spread of skills and experience available within, or available to, the governors.
- Could improved if we had more representatives from the 16 to 25 age group but lack of ethnic diversity is noticeable.
- It feels like there could be more diversity across the governors for things like age and ethnicity.
- The Trust cannot influence governor elections or appointments.
- There is a broad spread of skills and experience available within, or available to, the governors.

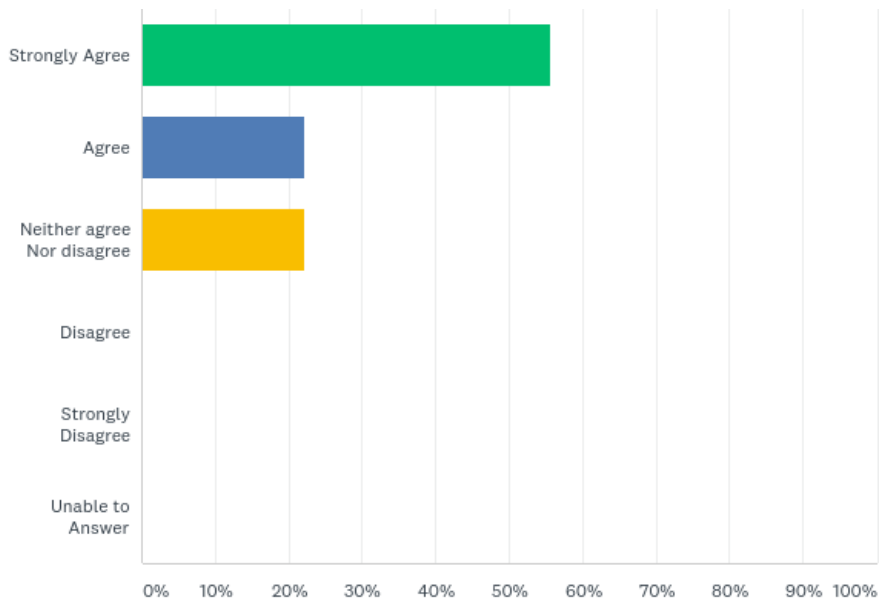
■ **Q4: Governors are clear on what their roles and responsibilities are.**



Comments:

- The improvements to the recruitment process have helped with this. Meeting or roadshow for prospective governor where an overview of the role could be better explained and would give opportunity for interaction with existing governors.
- While I'm new to post, I believe I've had a lot of support and information now explaining this. However it would have been more important to know that before applying so we ensure we get the right people with enough time to commit.
- I believe those governors who attend meetings are clear.
- Well led by the Chair and supported by the Trust Chair and Directors.

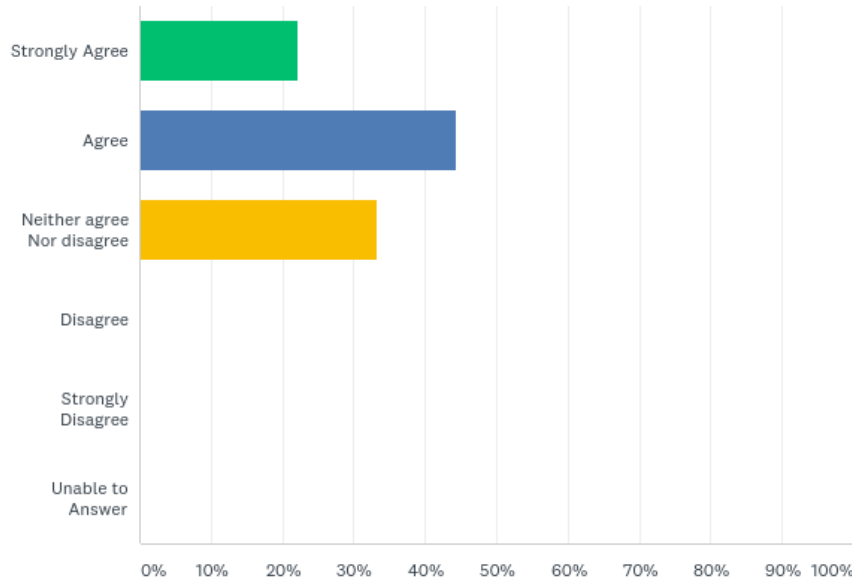
- **Q5: Governors are clear on what is expected of them under the Trust’s Code of Conduct for Governors.**



Comments:

- Not convinced that governors of all groups are aware.
- Those that attend as above.
- All are issued with a hard copy and initial training and ongoing support is always available

- **Q6: The Governors have been equipped by the Trust with the skills and knowledge they require as Governors.**



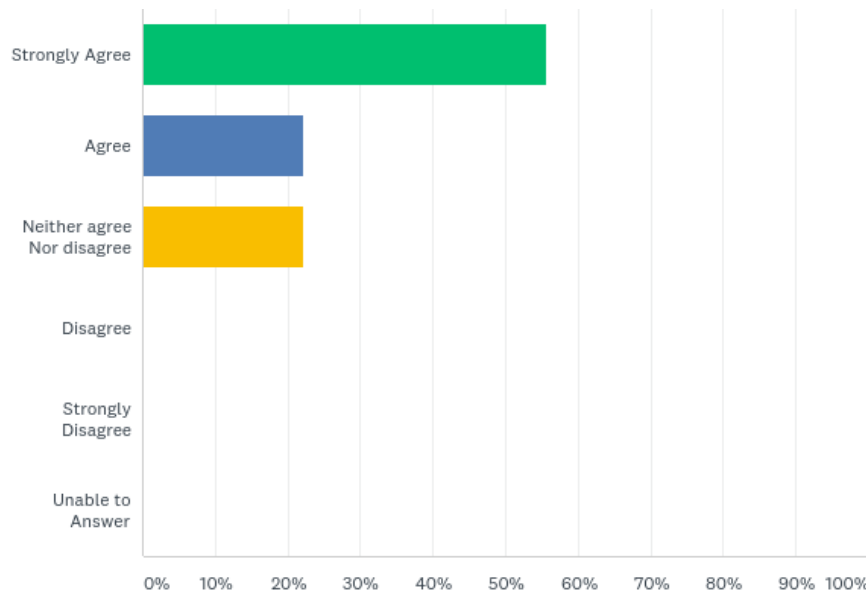
Comments:

- I think that there needs to be a more structured ongoing training programme for governors.
- Induction training and any further needs identified are addressed immediately by the Trust.

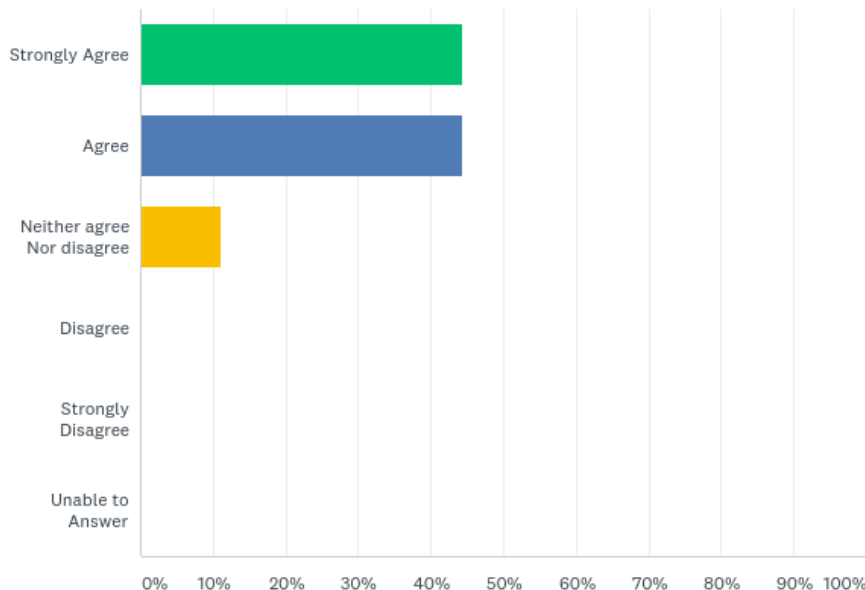
- **Q7: The Council of Governors carries out its work in accordance with the values of the Trust.**

Comments:

- No comments



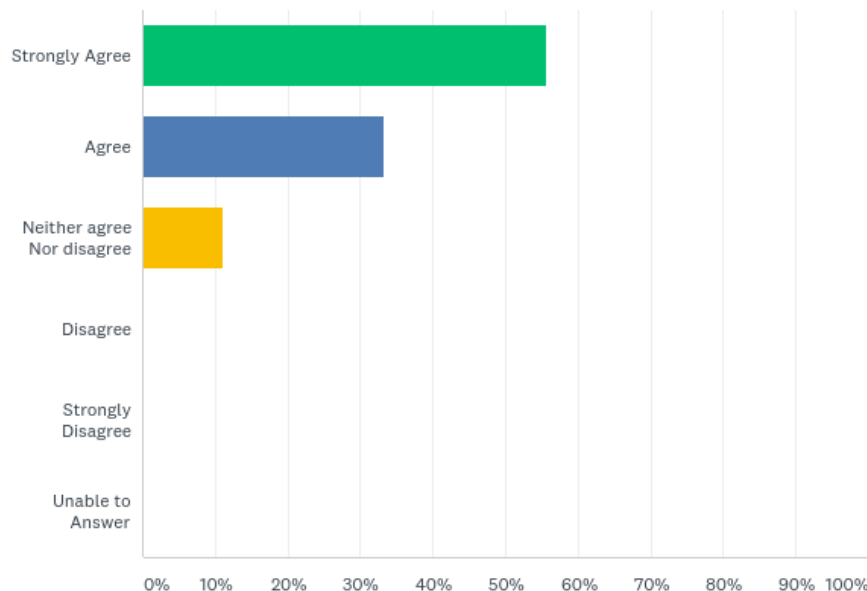
- **Q8: The Council works together as a unit and in accordance with the tone set by the Chair.**



Comments:

- There is a need for all governors to be more engaged and involved so as to be in a position to keep the members and public inform.

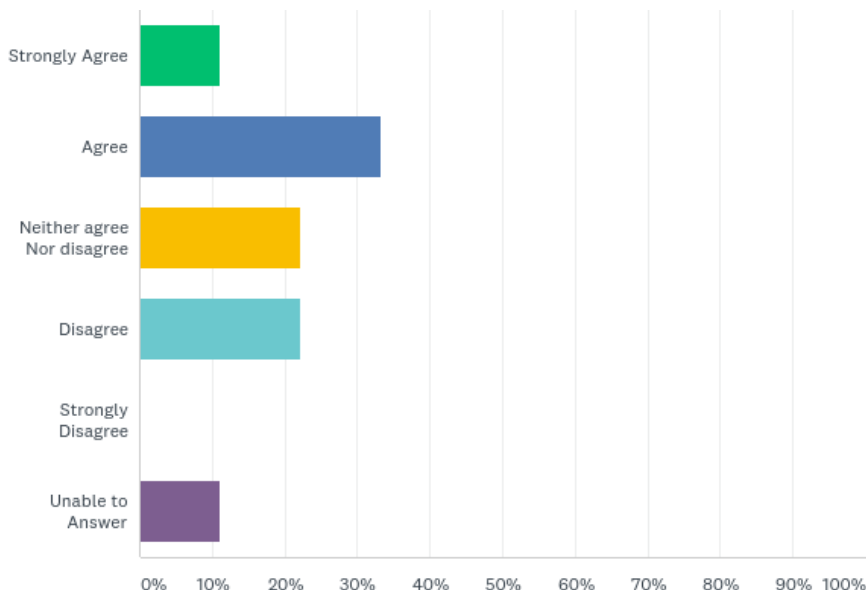
- **Q9: Key relationships on the Council work well, particularly between the Chair and Governors.**



Comments:

- The Chair’s monthly briefings and 1 to 1 with the lead governor are working well and have greatly helped the working relationship.

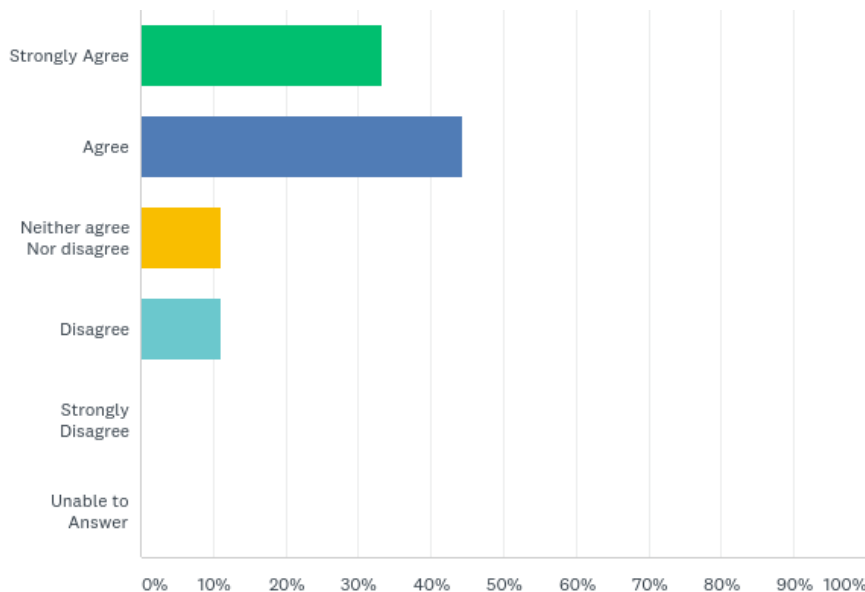
- **Q10: Individually, Governors are effective. Each Governor makes a telling contribution.**



Comments:

- There needs to be more governors participating in groups and attending committees. We need to review more frequently the Partner Governor contributions.
- I haven't been a governor long, and while I've attended as many meetings as possible I'm sure there are governors who I haven't met yet or have only seen once.
- The majority of governors do not attend meetings!
- All governors contribute effectively to their role and responsibilities

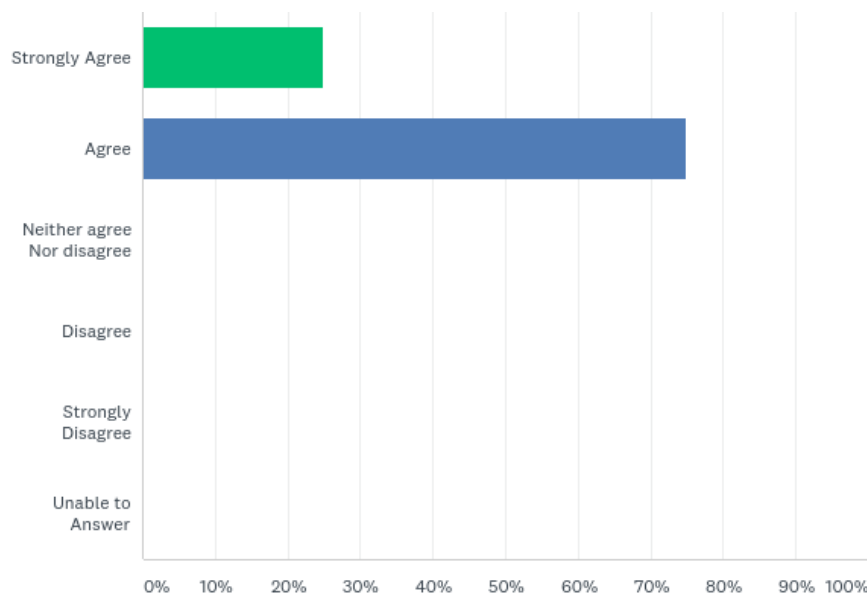
- **Q11: The Trust communicates with, listens and responds to members, patients, staff; and other interested parties effectively**



Comments:

- We need to take out into the community what the Trust and the Governors are doing and to provide a platform where we listen to the public and for the public to question and provide feedback to us.
- Except for ward observation visits, governors have minimal contact with patients or staff, is it their responsibility to do so?
- Regular, unannounced visits are made across the hospitals to inspect facilities, conduct surveys and ask questions.

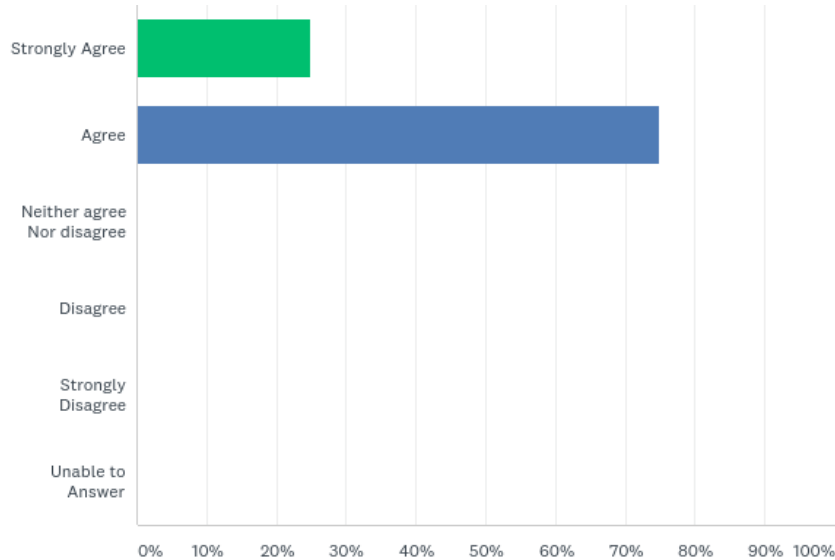
- **Q12: The processes in place to ensure sufficient debate for major decisions or contentious issues are effective.**



Comments:

- The CoG meetings do provide time for debate.
- The Chairs of both the Trust or Governors are always available to answer concerns and provide unbiased guidance on the correct and best course of action to resolve any issues. Discussions in committee are fair and allow for all views to be represented.

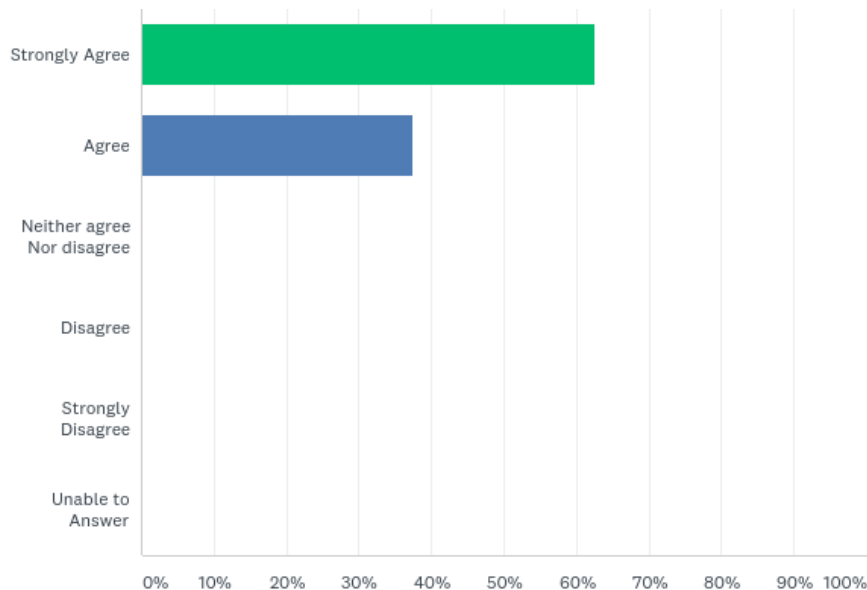
- **Q13: The general information provided on the Trust and its performance is adequate.**



Comments:

- Information is now clear and provided in a timely manner. The Governor Groups provide a platform to debate the performance.
- Arrange of excellent monitoring tools have been initiated, with more coming to fill in any gaps.

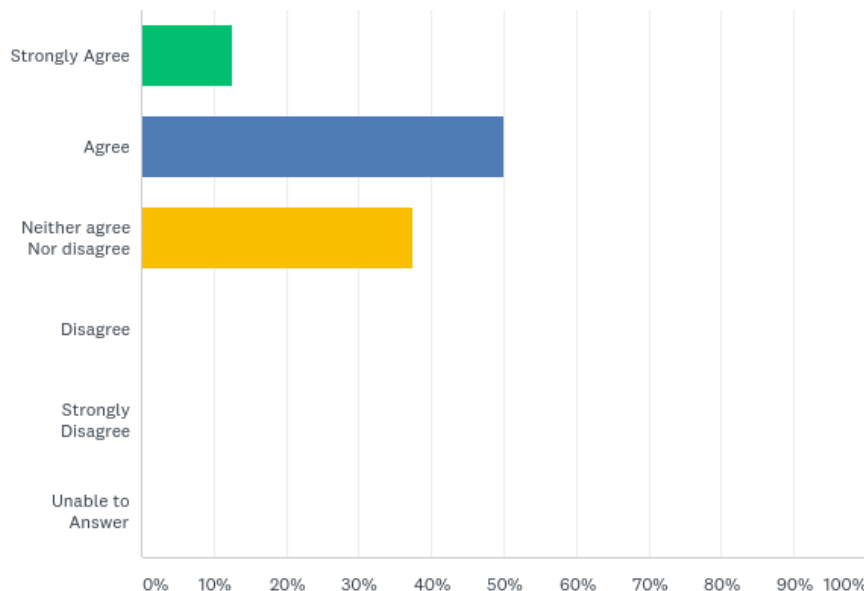
■ **Q14: The quality of papers and presentations to the Council of Governors is adequate.**



Comments:

- There is a continual improvement in the standard of information. Presentation are usually given by staff of the appropriate level.
- All steps are taken to ensure that any information is easy to understand and assimilate with verbal support available by telephone or face to face if required. Understanding is always checked before moving on to another item.

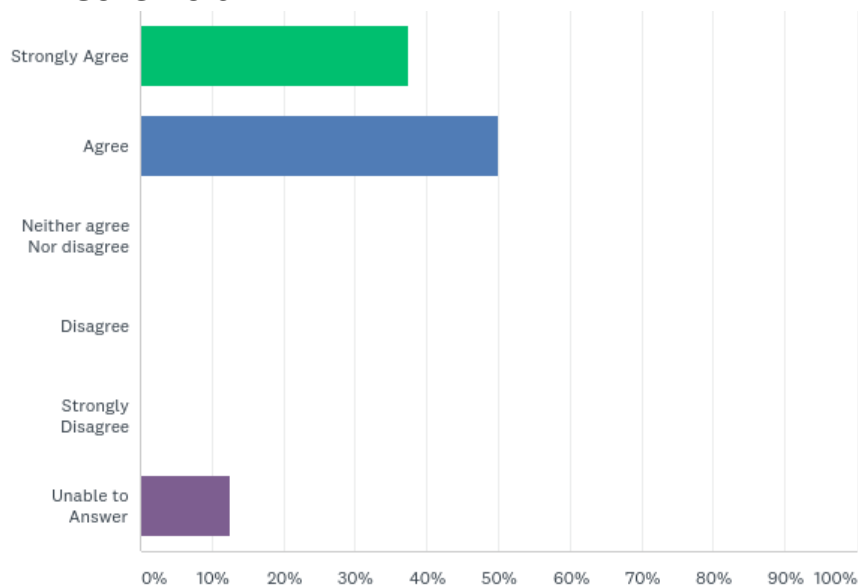
- **Q15: The quality of discussions around individual issues is adequate.**



Comments:

- This can vary dependent on the attendees.
- In so far as governors take part and attend!
- All attendees are encouraged and time allowed for meaningful discussions.

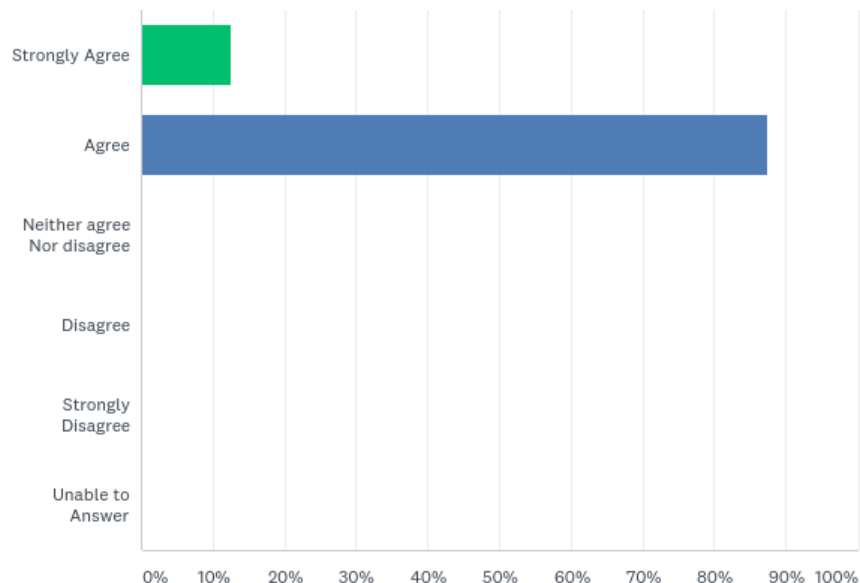
■ **Q16: The Foundation Trust Office and Communications teams are effective in supporting Governors.**



Comments:

- The support provided to governors is now at a level expected. It is easy to contract a member of the support team. There are times when the agreed action are not actioned within an acceptable time scale.
- Communications are exemplary - Trust Office does an exemplary job.
- They're highly responsive however contact is made, whatever support is needed.

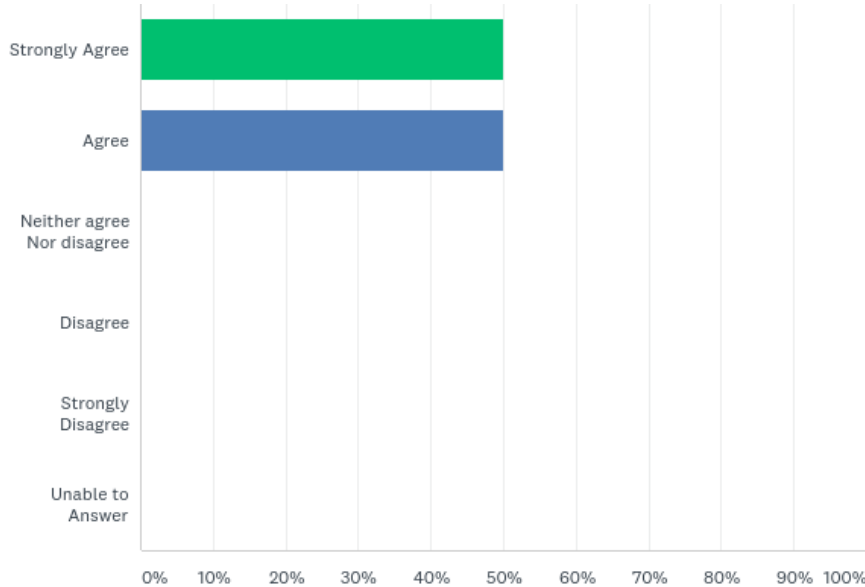
- **Q17: The Governors are able to understand the key points in the Trust’s report and accounts.**



Comments:

- If there is any points that need clarification there is always someone available to explain (NED or Executive).
- Especially so with the current governors who attend, some of the jargon is baffling and the implications of a particular option isn't always obvious at first. However the discussion is never finished until everyone is clear.

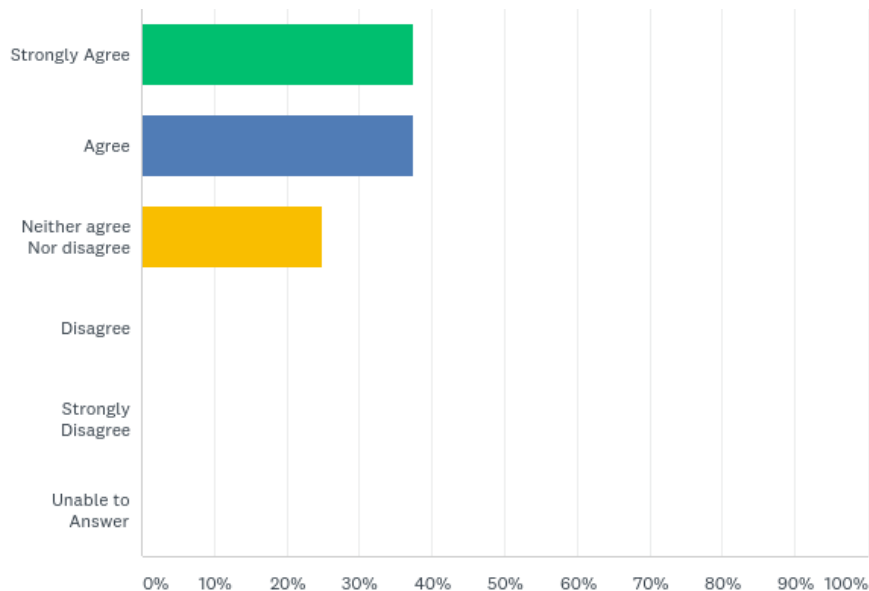
- **Q18: Governors can ask relevant questions on the report and accounts.**



Comments:

- There are no barriers to Governor queries.
- Without any objection.

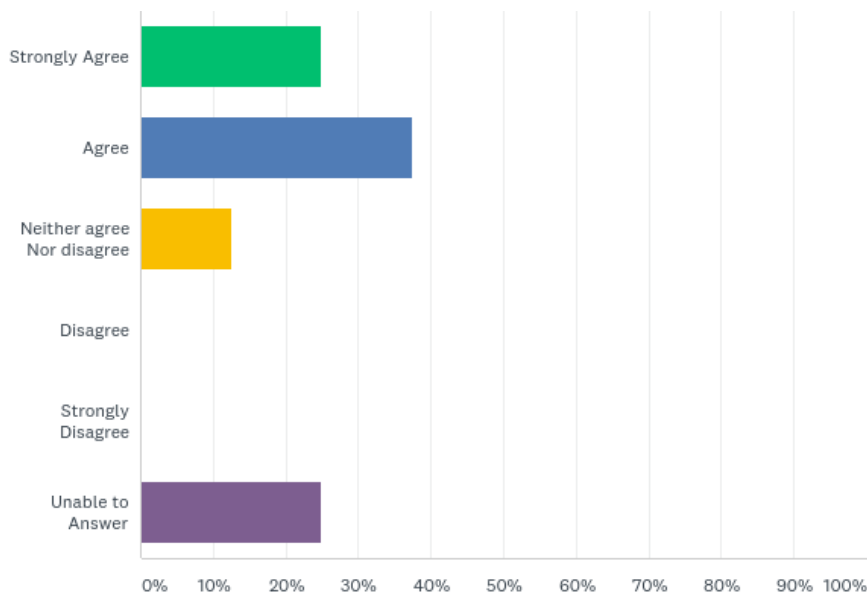
- **Q19: The Council of Governors understands their role in approving, with the Board of Directors, any amendments to the Constitution**



Comments:

- With this point the Governor Constitution Working Group was set up and is open for all governors to participate.
- All decisions, along with their outcomes, are explained in great detail.

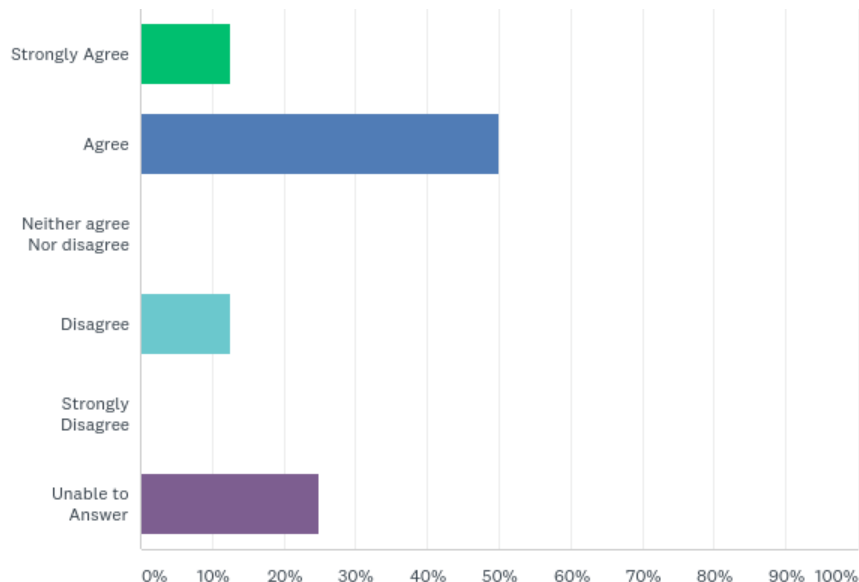
- **Q20: When the Constitution has been amended, the Governor approval process has been efficient and effective**



Comments:

- The formation of the Constitution Working Group has help to ensure the process is now more efficient and effective.
- Not yet happened! I imagine it will be nodded through, in the absence of any constitution geeks.
- System works very well.

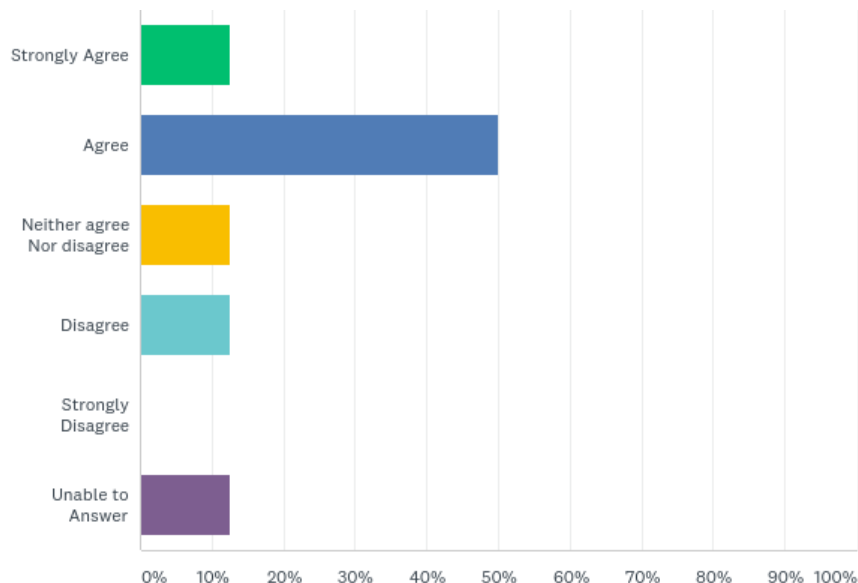
- **Q21: Governors have been involved in strategy and development sessions.**



Comments:

- Governors are asked to input into Trust strategy development sessions.
- Being new to post I don't believe I've taken part in this yet .
- I am not aware of any such sessions.
- The Trust Board and the Governors work well and consult or confer regularly where necessary.

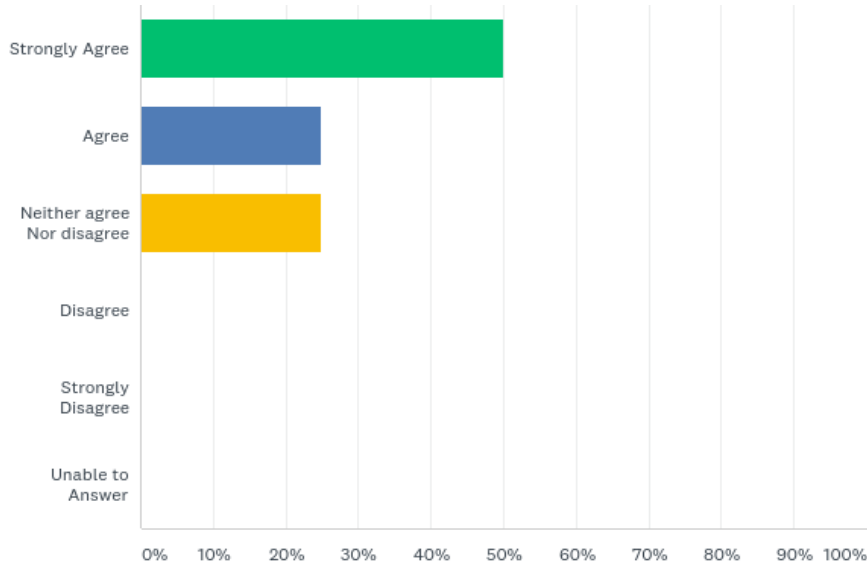
- **Q22: There are examples of strategy being informed by the input of Governors.**



Comments:

- Governors have had their input into the following strategies: Patient Experience, Quality, Communication. The Trusts overall strategy
- Not aware of any.
- Unannounced visits by the Governors has highlighted areas that may need executive decisions at board level. All recommendations are heard and acted upon in a system that is highly responsive and inclusive.

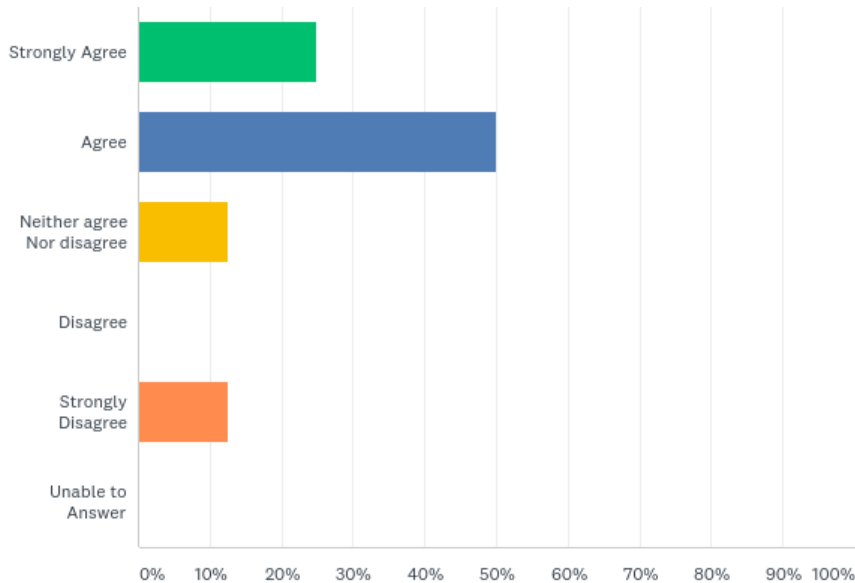
- **Q23: The Council of Governors understands the principal purpose of the Trust (the provision of goods and services for the purposes of the Health Service in England) and its need to satisfy itself that proposals in the forward plan do not interfere with the fulfilment of this principal purpose to any significant extent.**



Comments:

- As a Governor, I am always mindful of the purpose of the trust. As an elected Governor, I try to balance the needs of the community with the constraints imposed by the lawful authorities. They usually go hand in hand.

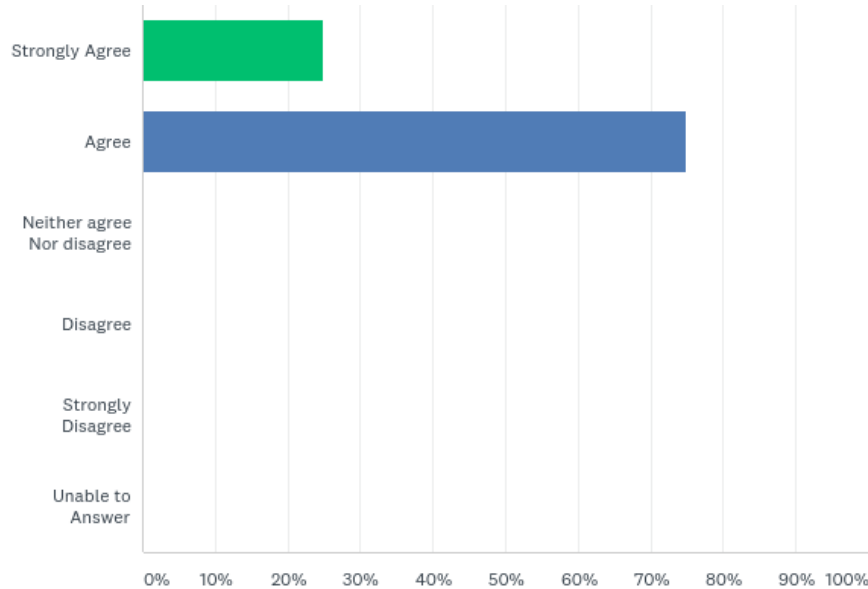
- **Q24: The Governors apprise themselves of the views of members, staff the public and other users; and represent their interests.**



Comments:

- Requires more capturing of the public viewpoints.
- Governors engage staff, patients and families during their monthly Observation visits, through specific surveys carried out throughout the Trusts sites. There is a need for more public engagement out in the community via Norman Holding's ward/unit visits - I have had the privilege of joining one such visit thus far
- I know the views of my Council colleagues, but not of staff nor patients. We have no mechanism for doing so. I have a good idea of local Halton residents views. The staff have their own governors and Union representatives.
- Regular visits to the hospital and community groups, allow for all views to be heard and issues raised with the appropriate person.

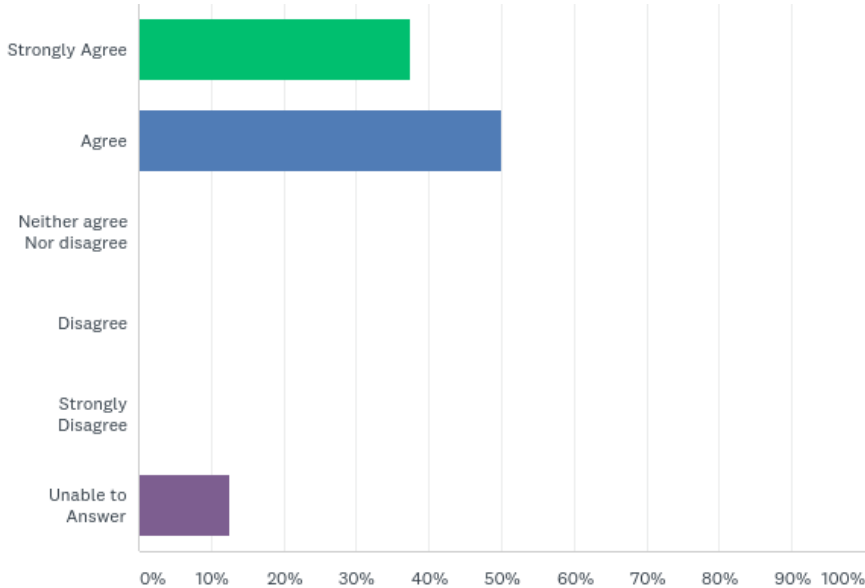
- **Q25: The Governors are provided with sufficient mechanisms and processes to enable them to carry out their duties**



Comments:

- There are enough processes in place to carry out our duties. We do need a better platform to engage the public away from the hospital sites in the community.
- There is a clear path to enable all governors to meet the needs of the Trust, the staff and the community we represent as quickly as possible.

- **Q26: There are examples of Governors using this information to question Directors on the Trust's performance.**

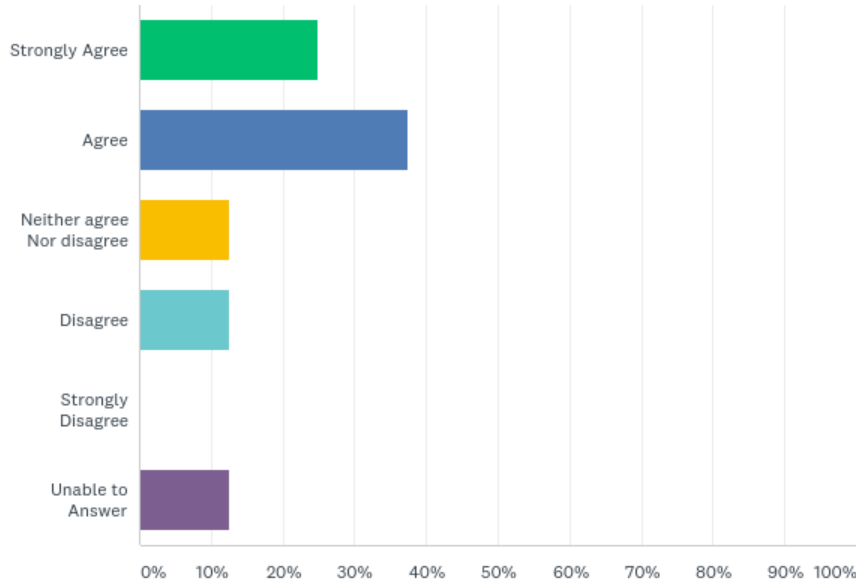


Comments:

- The Directors, NED's and the Chairman are questions on various topics that appear in the press or other media. This is done at Governor NED meeting, CoG and at Chairman's briefings. (New Hospital, Spinal services, Halton UCC, Halton Hospital and Wellbeing Centre, etc),
- The performance of the Trust is questioned by governors.
- Directors regularly make themselves available at Governor meetings to openly discuss any issues.

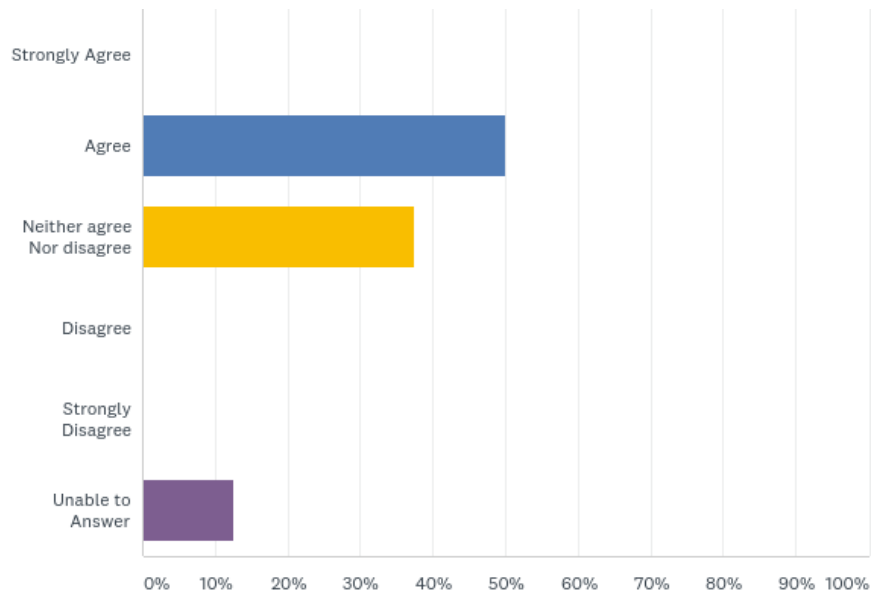
- **Q27: There are examples of Governors using this information to support the development of strategy.**

Comments:



- I do not recollect any discussion on strategy. Is this the role of governors? Surely this the role of the Directors and NEDs?
- Information (where appropriate) is routinely shared in all directions to help ensure meaningful decision making and change occurs.

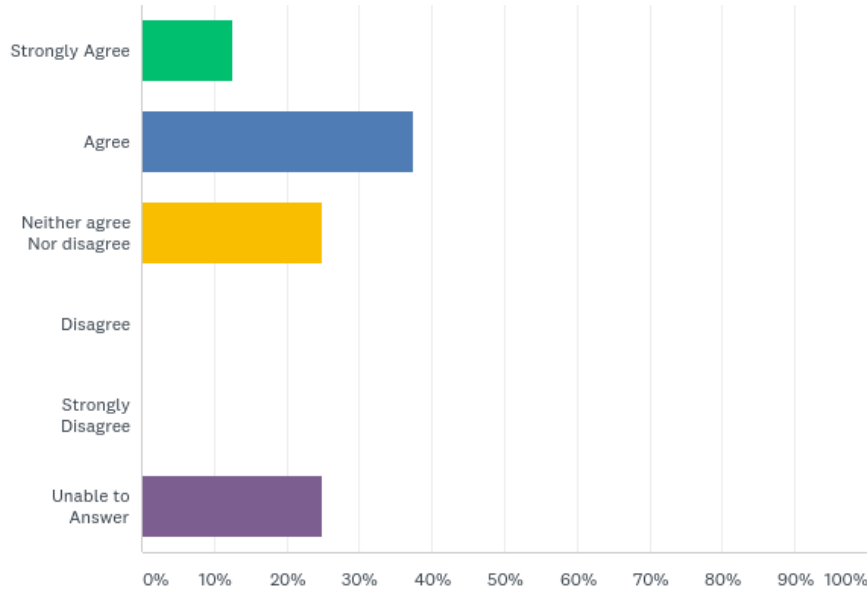
■ **Q28: Governors feedback information about the Trust to members and the public**



Comments:

- I Need more information with regard to what is fed back to the public.
- This is an area were the Governors need support to arrange meetings, presentations within the community to engage better. We use "Your Hospital", "Members Matters" and the hospital Web site at the moment to feed back to the public. Some governors engaged in other community organisations use those platforms to pass on information.
- I feed back information to my Council colleagues. I am not aware public governors connect with the members or public.
- Some areas are more than happy to meet in community groups and welcome the opportunity to meet and share. This can only work where there are community venues and active in place, both of which are under increasing threat due to financial constraints.

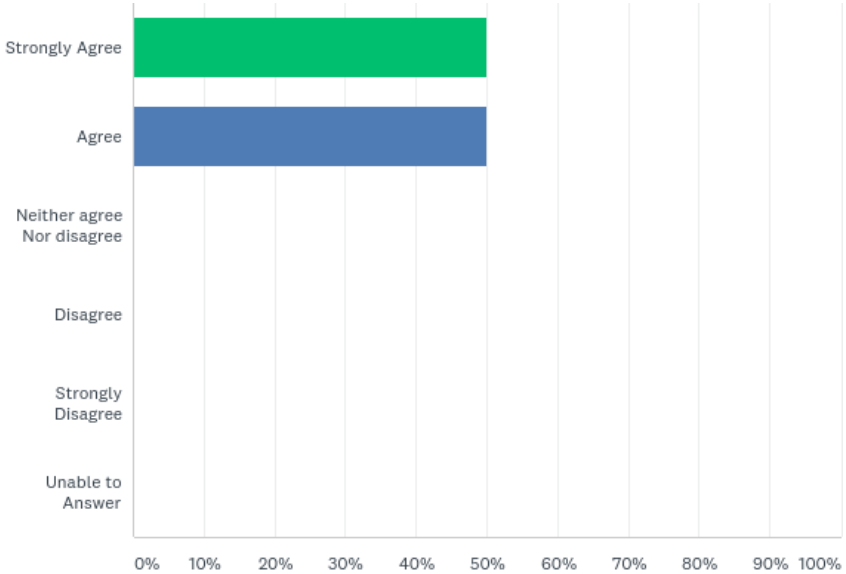
- **Q29: Governors are aware of their role in approving or not approving significant transactions (as defined in the Constitution), mergers, acquisitions, separations and dissolutions.**



Comments:

- This depends on the level of involvement each governor has. This is an area for training.
- No knowledge of this.
- I am not aware of any such transaction during my time as a governor.
- I have no knowledge at this point.

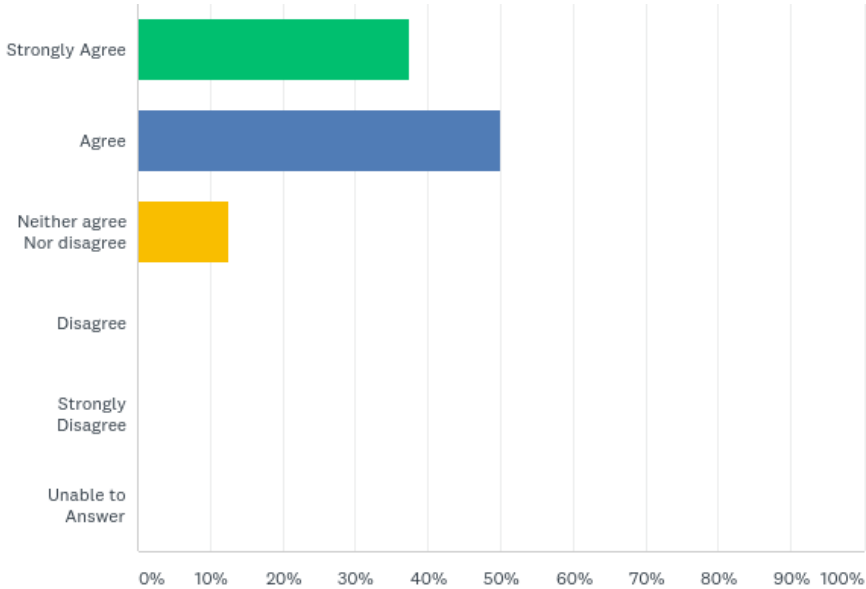
- Q30: The Council of Governors have agreed a process and dialogue with the Non-Executive Directors and the Trust to enable it to carry out its general duty to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors**



Comments:

- Governor / NED meetings and a recent addition in that a governor will attend NED led committees and provide a report to CoG on the NED performance.
- Outlined to new governors on induction and re-emphasised as and when necessary.

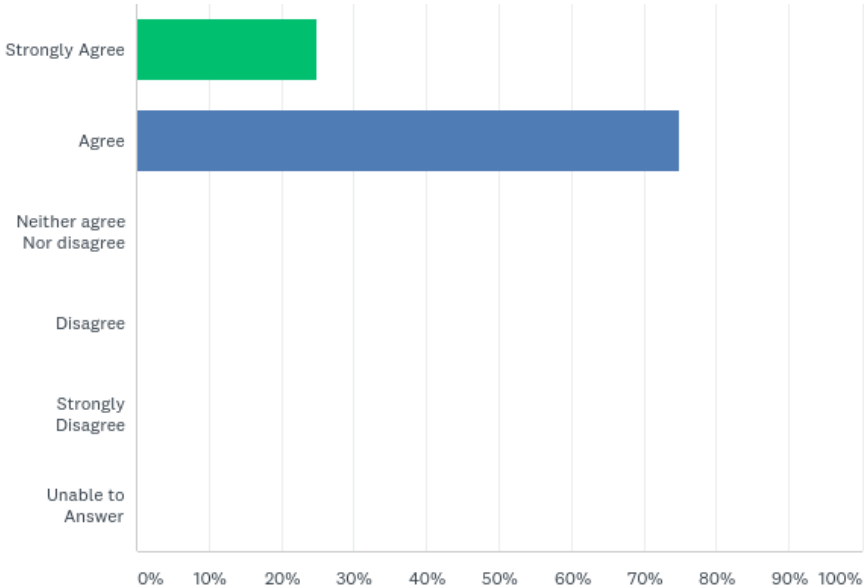
■ **Q31: The process and dialogue meets the needs of the Council of Governors.**



Comments:

- With the addition of governor observers at NED committees this should met the needs of holding NEDs to account.
- Strong interaction between all levels within the hospital (including the Board), ensures the community concerns are heard and addressed.

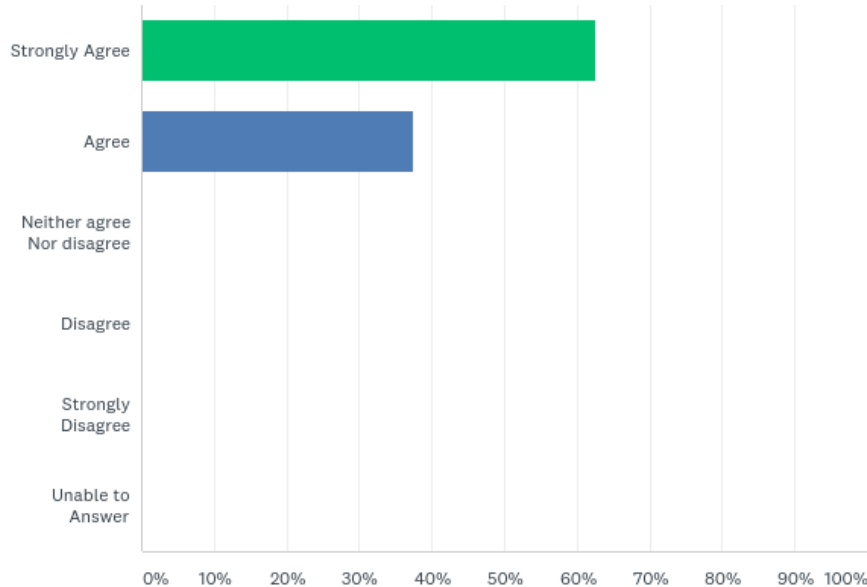
■ **Q32: Governors can identify the key performance issues facing the Trust.**



Comments:

- Governors have site of the Trusts Dashboard each month. They are able to question senior staff at QIC and Engagement groups, also at Chairman's Brief and NED meetings.
- Regular updates are provided on KPI's.

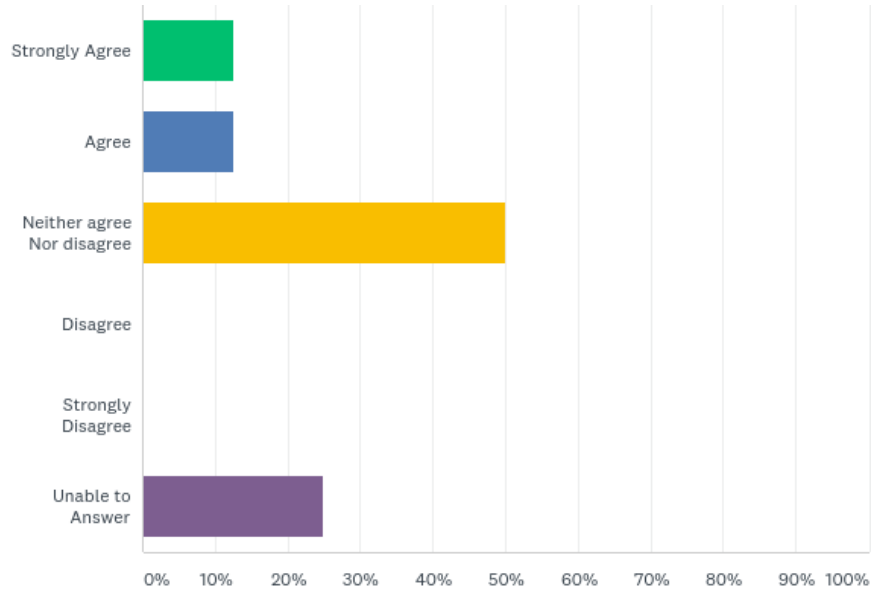
- **Q33: Governors can ask relevant questions regarding performance reports.**



Comments:

- All questions are answered in an open and honest way.
- Governors have site of the Trusts Dashboard each month. They are able to question senior staff at QIC and Engagement groups, also at Chairman's Brief and NED meetings.

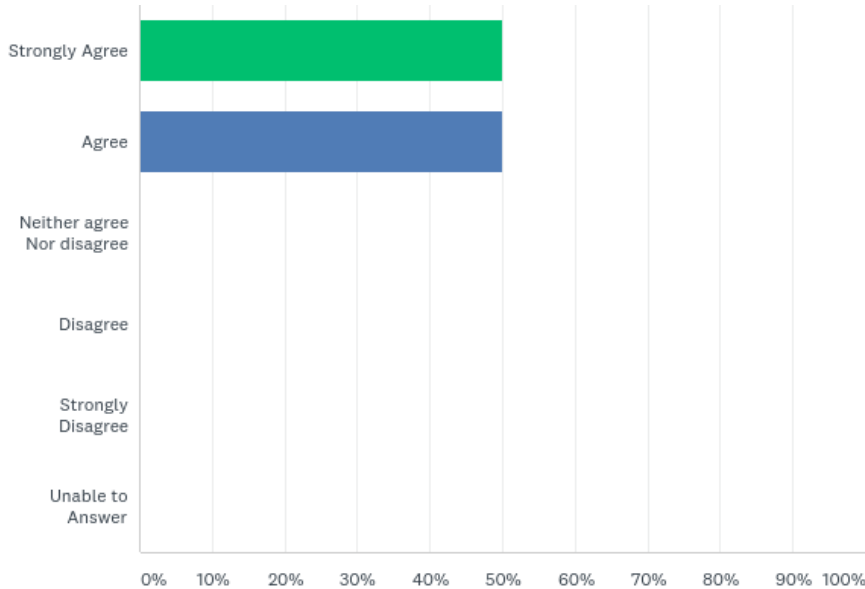
- **Q34: Governors are effective in reviewing the way in which Non-Executive Directors obtain assurance**



Comments:

- This will be highlighted when we implement governor attendance at NED led committees.
- I am not aware as to how NEDs do so. My own previous experience of being a NED leads me to believe they will do so with some difficulty!
- Open and frank Q&A ensures that the NED's are performing.

- **Q35: Non-Executive Directors provide sufficient feedback to the Council of Governors, both collectively and individually, with regard to their specific duties as Chairs of Sub-committees of the Board**

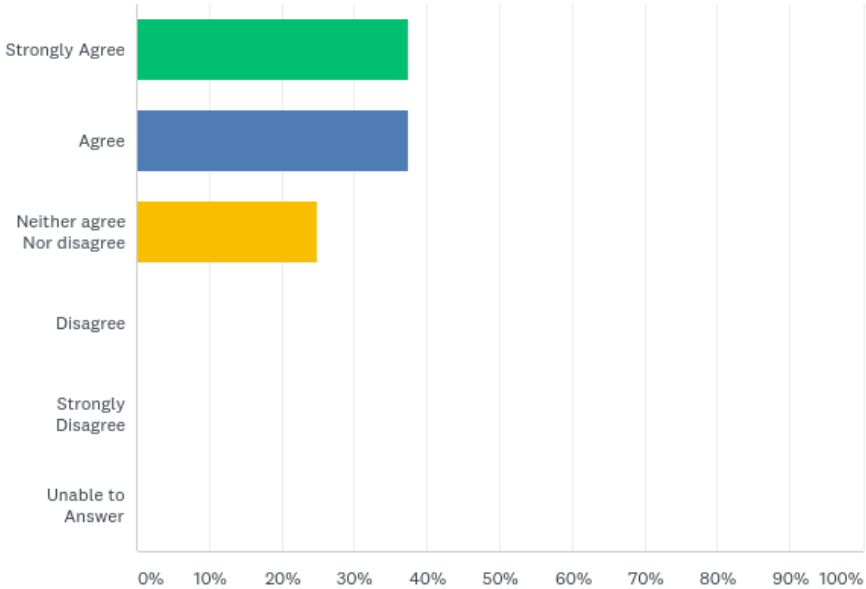


Comments:

- NEDs are always available to governors that have a question, they attend CoG and governor groups (QIC & Engagement).
- Regular meetings and report backs along with open Q&A ensures continued information sharing.

■ **Q36: Governors ask relevant questions of the Non-Executive Directors about challenge at meetings of the Board and their Sub-Committees.**

Comments:



- Only a minimal number of questions are asked. The Governor observer at NED committees will hopefully increase questions and provide more assurance to governors.
- Governors lack sufficient knowledge of their committees to do so effectively. If governors now begin to attend committee meetings, this situation should be rectified.

- **Q37: If you could add or change one thing that would assist the governors in their work, what would it be?**

Comments:

- Involvement by minority groups. I am aware that the Trust is keen on this.
- A handbook for newly appointed Governors covering all areas of Governorship. This should be very easy to read and clear.
- Nothing at present.
- The provision of annual programme of engagement events in the communities across Warrington and Halton
- Better understanding of requirements and involvement before advertising for the roles. Not to put people off, but to ensure the Trust gets the best sort of person applying who knows what is expected of them
- I would previously have stated ability to attend committee meetings, but this will now begin to happen.
- Difficult to see what could be improved at this time but I'm confident that if necessary, change would be embraced without any fuss.

Q38: General Comments

- Feedback from the Chairman has always been excellent

Council of Governors

AGENDA REFERENCE:	CoG /19/02/13			
SUBJECT:	Amendments to the Constitution			
DATE OF MEETING:	14 th February 2019			
ACTION REQUIRED	For Approval			
AUTHOR(S):	John Culshaw, Head of Corporate Affairs			
EXECUTIVE SUMMARY	<p>The Trust's Constitution states:</p> <p>45. <i>Amendment of the constitution</i></p> <p>45.1. <i>The Trust may make amendments to its constitution if:</i></p> <p>45.1.1 <i>more than half of the members of the Board of Directors of the Trust voting approve the amendments; and</i></p> <p>45.1.2 <i>more than half of the members of the Council of Governors of the Trust voting approve the amendments.</i></p> <p>The paper proposes amendments to the following areas of the Constitution:</p> <ul style="list-style-type: none"> • Section 12 (page 14) • Section 25 (pages 17 & 18) • Annex 5 (page 63) • Replacement of references to <i>S/he, his/her</i> with <i>they & their</i> as appropriate to ensure the document is gender neutral 			
PURPOSE: <i>(please select as appropriate)</i>	Information	Approval ✓	To note	Decision
RECOMMENDATIONS	That the Council of Governors approves the proposed amendments to the Trust's Constitution			
PREVIOUSLY CONSIDERED BY	Committee	GNARC		
	Agenda Ref.	GNARC 19/02/05		
	Date of meeting	4 th February 2019		
	Summary of Outcome	Approved		
NEXT STEPS: <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	Submit to Trust Board			
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full			
FOIA EXEMPTIONS APPLIED: (if relevant)	None			

SUBJECT	Amendments to the Constitution	AGENDA REF	CoG /19/02/15
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1. BACKGROUND/CONTEXT

Following the Council of Governors meeting on 16th August 2016, a Governor Working Group was established, in part, to review the Constitution. Several areas for consideration were identified and reviewed, and as appropriate, considered in the Governor's Nomination and Remuneration Committee (GNARC) which took place on 4th February 2019

In order to make amendments, the Trust's Constitution states:

45. *Amendment of the constitution*

45.1. *The Trust may make amendments to its constitution if:*

45.1.1 *more than half of the members of the Board of Directors of the Trust voting approve the amendments; and*

45.1.2 *more than half of the members of the Council of Governors of the Trust voting approve the amendments.*

The proposed amendments are set out below.

A full copy of the amended Constitution will be provided separately to support the paper.

2. KEY ELEMENTS

1. Council of Governors – tenure

Currently the Constitution states the following:

12.1 Subject to the provisions of paragraphs 12.2 and 12.3 below, an elected Governor may hold office for a period of up to three years. A Governor shall be eligible for re-election or re-appointment at the end of his/her initial term, for one further term.

12.2 Not less than one half of the initial Public Governors and Staff Governors (comprising those who polled the highest number of votes if elections took place, and otherwise to be chosen by lot) will serve a term of office of three years. The remaining initial Public Governors and Staff Governors will serve a term of office of two years.

12.3 Those initial Governors serving a term of office of two years shall be eligible for re-election at the end of the two year term for one further term and such re-election may be for a period of up to three years.

12.4 An elected Governor shall cease to hold office if he ceases to be a member of the Constituency or Class by which he was elected.

In order to mitigate the number of Governor vacancies and support continuity, it is proposed that the Constitution be amended to the following:

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WHH**

12.1 Governors may hold office for a period of up to three years. A Governor shall be eligible for re-election or re-appointment at the end of his/her initial term, for two further terms.

12.2 An Elected Governor shall cease to hold office if he or she ceases to be a member of the constituency or class by which he or she was elected.

12.3 Subject to paragraph 12.5 below, an Elected Governor shall be eligible for re-election at the end of his or her term.

12.4 Subject to paragraph 12.5 below, an Appointed Governor shall be eligible for re-appointment at the end of his or her term.

12.5 Elected Governors and Appointed Governors may hold office for a maximum of 9 consecutive years.

12.6 Subject to any provision in this Constitution in respect of eligibility or disqualification of Governors, once an elected Governor has reached their maximum term or has been removed under paragraph 13, they shall only be eligible for appointment again after a period of three (3) years.

2. Non-Executive Directors – tenure

Currently the Trust's Constitution does not expressly state the maximum tenure of office for a Non-Executive Director.

The following proposal has been recommended for approval by the GNARC that took place on 4th February 2019:

It is proposed that the Trust's Constitution is amended to include the following:

25.5 Any term beyond six years (eg, two three-year terms) for a Non-Executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board. Non-Executive Directors may, in exceptional circumstances for business/continuity reasons, serve longer than six years (eg, two three-year terms following authorisation of the NHS foundation trust) but this should be subject to annual re-evaluation and re-appointment and is subject to ratification by the Council of Governors in line with terms detailed in section 5.4 of the Council of Governors Nominations and Remuneration Committee. Serving more than six years could be relevant to the determination of a non-executive's independence. Non-executive Directors may hold office for a maximum of 9 years.

3. Annex 5 – Eligibility to be a Governor

Annex 5, Section 14 of the Constitution currently states:

14. S/he has previously been removed from office as a Governor of the Trust in accordance with the provisions of paragraph 8 below under the section titled 'Termination of office and removal of Governors'.

It is suggested that it should be amended to reflect removal of office from any Trust:

14. S/he has previously been removed from office as a Governor of any Trust in accordance with the provisions of paragraph 8 below under the section titled 'Termination of office and removal of Governors'.

4. Annex 5 – Termination of office and removal of Governors

In order to encourage more regular attendance and support the effectiveness of the Council of Governors meetings, it is suggested that attendance requirements be strengthened. The Constitution currently states:

A person holding office as a Governor shall immediately cease to do so if:

3. S/he fails to attend three meetings in any financial year, unless the other Governors are satisfied that:

a) The absences were due to reasonable causes; and

b) S/he will be able to start attending meetings of the Trust again within such a period as they consider reasonable;

As an alternative, the following is proposed:

A person holding office as a Governor shall immediately cease to do so if:

3. a Governor fails to attend two consecutive meetings of the Council of Governors, unless the Council of Governors is satisfied by a 75% majority that:

3.1 the absence was due to a reasonable cause; and

3.2 the Governor will resume attendance at meetings of the Council of Governors again within such a period as it considers reasonable.

4. Notwithstanding the provisions of paragraph 3 above, if a Governor fails to attend any of the next two consecutive meetings of the Council of Governors and they have previously been the subject of a decision in his favour under paragraph 3 above, that Governor's tenure of office is to be terminated immediately.

5. Replacement of pronouns to create a gender neutral document

All references to *s/he* or *his/her* have been replaced with *they* or *their* as appropriate, to ensure the document is gender neutral

3. ACTIONS AND RECOMMENDATIONS

The Council of Governors are asked to approve the proposed amendments to the Trust's Constitution prior to submission to the Trust Board for approval.

Council of Governors

DATES 2019-2020

Meetings in the TCR, Warrington to be held 4.00pm-6.00pm

Meetings at Halton Hospital to be held 3.00pm-5.00pm

DATE OF MEETING	VENUE
2018	
Thursday 15 th November 2018	Trust Conference Room, Warrington
2019	
Thursday 14 February 2019	Trust Conference Room Warrington
Thursday 16 May 2019	Trust Conference Room, Warrington
Thursday 15 August 2019	Trust Conference Room, Warrington
Thursday 14 November 2019	Lecture Theatre, HALTON EDUCATION CENTRE
2020	
Thursday 13 February 2019	Lecture Theatre, HALTON EDUCATION CENTRE