

Council Of Governors

Date: Thursday 12 February 2026

Time: 3 – 5:30pm

**Location: Trust Conference Room, Warrington Hospital and via
MS Teams**

Agenda item	Time	Agenda item	Objective/ Desired outcome	Process	Presenter
Formal Business					
COG/26/02/65	3:00pm	Welcome and Opening Comments Apologies; Declarations of Interest		<i>Verbal</i>	Chair
COG/26/02/66	3:02pm	Minutes and Action Log of meetings held on • 13 November 2025	<i>For approval</i>	<i>Minutes & Action Log</i>	Chair
COG/26/02/67		Matters arising	<i>To note for assurance</i>	<i>Verbal</i>	Chair
Governor business					
COG/26/02/68	3:05pm	Chief Executives Report	<i>To note for assurance</i>	<i>Report</i>	Chief Executive
COG/26/02/69	3:15pm	Chairs Update	<i>To note for assurance</i>	<i>Verbal</i>	Chair
COG/26/02/70	3:25pm	Integration Update I. Draft Application Letter II. Draft Constitution	<i>Approval in principle</i>	<i>Report</i>	Chief Strategy and Partnership s Officer
COG/26/02/71	3:55pm	Proposal for an extension to Non- Executive Director Term of Office	<i>Approval</i>	<i>Report</i>	Company Secretary
COG/26/02/72	4:05pm	Non-Executive Director Assurance Highlights from Committees Governor Board Committee Observation Reports & Committee Assurance Reports (a) Finance & Sustainability (27.10.25, 24.11.25,22.12.25, 26.01.26) – Sue Fitzpatrick/ John Somers (b) Quality Assurance Committee (14.10.25, 11.11.25,09.12.25,	<i>Info/update</i>	<i>Present ation</i> <i>Papers</i>	Committee Chairs Governor Observers

		13.01.26) Sue Fitzpatrick and Diane Nield/Cliff Richards c) Strategic People Committee in Common (15.10.25, 11.11.25, 09.12.25, 21.01.26) – Margaret Bamforth and Carol Ann Kelly/Julie Jarman (d) Audit Committee (20.11.25) Margaret Bamforth/Mike O'Connor			
COG/26/02/73	4:15pm	Items requested by Governors – Questions	Info/update	Verbal	Chair/Non-Executive Directors
COG/26/02/74	4:30pm	Lead Governor Update i) Trust Board Observation Report - 3 December 2026 ii) Governor Observation Visits a) 17.11.2025 – B14 b) 12.12.2025 – UTC Halton	Info/update	Report Reports	Deputy Lead Governor
COG/26/02/75	4:40pm	Governor Engagement Group (GEG) Chairs Report from the meeting - 29 January 2026	Info/update	Verbal	Diane Nield, Deputy Lead Governor
COG/26/02/76	4:50pm	Membership Strategy Q3	Info/update	Paper	Corporate Governance and Membership Manager and Diane Nield, Deputy Lead Governor
COG/26/02/77	5:00pm	Communications & Engagement Update Report	Info/update	Paper	Director of Communications and Engagement
COG/26/02/78	5:10pm	Bi-monthly Strategy Highlight Report	Info/update	Report	Chief Strategy & Partnerships Officer
Closing					
COG/26/02/79	5:20pm	Review of the Meeting	To discuss	Verbal	Chair
COG/26/02/80	5:25pm	Any Other Business	To discuss	Verbal	Chair
Supplementary papers* Information items to note					
COG/26/02/81	Learning From Experience Update – Q2		Info/update	Report	Chief Nurse

* Supplementary papers are available on request to members of the public.

Next meeting of the Council of Governors: 14 May 2026, 3-5pm – Trust Conference Room, Warrington Hospital

Conflicts of Interest

At any meeting where the subject matter leads a participant to believe that there could be a conflict of interest, this interest must be declared at the earliest convenient point in the meeting. This relates to their personal circumstances or anyone that they are of at the meeting.

- Chairs should begin each meeting by asking for declaration of relevant material interests.
- Members should take personal responsibility for declaring material interests at the beginning of each meeting and as they arise.
- Any new interests identified should be added to the organisation's register(s) on completion of a Declaration of Interest Form.
- The Vice Chair (or other non-conflicted member) should Chair all or part of the meeting if the Chair has an interest that may prejudice their judgement.

If a member has an actual or potential interest the Chair should consider the following approaches and ensure that the reason for the chosen action is documented in minutes or records:

- Requiring the member to not attend the meeting.
- Excluding the member from receiving meeting papers relating to their interest.
- Excluding the member from all or part of the relevant discussion and decision.
- Noting the nature and extent of the interest, but judging it appropriate to allow the member to remain and participate.
- Removing the member from the group or process altogether.

Staff may hold interests for which they cannot see potential conflict. However, caution is always advisable because others may see it differently and perceived conflicts of interest can be damaging. All interests should be declared where there is a risk of perceived improper conduct.

Interests fall into the following categories:

- **Financial interests:**
Where an individual may get direct financial benefit¹ from the consequences of a decision they are involved in making.
- **Non-financial professional interests:**
Where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.
- **Non-financial personal interests:**
Where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.
- **Indirect interests:**
Where an individual has a close association¹ with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making.

COUNCIL OF GOVERNORRS

Minutes of the Meeting held on Thursday 13 November 2025

Education Centre, Halton Hospital and MS Teams

Present	
Mike O'Connor (MOC)	Non-Executive Director, Senior Independent Director (meeting Chair)
Steve McGuirk (SMcG)	Chair, via Teams did not Chair the meeting
Julie Jarman (JJ)	Non-Executive Director
Jayne Downey (JD)	Non-Executive Director
John Somers (JS)	Non-Executive Director
Nikhil Khashu (NK)	Chief Executive
Diane Nield (DN)	Public Governor, Deputy Lead Governor
Nigel Richardson (NR)	Public Governor
Anne Robinson (AR)	Public Governor
Margaret Bamforth (MB)	Public Governor
Colin Jenkins	Public Governor
Linda Mills (LM)	Public Governor
Jack Roper (JR)	Public Governor
Alan Davies (AD)	Public Governor
Paula Jones (PJ)	Public Governor
Catherine Ardern (CA)	Public Governor
Kevin Keith (KK)	Public Governor, Rest of England
Gemma Leach (GL)	Staff Governor
Erwin Tublles (ET)	Staff Governor
Maureen McLaughlin (MM)	Partner Governor
Nichola Newton (NN)	Partner Governor
In Attendance	
John Culshaw (JC)	Company Secretary
Lucy Gardner (SB)	Chief Strategy & Partnerships Officer
Emily Kelso (EK)	Corporate Governance and Membership Manager
Apologies	
Cliff Richards (CR)	Non-Executive Director
Sue Fitzpatrick (SF)	Public Governor, Lead Governor
Carol Ann Kelly (CAK)	Public Governor
Keith Bland (KB)	Public Governor
Edward Rawlindon (ER)	Public Governor
Colin McKenzie (CM)	Public Governor
Rachel Bold (RB)	Public Governor
Jonathan Cliff (JC)	Staff Governor

AGENDA REF	AGENDA ITEM
COG/25/11/44	<p>Welcome, Introduction, Apologies and Declarations of Interest</p> <p>The Chair opened the meeting by welcoming all attendees and confirming apologies from as noted. He acknowledged the hybrid format and thanked those present for their flexibility. Special thanks were extended to AR and KB, who were completing their third and final terms as governors, with MOC expressing appreciation for their longstanding contributions and involvement.</p>

	No declarations of interest were raised. MOC confirmed the meeting would be recorded for minute accuracy, and no objections were noted.
COG/25/11/45	<p>Minutes and Action Log of meetings held on 14 August 2025</p> <p>The minutes were accepted as an accurate record and approved subject to minor amendments.</p> <p>The action log was reviewed, with all items marked as complete.</p> <p>The Council of Governors approved the minutes of the meeting held 14 August 2025.</p>
COG/25/11/46	<p>Matters Arising</p> <p>MOC informed the group of the recent passing of Liz Walker, who had provided administrative support to the governors, and Pat McLaren, a former Director of Communications. Arrangements for memorials and funerals were discussed, with details to be circulated when available.</p> <p>JC explained a key matter arising was the issue of the hoist maintenance contract, which had expired in August but remained compliant until November. AR, DN, and SF raised concerns during PLACE visits about communication to staff, as wards were told not to use hoists due to the expired contract. JC clarified, following discussions with the Estates team, that all hoists had since been serviced and that responsibility for tracking equipment and contract renewals would now pass to Engineering. The Estates team committed to improving communication and ensuring contract renewals are initiated before expiry. MOC emphasised that financial constraints were not the reason for the delay, and that patient safety remains the priority. The need for better training in procurement and business case development was identified, and it was agreed to flag this for discussion at the upcoming Audit Committee meeting.</p> <p>Additionally, a staff member had raised concerns anonymously, highlighting a need to address a culture of fear around raising issues. It was noted this would be discussed further in Quality Assurance and Strategic People Committees.</p> <p>Another matter raised by Governors related to the planned transfer of the pathology department to Whiston, with staff to be TUPE-transferred. LG explained that this move had been in planning for some time, with a full business case approved by the Board and regular staff engagement. Essential services, such as sepsis testing, would remain on-site to avoid detrimental impacts on patient care. MB asked about the handling of frozen sections and clinical pathways, to which LG responded that some elements were detailed in the business case, while others would be finalised through a joint governance process chaired by the medical directors. The timeline for TUPE had shifted from April to July, with no changes to service provision until then.</p> <p>Questions were raised about the carbon footprint of increased transport between sites. LG confirmed this was considered in the business case and agreed to check whether electric vehicles would be used.</p> <p>JJ and AD discussed the benefits of a single laboratory information management system, which LG confirmed would be implemented across Cheshire and Merseyside, improving result accessibility for clinicians and patients.</p> <p>There were no matters arising.</p>
GOVERNOR BUSINESS	

<p>COG/25/11/47</p>	<p>Chairs Update</p> <p>SMcG provided an update on financial scrutiny, noting the frequency of PwC and NHS England meetings and the ongoing challenge of meeting stretched targets. He emphasised that while the Trust remained on target for business as usual, financial pressures were significant, and all service changes must continue to prioritise patient safety. The Trust remained towards the bottom of the league table, it was further noted that an upcoming CQC Well led inspection was expected soon, with the CQC confirming that they would be observing Truts Board in December.</p> <p>Integration with Bridgewater was progressing, with due diligence revealing more governance issues and risks than anticipated, though none were considered blockers to the planned integration. NHS England remained supportive of the acquisition, targeted for 1 April 2026.</p> <p>NK added that a new interim chair, Sir David Henshaw, had been appointed to the Integrated Care Board (ICB), with a focus on troubleshooting and accelerating change.</p> <p>NK further expressed concern about the impact of industrial action and the lack of committed funding from the ICB for acquisition costs.</p> <p>SMcG noted the introduction of new NHS England regional chair positions, adding complexity to governance structures.</p> <p>The Council of Governors noted the update.</p>
<p>COG/25/11/48</p>	<p>Integration Update - Full Business Case</p> <p>LG presented a summary of the integration transaction, sharing slides and highlighting the governors’ role in approvals and due diligence. She outlined the 19-chapter business case, which covered strategic rationale, options appraisal, clinical and corporate models, financial case, addressing inequalities, communications, and risk mitigations. The business case was being reviewed by both Boards and NHS England, with final approval expected in December.</p> <p>LG explained that 144 risks had been identified through due diligence, with mitigating actions being developed. KPMG and Hill Dickinson provided independent reviews in key areas. No risks were considered as blockers. LG committed to providing governors with a summary of key risks and mitigating actions in an accessible format.</p> <p>A more detailed session on the governors’ role in the transaction would be scheduled before March, likely as an hour-long session before the 12 February Council of Governors meeting, to ensure all governors are prepared for their responsibilities in regards to the transaction.</p> <p>MB queried the cost benefits and the potential impact on community services. LG clarified that the transaction would cost just over £1 million, with £28 million in benefits projected—£12 million from corporate services integration and £16 million from other improvements, including enhanced community care. There were no plans to reduce community provision; rather, the intention was to increase it.</p> <p>MB also inquired about risk management and communication to governors. LG explained that risks were being categorised and summarized for both Boards and governors, with detailed mitigation plans to be included in the business case. NK added that Bridgewater’s Board was actively working to mitigate risks before the transaction.</p> <p>The Council of Governors noted the update, and supported the scheduling of a further due diligence session for Governors prior to the 12th February CoG meeting</p>
<p>COG/25/11/49</p>	<p>Non-Executive Director Assurance Highlights from Committees</p>

	<ul style="list-style-type: none"> a) <i>Quality Assurance Committee</i> b) <i>Strategic People Committee in Common</i> c) <i>Finance, Sustainability & Performance Committee in Common</i> d) Charitable Funds Committee e) Audit Committee <p>The Council of Governors noted the updates from Committee Chairs.</p>
COG/25/11/50	<p>Items requested by Governors – Questions</p> <ul style="list-style-type: none"> • Question 1 League Table Rankings and Staff Morale: NK explained that league tables were used internally for performance management and could be demoralising for staff, as they did not account for local context such as population growth or estate challenges. The Trust was using rankings as a learning opportunity, seeking to adopt best practices from higher-performing Trusts. MOC and others emphasised the importance of communicating context to staff to maintain morale. • Question 2 Planning Gains and Community Development: NK and MOC discussed the potential for planning gains from local housing developments, with ongoing negotiations with local authorities. The importance of integrating health strategy with local development was highlighted. • Question 3 Patient Flow and Criteria to Reside: The group discussed the challenges of patient flow, the need for a step-by-step strategy with timelines, and the importance of engaging local authority partners. JJ and NK described ongoing efforts to improve internal processes, including consultant ward rounds and discharge planning. NK was lobbying for a Urgent Treatment Centre (UTC) in Warrington to reduce admissions. • Question 4 and 6 Winter Planning and Escalation Wards: NK outlined plans for winter, including the use of escalation wards as a temporary measure and a longer-term shift towards virtual wards and community beds. Staffing challenges, particularly among community nurses, were acknowledged, with sickness rates currently high due to acquisition-related anxiety. NK anticipated improvement post-integration and plans to expand community nursing capacity. • MADE Learning - NK described lessons learned from previous Multi-Agency Discharge Events, including the need for timely consultant ward rounds and improved pharmacy processes. The Trust was focusing on reducing unnecessary admissions and improving discharge efficiency, • Question 5 Staffing and Morale: JJ noted that while sickness has increased, there is also positivity about the integration, especially among clinical staff. There were no current plans for redundancies; any reductions would be managed through natural turnover and a mutually agreed resignation scheme (MARS). <p>The Council of Governors noted the response to the questions raised</p>
COG/25/11/51	<p>Lead Governor Update</p> <p>DN provided an update on board observation reports, encouraging governors to attend Part 1 Board meetings and participate in leadership observation visits. Dates of Board meetings were available in the Governor Welcome Pack, and invitations could be forwarded on request.</p> <p>The annual members meeting was held at Halton, and governor induction materials are being developed, including a one-page meeting guide.</p>

	<p>The Governor Nominations and Remuneration Committee met on 29 October to appoint a new chair. Governor training and engagement materials were being updated, and a slide deck had being developed, to aid Governors when presenting to community groups.</p> <p>The Council of Governors noted the update.</p>
COG/25/11/52	<p>Governor Engagement Group in Common (GEGiC) Chairs Report from meeting held on 7 August 2025</p> <p>Presented by DN, the Governor Engagement Group in Common (GEGiC) Chairs Report provided a comprehensive update on the recent meeting and highlighted several key issues. DN began by acknowledging the challenges faced in chairing the session, noting that the complexity of discussions with BCH Governors and the breadth of topics covered had prompted consideration of introducing co-chairing arrangements for future meetings. This approach would help share responsibilities and ensure that meetings run smoothly and efficiently.</p> <p>A major development discussed was the creation of a new dashboard designed to simplify reporting for governors. DN explained that the dashboard would provide a clear, visual summary of key performance indicators, membership data, and engagement activities, making it easier for governors to monitor progress and identify areas requiring attention without having to navigate lengthy reports.</p> <p>DN also expressed concern and frustration over the repeated cancellation of important subcommittee meetings, particularly the Nutrition and Hydration Steering Group and the Trust Transport Working Group. These forums played a vital role in addressing patient experience issues and operational challenges, such as ensuring appropriate nutrition standards and resolving transport-related concerns for patients and staff. DN stressed that the absence of these meetings risks delaying improvements and undermines the Council's ability to provide effective oversight.</p> <p>DN concluded by reaffirming the importance of governor involvement in these working groups and encouraged colleagues to continue raising issues that affect patient care and staff wellbeing, as these remain central to the Council's role in holding the Trust to account.</p> <p>The Council of Governors noted the update.</p>
COG/25/11/53	<p>Membership Strategy Q2 Progress Report</p> <p>EK explained that the report had been discussed in detail at the Governor Engagement Group in Common (GEGiC) meeting held on 6th November, where governors expressed satisfaction with the progress made so far.</p> <p>Key highlights from the report, as noted by DN in both the GEG Chairs Report from the meeting on 7 August 2025 and the Lead Governor's report, included continued growth in membership numbers, successful engagement activities, and improvements in understanding the diversity of the membership base.</p> <p>The Council noted that the strategy was on track, with quarterly monitoring ensuring that objectives were being met and any challenges addressed promptly. Governors were content with the direction and outcomes of the strategy at this stage.</p> <p>The Council of Governors noted the update.</p>
COG/25/11/54	<p>Proposal to extend the Membership Strategy to 2026</p> <p>EK explained that the current Membership Strategy, which had been guiding the</p>

	<p>Trust’s approach to growing and engaging its membership, was due to expire in 2025. However, given the significant organisational changes on the horizon, particularly the integration with Bridgewater it was considered both practical and beneficial to extend the existing strategy by one year.</p> <p>EK highlighted that this extension would provide continuity and stability during a period of transition, allowing the Trust to maintain its focus on membership growth, diversity, and engagement while the integration process was underway. It would also give the Council and the wider Trust community sufficient time to reflect on the needs of the newly combined organisation and to co-produce a refreshed, unified Membership Strategy that would take effect from 2026 onwards.</p> <p>Governors discussed the proposal and agreed that the extension would ensure that current initiatives and reporting mechanisms could continue without disruption. EK confirmed that quarterly progress reports would still be provided, and that feedback from both existing and new governors would be sought to inform the development of the next strategy.</p> <p>The Council of Governors approved the extension of the Membership Strategy to 2026.</p>
<p>COG/25/11/55</p>	<p>Elections Activity Update Report</p> <p>EK presented the report, reflecting a significant increase in engagement and interest in the governor roles this year. There had been a record number of nominations submitted for the available governor seats, which was seen as a testament to the growing visibility and appeal of the Council’s work. Notably, there was strong participation from Bridgewater members, with several BCH Governors putting themselves forward for election, demonstrating the success of recent efforts to integrate and engage fully with BCH members.</p> <p>The voting process was already underway at the time of the meeting, with ballots distributed and members actively participating in the selection of their representatives.</p> <p>JC confirmed that the results of the election would be compiled and formally reported at the next Board meeting. The Council welcomed this update, expressing satisfaction with the high level of interest and the robust democratic process, and looked forward to welcoming new and returning governors following the conclusion of the election.</p> <p>The Council of Governors noted the report.</p>
<p>COG/25/11/56</p>	<p>Communications & Engagement Update Report</p> <p>The report was included for information, Governors highlighted several major initiatives undertaken by the team in recent months. The Trust had invested significant effort into a range of high-profile communication events, including the Mela and Disability Awareness Day, both of which were well-attended and received positive feedback from the community. These events were part of a broader strategy to increase visibility, foster inclusivity, and strengthen relationships with diverse groups across the Trust’s catchment area.</p> <p>AD commented on the increasingly targeted approach being used in communications, noting that the Trust was making a conscious effort to ensure that seldom-heard voices and underrepresented communities were being reached and included in engagement activities.</p> <p>DN explained that Governors with support from the governance team had also begun</p>

	<p>to analyse membership data more closely, with the aim of identifying demographic groups that were not currently well-represented within the Trust's membership. This would allow future campaigns and outreach efforts to be more focused and effective, ensuring that the Trust's membership and engagement activities reflected the diversity of the local population.</p> <p>The Council of Governors noted the report.</p>
COG/25/11/57	<p>Bi-monthly Strategy Highlight Report</p> <p>LG briefly introduced the report, explaining that it provided an overview of the Trust's ongoing strategic initiatives, progress against key objectives, and any notable developments since the last report.</p> <p>Governors were given the opportunity to raise questions or comments, but none were forthcoming. The Council acknowledged the report, noting that it offered a useful summary of strategic activity and supported ongoing transparency and oversight.</p> <p>The Council of Governors noted the report.</p>
Governance	
COG/25/11/58	<p>Compliance Trust Provider License</p> <p>JC introduced the paper explaining that compliance with the Trust Provider License had been maintained and had been previously reported to the Board on 3rd June.</p> <p>The Council of Governors noted the report.</p>
COG/25/11/59	<p>Audit Committee Chairs Annual Report</p> <p>JC presented the report, confirming that it had been submitted to and accepted by the Audit Committee and Trust Board. The Council received this report, acknowledging the assurance it provided regarding the effectiveness of the Trust's audit and governance processes</p> <p>The Council of Governors noted the report.</p>
COG/25/11/60	<p>Annual Council of Governors Knowledge and Effectiveness Survey – Outputs</p> <p>JC introduced the item explaining, the survey, which achieved a strong completion rate of 71%, provided valuable insights into the governors' perceptions of their roles, the effectiveness of Council operations, and areas for potential improvement.</p> <p>JC presented the outputs, highlighting that the majority of responses were very positive, with most governors expressing satisfaction with the current level of engagement, the clarity of information provided, and the opportunities for involvement in Trust activities. However, JC also drew attention to a small number of responses that indicated areas where governors felt improvements could be made. These included requests for more regular consultation on forward plans, greater involvement in shaping Trust strategy, and suggestions for making meeting papers easier to understand. There were also comments about the frequency of meetings and the need for clearer explanations of key decisions.</p> <p>JC emphasised that while the overall feedback was encouraging, the Council should not become complacent. He encouraged any governor who had concerns or suggestions for improvement to reach out directly to him or to EK, reiterating that the leadership team was committed to continuous improvement and open to feedback.</p> <p>The Council agreed that the survey results would be used to inform future</p>

	<p>development sessions and to refine communication and engagement processes, ensuring that all governors felt supported and able to contribute effectively to the work of the Trust.</p> <p>The Council of Governors noted the survey outputs.</p>
COG/25/11/61	<p>Updates to the Constitution – Partner Governor Composition</p> <p>JC introduced the report, the Council engaged in a detailed discussion regarding the proposal to introduce a voluntary sector role within the Council of Governors, with particular emphasis on ensuring effective representation for Bridgewater. JC clarified that the intention behind this role was not to appoint a volunteer who serves within the hospital itself, but rather to bring in a representative from the third sector—such as someone from a local charity or community organisation, who could provide valuable external perspective and strengthen links with the wider community.</p> <p>During the discussion, several governors raised questions about the distinction between a hospital volunteer and a third-sector representative, emphasising the importance of clear communication to avoid any confusion among members or the public. JC acknowledged these concerns and agreed that the wording of the constitutional amendment would need to be precise, ensuring that the new role is understood as a partnership with the voluntary and community sector, rather than an internal volunteer position.</p> <p>It was agreed that further information about potential candidates and the scope of the role would be gathered, including examples from other trusts where similar arrangements have been successful. JC confirmed that once this information had been collated, a draft of the proposed amendment would be circulated to governors for review and comment before taking to the Trust Board for ratification – 3 December 2025.</p> <p>The Council of Governor approved the amendment subject to clarification on wording.</p>
CLOSING	
COG/25/11/62	<p>Review of the Meeting</p> <p>The Chair invited reflections on the effectiveness of the session. Governors agreed that the meeting had been constructive, with clear updates provided on key strategic priorities, including integration progress and membership engagement. It was noted that the interactive format, particularly the detailed responses to governor questions, added value and supported transparency.</p> <p>The Council acknowledged the importance of maintaining this level of engagement in future meetings and suggested continuing to allocate sufficient time for discussion of complex topics such as integration and patient flow. Overall, the meeting was considered well-structured and informative.</p>
COG/25/11/63	<p>Any Other Business</p> <p>The was no further business raised.</p> <p>The meeting closed at 5.05pm.</p>
Next Meeting Thursday 12 February 2025, Trust Conference Room Warrington	
ITEMS TO NOTE (see Supplementary Pack)	
COG/25/11/64	<p>Learning From Experience Update Q1</p> <p>The Council of Governors noted the content of the paper.</p>

Signed: Mike O'Connor, Senior Independent Director

Date

Chair

COUNCIL OF GOVERNORS ACTION LOG

AGENDA REFERENCE	COG/26/02/66i	SUBJECT:	COUNCIL OF GOVERNORS ACTION LOG	DATE OF MEETING	12 February 2026
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1. ACTIONS ON AGENDA

Minute ref	Meeting date	Item	Action	Owner	Due Date	Date Completed	Progress report	RAG Status
COG/25/11/48	13.11.26	Integration Update – Full Business Case	Schedule a session on governors’ role/due diligence before March	JC/LG	Feb 2026	12.02.26	On Agenda COG/26/02/70 and Chairs Briefing Session 18 th December - Better Care Together Integration: Transaction update, next steps and governors’ role and engagement	

2. ROLLING TRACKER OF OUTSTANDING ACTIONS

Minute ref	Meeting date	Item	Action	Owner	Due Date	Date Completed	Progress report	RAG Status
COG/25/02/81	20.02.25	Lead Governor Update	Elective Orthoptics CSTM facility Governors asked for some further assurance on bed utilisation. It was agreed DM would provide some further data on utilisation of the new CSTM facilities.	DM	August 2025		ongoing	
COG/25/02/83	20.02.25	Governor Questions Question 5	Further assurance to be provided to Governors on communication with patients on waiting list.	CR	August 2025		ongoing	

3. ACTIONS CLOSED SINCE LAST MEETING

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status

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/26/02/68			
SUBJECT:	Chief Executive's Report			
DATE OF MEETING:	Thursday 12 February 2026			
ACTION REQUIRED:	To note			
AUTHOR(S):	Nikhil Khashu, Chief Executive			
EXECUTIVE DIRECTOR SPONSOR:	Nikhil Khashu, Chief Executive			
LINK TO STRATEGIC OBJECTIVE	SO1: We will ... Always put our patients first delivering safe and effective care and an excellent patient experience.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
		✓	✓	✓
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
				✓
	Further Information / Comments:			
EXECUTIVE SUMMARY:	This report provides the Council of Governors with an overview of matters on a range of strategic and operational issues, some of which are not covered elsewhere on the agenda for this meeting.			
PURPOSE: (please select as appropriate)	Approval	To note ✓	Decision	
RECOMMENDATION:	The Council of Governors is asked to note the content of this report			
PREVIOUSLY CONSIDERED BY:	Committee	Trust Board		
	Agenda Ref.	BM/26/02/150		
	Date of meeting	4 February 2026		
	Summary of Outcome	Noted		
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			

REPORT TO COUNCIL OF GOVERNORS

SUBJECT	Chief Executive's Report	AGENDA REF:	BM/26/02/150
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1. BACKGROUND/CONTEXT

This report provides the Trust Board with an overview of a range of strategic and operational issues since the last meeting on 3 December 2025, some of which are not covered elsewhere on the agenda for this meeting.

2. KEY ELEMENTS

2.1 Trust News

Inquest Conclusion – Baby Pippa Gillibrand

I want to bring to the Board's attention the conclusion of the inquest into the tragic death of baby Pippa Gillibrand, heard at Cheshire Coroner's Court on 26 and 27 January 2026.

Pippa was born on 25 August 2024 at Warrington Hospital after her mother was brought in by emergency ambulance following a planned home birth. Pippa sadly died less than two weeks later, on 5 September 2024, at Liverpool Women's Hospital.

The Coroner concluded that Pippa died as a result of a brain injury sustained due to an avoidable delay in her delivery. As a Trust, we have offered a full and unreserved apology to Mr and Mrs Gillibrand for their devastating loss, and we fully accept the coroner's findings.

When we fall short, it is essential that we acknowledge this openly, transparently, and with an absolute commitment to learning. Following the incident, a full and independent Maternity and Newborn Safety Investigation (MNSI) was undertaken. All recommendations from that investigation have been implemented through a clear and monitored action plan. We have also strengthened our home birth service through the introduction of a new model of care to ensure improved safety, support, and clinical decision-making.

While our maternity services have made significant progress in recent years, this case is a stark reminder that our improvement journey must continue with pace, purpose and humility. We remain wholly committed to ensuring safe, high-quality maternity care, and to making further changes where needed to reduce risk and improve outcomes for women, babies and families.

I recognise that this will have caused understandable concern among women and families currently in our care. I want to thank colleagues for the compassionate and proactive support they continue to provide to those who may be feeling anxious.

I also want to acknowledge the profound impact this has had on the teams involved. This has been an extremely difficult time for them, and I encourage any colleague who needs

support to reach out, whether to their line manager, our wellbeing services, or a trusted colleague.

Our deepest sympathies remain with Mr and Mrs Gillibrand at this incredibly difficult time.

Recognising the Contribution of Our Chair, Steve McGuirk

This month marks a significant moment in the life of our organisation as we recognise that today will be Steve McGuirk's final public Board meeting as Chair of Warrington and Halton Teaching Hospitals before he concludes his term of office on 31 March 2026. Steve joined the Trust in April 2015, and over the past eleven years he has provided leadership that has been both steadying and transformative during one of the most challenging periods in the history of the NHS.

During Steve's tenure, the Trust has navigated unprecedented operational and strategic pressures, including wide ranging system reform, increasing demand, and the profound impact of the COVID 19 pandemic. Throughout, he has offered continuity, clarity and a strong commitment to public service. His leadership has helped maintain organisational stability through turnover across the Non-Executive cohort, and he has been a key figure in strengthening governance arrangements, embedding independence, and ensuring the Board could operate with the discipline and assurance required of a modern NHS provider. This period has also seen the Trust improve its Care Quality Commission rating from "Requires Improvement" to "Good", a significant achievement that reflects the sustained focus on quality, safety and robust governance that Steve has championed. Alongside his duties as Chair of the Board, Steve has also served as Chair of the Council of Governors, ensuring our governors have been well briefed, well engaged and able to carry out their statutory responsibilities with confidence.

Across his time as Chair, Steve has championed our strategic objectives, supported the development of a more mature and resilient Board, encouraged a culture of openness and accountability, and maintained a strong connection with our staff, partners and communities. His commitment to doing what is right for patients and for the Trust has been evident in every phase of his leadership. As we look ahead to the next stage of our journey, the foundations he has helped build will continue to shape our progress and our ambitions.

On behalf of the Board, our staff, and the communities we serve, we extend our sincere appreciation to Steve for his outstanding service, wise counsel and enduring dedication to Warrington and Halton Teaching Hospitals. We wish him every success and fulfilment in the future.

Operational Performance and Patient Flow

Multi-Agency Discharge Events (MaDE)

The Trust continued to build on learning from recent Multi-Agency Discharge Events, which have improved patient flow and reduced delays in transfers of care. These events have demonstrated that collaborative, system-wide working, particularly with NWAS and local authorities, significantly strengthens discharge processes during periods of operational pressure.

A Christmas MaDE was held from 17 December 2025 to 2 January 2026, with acute and community teams working together to support safe and timely discharge for medically

optimised patients. This focus contributed to enhanced system resilience during the busy festive period.

GIRFT-Supported Ward Improvement Programme

Four pilot wards, A2, A3 (ACCU), B18 and K25 (OPSSU), have embarked on an intensive improvement programme supported by the GIRFT team. The objective is to increase safe and timely discharges by improving Board Rounds, establishing clearer Criteria for Discharge, and reducing delays in patient pathways. Early feedback is positive, and improvement huddles are being held daily at 15:30 to support implementation. Plans are in place to expand this approach Trust-wide following evaluation of the pilot phase.

Workforce and Organisational Change

TUPE Integration Programme

Significant engagement has taken place with staff regarding ongoing TUPE processes. WHH and BCH are progressing through structured consultation phases, led in collaboration with staff-side partners. Key points include:

- Bridgewater Phase 2 consultation is underway, with Phase 3 one-to-one discussions being scheduled.
- WHH colleagues directly affected have begun formal meetings.
- Clinical teams will see minimal change, with a small number of exceptions in clinical support services.

Managers have been asked to proactively engage their teams, including colleagues absent from work, to ensure full understanding of the changes. Updated communication materials have been shared to support consistency and transparency.

Mutually Agreed Resignation Scheme (MARS)

As previously reported, the Trust has launched a Mutually Agreed Resignation Scheme (MARS) as part of our wider approach to financial recovery and workforce reshaping. The scheme provides an opportunity for colleagues who wish to leave the organisation on mutually agreed terms to do so, while enabling the Trust to release posts that can either be permanently removed or redesigned to better meet future service needs.

The scheme has generated a strong level of interest from staff across a range of departments. All applications are being assessed against clear criteria, including the potential to release recurrent savings, the impact on service delivery, and the feasibility of reorganising work without detriment to patient care or staff wellbeing. Approvals will only be granted where a robust and sustainable case is demonstrated.

The launch of MARS has been accompanied by targeted communication and direct engagement with teams to ensure colleagues understand the purpose of the scheme and its role within our financial improvement programme. HR teams are providing dedicated support to managers to ensure consistent, fair and timely decision-making.

Financial Position and Sustainability

End-of-Year Financial Focus

The Trust continues to operate in financial deficit, and we have implemented a number of principles designed to strengthen financial control while maintaining safe care. These include:

- Freezing non-clinical vacancies, with clinical or safety-critical exceptions.
- Restricting non-clinical overtime and bank usage without executive approval.
- Reviewing fixed-term contracts, supporting only those with a clear patient care impact.
- Ensuring senior roles above Band 8c are considered for shared arrangements with partner organisations.
- Stopping discretionary spend unless essential for safe care.
- Pausing WLIs and insourcing except where required for cancer or mandated performance outcomes.

Work continues to identify opportunities to convert non-recurrent savings into recurrent ones for 2026/27. The Trust is also examining clinical productivity and benchmarking opportunities to support activity improvement in line with national expectations.

Flu Vaccination Programme

The Trust's 2025/26 flu vaccination campaign has continued at pace throughout the winter period. As of 15 January 2026, 48.5% of our patient-facing workforce at WHH had received their vaccination, compared with 44% at the same point last year, demonstrating steady improvement despite ongoing operational pressures.

To maximise opportunities for staff to be vaccinated, Occupational Health has delivered extended clinic hours, early and late walkabouts, and on-site wellbeing days, which were well attended. Senior leaders have visibly supported the campaign by joining vaccination teams during ward walkabouts, reinforcing the importance of vaccination in protecting colleagues, patients and service resilience.

Despite these efforts, uptake remains below the national target of 50%, and common themes influencing hesitancy remain consistent with previous years, including high workload, perceived vaccine fatigue, and questions around effectiveness. To address this, further myth-busting communications, local champions, and targeted engagement in areas of lower uptake will continue through the remainder of the winter period.

I would like to record my thanks to all staff who have made time to be vaccinated and to our Occupational Health and clinical teams whose sustained efforts have enabled continued improvement in uptake during a challenging season.

Thank You Awards 2025–26

Preparations for this year's Thank You Awards are progressing well, with strong engagement from colleagues across WHH and BCH. A total of 500 nominations have been received from staff and the public, with 72% submitted from WHH and 28% from BCH, broadly reflecting the size and spread of the combined workforce. In addition, 32 public nominations were received for the People's Choice Award.

The digital judging process has now been completed, and nominations achieving the highest scores are being reviewed by the Judging Oversight Panel. Final judging is scheduled for 17 February, with finalists to be announced on 20 February.

2.2 National News

Industrial Action

Industrial action by resident doctors commenced on 17 December 2025, reflecting ongoing national disputes relating to training opportunities, progression within training programmes, and the restoration of pay to 2008 levels. The coincided with sustained operational pressure across the Trust, including heightened winter demand and increased flu-related activity, placing additional strain on services.

In preparation, the Trust implemented comprehensive mitigation plans to maintain patient safety and service continuity. These measures included strengthened rota coordination, increased senior clinical oversight, targeted redeployment to priority areas, and enhanced communication with affected teams. I would like to acknowledge the resilience and professionalism of colleagues who have continued to deliver high-quality care during this period.

Alongside operational responses, the Trust has progressed work to improve the working environment for resident doctors. The recent opening of the new doctors' mess at the Warrington site has been positively received, addressing several concerns raised through previous engagement. Further actions within the Improving Working Lives programme are being delivered to support medical staff wellbeing and engagement.

We continue to monitor the industrial action closely and engage with regional partners, ensuring that risks are effectively managed and that the impact on patients and staff is minimised.

NHSE National CEO Meeting

The national NHSE Chief Executives' meeting on 27 January set a clear tone for the year ahead, highlighting continued concerns around corridor care, leadership vacancies and declining staff and patient experience, alongside a call for organisations to make the "big leaps" needed in productivity, workforce efficiency and three-year planning. NHSE reported progress nationally on financial recovery, driven by significant reductions in agency and bank spend, and emphasised that future pathways and improvement tools will be digital by default. Providers were reminded of the importance of credible integrated plans across quality, workforce, finance and performance as NHSE strengthens oversight of delivery.

2.3 Regional Update

The ICB has recently strengthened its transformation and strategic capacity. In December 2025, Jude Adams joined as Interim Executive Director of Strategy and Transformation. Jude brings extensive board level experience and a strong operational and clinical background, having held senior roles across acute, children's and group model environments.

2.4 Cheshire & Merseyside Provider Collaborative (CMPC) Leadership Board Meeting Updates

Friday 5th December

The Leadership Board reviewed a comprehensive digital transformation agenda intended to reposition digital as a system-wide driver of clinical and operational improvement. The Board endorsed the direction of travel, including establishment of a Digital Centre of Excellence, development of shared architecture, and accelerated progress on key priorities. The Board agreed in principle to incorporate ICB digital functions into a shared collaborative model and requested a concise plan-on-a-page summarising vision, milestones, and governance.

A strategic discussion on collaborative procurement highlighted £1.2bn annual addressable non-pay spend and substantial efficiency opportunities. The Board endorsed progressing toward a single system-wide procurement service, supported by phased implementation, and an accelerated business case.

Operational updates noted that Cheshire & Merseyside remains an outlier on 65-week elective waits. Workforce matters included agreement on a target of 95% attendance threshold. Decisions on visas and recruitment freezes were deferred pending further guidance from a scheduled NHSE webinar.

Friday 19th December

The CMPC Leadership Board convened to review system-wide progress, organisational pressures, and future strategic direction. The meeting opened with an update from Liz Bishop, ICB CEO, highlighting rapid development of a commissioning strategy due in January, with a renewed focus on prioritised pathways, prevention, and a more standardised approach across Cheshire and Merseyside. ICB governance structures are under review, with executive appointments expected by the end of January.

A substantial portion of the meeting focused on in-year delivery and planning, including discussion of the recent NHS England Undertakings issued to several providers. The Board agreed on the need to focus on a three-year planning horizon supported by a small number of credible transformation schemes including workforce reduction strategies, corporate services consolidation, productivity improvements, and potential estate rationalisation.

The Board discussed workforce productivity tools, including acuity-based rostering tools and redesign of outpatient provision.

Friday 9th January 2026

The Leadership Board met on 9th January 2025 to review key programmes and system priorities. The Board approved continuation of the *Dermatology AI – Skin Analytics* programme, noting its strong clinical performance, and contribution to increased efficiency by reducing consultant appointments and biopsy rates.

The Board endorsed the proposed methodology for identifying fragile services across Cheshire & Merseyside, which applies a structured scoring matrix across quality, workforce, standards, and financial measures. This process will support the development of a prioritised shortlist by March.

A detailed update was provided on the LAASP business case. The work demonstrates a rigorous approach to assessing integration options across Liverpool providers. Key objectives include economies of scale, clinical pathway integration, improved workforce models and strengthened system working.

Updates on diagnostics and community capital planning highlighted tight national deadlines, with £41m available for diagnostics in 2026/27 and £14m across three years for community

investment. Work is progressing to align a shared prioritisation matrix and to shift towards a more strategic system-wide approach to capital planning.

The ICB's financial planning for 2026–28 indicates an early ICB draft position of £9.4m surplus and a £74.8m CIP requirement., noting this position will change as plans iterate. Concerns were raised regarding the sustainability of incremental growth models and the need for a strategic resource-allocation framework aligned with the Blueprint.

The system remains broadly on track for delivery of the 65-week wait target, though immediate action is required to address residual cases. Trusts are encouraged to engage with Q4 outpatient sprint opportunity and RTT improvement funding to maximise activity delivery before year-end.

Finally, the Board discussed the need for strengthened oversight of service changes to avoid unintended system impacts, agreeing to refine processes for reviewing ICB Service Change Panel outputs, and welcomed the decision of the ICB to reconsider the previously proposed decommissioning of virtual ward beds.

2.5 Overview of Trust Performance

Appendix 1 is a snapshot dashboard overviewing Trust performance across the domains of Quality, People and Sustainability for the last full month of complete reported datasets. In this case, this is month 9 – December 2026. Further detail is provided in the Integrated Performance Dashboard, and associated Summary Report alongside the relevant Committee Assurance Reports.

2.6 Special Days/Weeks for professional groups

Since our last Board meeting, several topics, professional or interest groups or disciplines have had special days or weeks marked locally, nationally or internationally. These have included:

December 2025

- Uk Disability History Month
- White Ribbon Day
- World Aids Day
- International Day of Persons with Disabilities
- Hanukkah

January 2026

- Dry January
- National Obesity Awareness Week
- Cervical Cancer Prevention Week
- Holocaust Memorial Day

2.7 Signed under Seal

Since the last Trust Board meeting, no items have been signed under seal:

2 MEETINGS ATTENDED

The following is a summary of some of key external stakeholder meetings I have attended in December 2025 and January 2026 since the last Trust Board meeting:

- Amanda Ridge, Interim Warrington Place Director
- Janelle Holmes, Chief Executive, Wirral university Teaching Hospitals NHS FT
- Sir Jim Mackey, NHS England Chief Executive, briefing on Flu
- NHS England to discuss the Integration Final Business Case
- Sir David Henshaw, Interim Chair, Cheshire & Merseyside ICB & Dr Liz Bishop, Interim Chief Executive, Cheshire & Merseyside ICB
- NW System Leaders
- Cheshire & Merseyside Provider Collaborative (CMPC) Leadership meeting
- Cheshire & Merseyside Provider Collaborative (CMPC Delivery Board
- PricewaterhouseCoopers (PwC)
- Linda Buckley, Managing Director CMPC
- Derek Twigg MP
- Cheshire & Mersey Planning Meetings
- Tiering Meetings with NHSE
- CMPC Blueprint meeting
- Cheshire & Merseyside Finance Investment & Revenues Committee

4 RECOMMENDATIONS

The Council of Governors is asked to note the content of this report.

5 APPENDICES

Appendix 1: CEO Dashboard – Month 9 (December 2026)

Appendix 1 - CEO Dashboard Month 9 – December 2025

Quality

Operational Performance				Quality of Care			
Indicator	Target/Limit	Actual	SPC	Indicator	Target/Limit	Actual	SPC
Diagnostic waiting times - 6 Weeks	above 95%	96.55%		Incidents open over 40 days	0	84	
RTT 18 Weeks	above 92%	61.10%		Sepsis Screening Emergency	above 90%	70.00%	
RTT - patients waiting 52+ Weeks	0	929		Sepsis Screening Inpatients	above 90%	68.00%	
RTT - patients waiting 65+ Weeks	0	17		Sepsis Antibiotics Emergency	above 90%	52.00%	
Elective Outpatient activity	104%	86%		Sepsis Antibiotics Inpatient	above 90%	72.00%	
A&E % patients seen within 4 hours	Below 78.00%	62.62%		Inpatient Falls	30 (10% reduction from 2024/25)	45	
A&E % waiting longer than 12 hours	Below 2.00%	22.37%		VTE	above 95%	91.84%	
Cancer 28 Day Faster Diagnostic Standard	above 75%	76.70%		Pressure Ulcers (Category 2 and above)	11 (20% reduction from 2024/25)	15	
Cancer 62 Day Wait	above 85%	84.00%		Medication Reconciliation (within 24 hrs)	above 80%	33.22%	
Ambulance Vehicle Handovers within 45 mins	100%	79.88%		Complaints over 6 months	0	1	
Cancelled Operations – not rearranged within 28 days	0	6		Healthcare Infections - MRSA	0	0 YTD	
Capped Theatre Utilisation	above 85%	76.64%		Healthcare Infections - MSSA	below 8 YTD	27 YTD	
				Healthcare Infections – CDI (cumulative)	below 15 YTD	57 YTD	
				Healthcare Infections - E. coli (cumulative)	below 20 YTD	58 YTD	
				Healthcare Infections – Klebsiella (cumulative)	below 7 YTD	20 YTD	
				Healthcare Infections - P. aeruginosa (cumulative)	below 2 YTD	9 YTD	
				Maternity Postpartum Haemorrhage >1500ml	below 3.7%	4.73%	
				MUST nutritional assessment completion	above 85%	73.01%	

Sustainability

Finance			
Indicator	Target/Limit	Actual	SPC
Income & Expenditure (£m)	-£3.01	-£2.61	
Capital Spend (£m)	£18.91	£5.10	
Cash Balance (£m)	£2.86	£13.00	
Better Practice Payment Code (£m)	above 95%	62%	
Agency Reduction (£m)	£2.18 (30% reduction from 2024/25 plan)	£2.20	
Bank Reduction (£m)	£20.52 (10% reduction from 2024/25 plan)	£24.03	
CIP In Year Delivered in relation to plan	90% of plan	100%	
CIP In Year Delivered in relation to plan (Recurrent)	90% of plan	48%	

People

Workforce			
Indicator	Target/Limit	Actual	SPC
Supporting Attendance	Below 5%	6.41%	
Turnover	Below 13%	11.58%	
Core/Mandatory Training	above 85%	91.20%	
PDR Compliance	above 85%	80.69%	

Strategy

- WHH and BCH continue to work towards becoming a single organisation.** NHSE have completed their review of our strategic case and agreed for us to continue to develop the full business case (FBC) as the next step. The final draft of the FBC is now complete and has been approved by both WHH and BCH Trust Boards before being formally submitted to NHSE in early December. Focus of the programme now shifts to the critical actions required to complete the legal transaction and deliver a 'safe day one' as an integrated organisation.
- The Runcorn Health and Education Hub** is due to complete construction in January 2026, start to open services from June 2026.
- The Living Well Warrington programme was highly commended at the prestigious 2025 national HSJ awards in November.** The programme consists of three projects; Living Well Hub, Living Well in Warrington digital platform and Talking Points. Collectively, the three projects have reached over 200,000 people over the last 18 months, supporting them to live independently at home and access support in their local communities.
- The Trust have commenced development of our five-year plan, in line with latest NHS England Planning Guidance.** This involves formulation and submission of:
 - 3- year plans for revenue, workforce, operational performance and activity
 - 4-year plan for capital
 - 5-year narrative plan

Final submission due in February 2026, with approval of the plans at February's Trust Board.

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/70			
SUBJECT:	Integration Update <ul style="list-style-type: none"> Draft Application Letter 			
DATE OF MEETING:	12 February 2026			
ACTION REQUIRED:	Approval in principle			
AUTHOR(S):	Lefteris Zabatis, John Culshaw, Jan McCartney			
EXECUTIVE DIRECTOR SPONSOR:	Lucy Gardner, Chief Strategy & Partnerships Officer John Culshaw, Company Secretary			
LINK TO STRATEGIC OBJECTIVE	SO1: We will ... Always put our patients first delivering safe and effective care and an excellent patient experience. SO2: We will ... Be the best place to work with a diverse and engaged workforce that is fit for now and the future. SO3: We will ... Work in partnership with others to achieve social and economic wellbeing in our communities.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>The Council of Governors is asked to approve in principle the draft Application Letter. The final version of this document will be presented to the March Boards for approval, before final submission to NHSE.</p> <p>The Application Letter is a Board-approved and formally signed submission from the Trusts to NHS England, requesting approval of the proposed transaction.</p> <p>It serves as the formal confirmation that all required planning, due diligence and assurance activities have been completed, and that the Trusts are seeking NHS England's authorisation to proceed with implementation.</p>			
PURPOSE: (please select as appropriate)	Approval in principle ✓	To note	Decision	
RECOMMENDATION:	The Council of Governors is asked to approve in principle the draft Application Letter. The final version of this document will be presented to the March Trust Boards and Councils of Governors for final approval, before final			

	submission to NHSE.	
PREVIOUSLY CONSIDERED BY:	Committee	Trust Board
	Agenda Ref.	
	Date of meeting	4/2/26
	Summary of Outcome	Approved in principle
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):	Whole FOIA Exemption	
FOIA EXEMPTIONS APPLIED: <i>(if relevant)</i>	Section 22 - information intended for future publication	

COUNCIL OF GOVERNORS

SUBJECT	Integration update <ul style="list-style-type: none">• Draft Application Letter	AGENDA REF:	COG/26/02/70
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1. BACKGROUND/CONTEXT

The Council of Governors is asked to approve in principle the draft Application Letter. The final version of this document will be presented to the March Boards and Councils of Governors for approval, before final submission to NHSE.

The Application Letter is a Board-approved and formally signed submission from the Trusts to NHS England, requesting approval of the proposed transaction.

It serves as the formal confirmation that all required planning, due diligence and assurance activities have been completed, and that the Trusts are seeking NHS England's authorisation to proceed with implementation.

The final Application Letter, incorporating the NHS England Transaction rating and confirmation that a majority of each Trust's Council of Governors has approved the application, will be submitted to NHS England.

2. RECOMMENDATIONS

It is recommended that the Council of Governors approves in principle the draft Application Letter.

Proposed acquisition of Bridgewater Community Healthcare NHS by Warrington and Halton Hospitals NHS (“the Parties”)

In accordance with section 56A of the National Health Service Act 2006 (“the Act”) and the enclosed transaction agreement, dated 12 March between the Parties, this letter is the joint application of the Parties to NHS England for their acquisition as described above and the establishment of a new NHS Foundation Trust to be named North Cheshire and Mersey NHS Foundation Trust.

The Parties request that NHS England:

- 1) Grants this joint application pursuant to section 56A of the Act to confirm that it is satisfied that the Parties have taken such steps as are necessary to prepare for the acquisition taking effect on 1 April 2026.
- 2) Makes the grant of application pursuant to section 56A of the Act.
- 3) Grants North Cheshire and Mersey NHS Foundation Trust an NHS provider licence under section 87 of the Health and Social Care Act 2012 upon its establishment as an NHS foundation trust.

In compliance with section 56A of the Act, the Parties enclose:

- 4) A copy of minutes of the meeting of the Warrington and Halton Hospitals NHS Foundation Trust Council of Governors evidencing the approval by more than half of the members of the Council of Governors to this application.
- 5) A copy of the proposed constitution of North Cheshire and Mersey NHS Foundation Trust
- 6) A specification of the property and liabilities proposed to be transferred to the new FT

The Parties acknowledge that, in accordance with their guidance ‘*Assuring and supporting complex change: Statutory transactions, including mergers and acquisitions*’ NHS England has rated the transaction **[Amber/Green]**.

Yours sincerely



**North Cheshire and Mersey
Healthcare Partnership**

Integrating Bridgewater Community Healthcare
and Warrington and Halton Teaching Hospitals

Better Care Together

Transaction update

Evidence to support governors' role in approvals

Bridgewater Governor briefing session, 28th January 2026

WHH Council of Governors, 12th February 2026

Lucy Gardner, Chief Strategy and Partnerships Officer (WHH)

Better Care Together

Home · Community · Hospital

Better Care Together – Context

What is it?

Better Care Together is a programme of work being undertaken to integrate WHH (acute trust) and BCH (community trust) into a single organisation

Why is it so important?

- Improves care for patients e.g. 100 additional people per month accessing Urgent Community Response instead of attending Emergency Department
- Generates more efficient use of resources, estimated financial benefit up to £33m (£12m direct + £21m indirect)
- Supports staff development
- Enables sustainable services

Where are we now?

We have completed the Full Business Case (FBC), which has been approved by both Trust Boards. NHSE are finalising their review of our FBC. We plan to become a single organisation on 1st April 2026

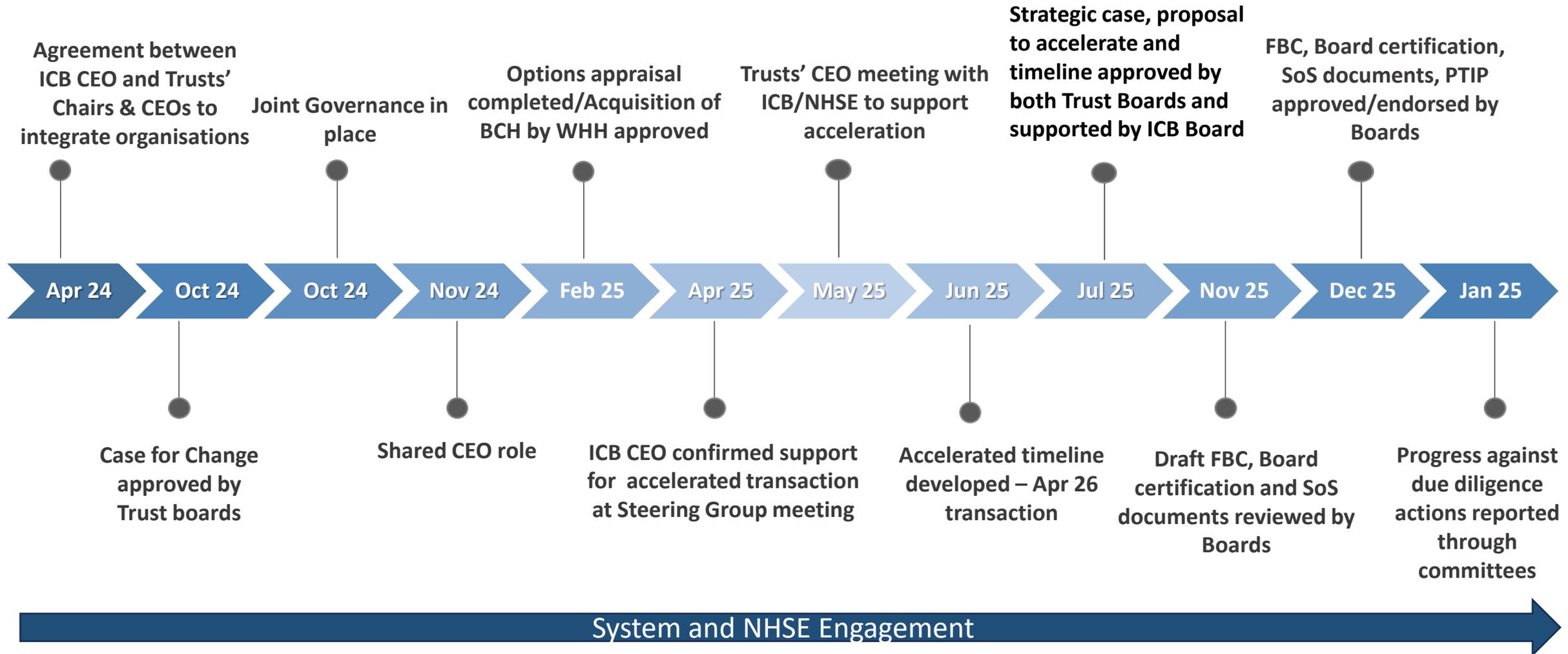
Plan for today?

- Review evidence to confirm the Board of Directors has been thorough and comprehensive in reaching its decision to transact.
- Review evidence to confirm that the Board of Directors has obtained and considered the interests of FT members and the public at large as part of the decision-making process.
- Review evidence to confirm that due diligence has been undertaken.

The Board of Directors has been thorough and comprehensive in reaching its decision to transact

- Our integration programme commenced in April 2024. Both Trust Boards have been engaged from the beginning and driven the programme through decisions to proceed at every stage.
- Board decisions have been supported with detailed and robust documentation in line with the NHSE transactions guidance.
- NHSE reviewed our strategic case, their review included an assessment of our strategic rationale, any underlying risks and our FBC readiness. NHSE gave us an amber rating, giving us endorsement to proceed.
- NHSE are currently reviewing our FBC, the overarching purpose of this review is to determine whether the deliverable benefits of the transaction to patients and the wider public (including those derived from improved finances) materially outweigh the costs and risks in the medium to long term. Board members have been interviewed as part of the review process and NHSE have not raised any concerns to date.
- KPMG have been appointed by the joint CEO to provide expert advice as well as independent due diligence. This ensures the Boards have the benefit of learning from other integration programmes and the support to ensure our programme is thorough and comprehensive.
- Cheshire and Merseyside ICB led regular steering groups to ensure our integration programme progressed as expected and to ensure we have been thorough and comprehensive. The ICB Board fully endorsed our strategic case, our case to accelerate the transaction and the associated timeline.
- Governors receive all public Board papers, which include comprehensive papers, which have informed the Boards' decisions to progress with the transaction and integration at every stage.
- All integration workstreams are led by members of the Boards.

Timeline of key Board decisions



Supporting evidence

Over 100 detailed documents have been produced with input and approval from Trust Boards, as appropriate, to ensure that decision making related to our integration programme has been thorough and comprehensive. All of these documents have been submitted to NHSE as part of our Strategic Case and FBC reviews. Examples of the documents are provided below:

- Case for Change
- Strategic Case
- Full Business Case
- The case for accelerating our transaction
- Integration milestone plan
- Communication and engagement plan
- BCT Organisational change framework
- Culture plan
- How we will work together
- BCT options appraisal
- BCT options appraisal information and evidence pack
- BCT options appraisal scoring matrix and score tables
- Equality and health inequalities impact assessment
- CQC reports
- Integrated performance reports
- Due diligence reports
- Risk register
- Post transaction implementation plan
- Board certification
- Secretary of State documents

The Board of Directors has obtained and considered the interests of FT members and the public at large as part of the decision-making

Drawn directly from the shared Communications and engagement log, there is a clear evidence-base that the BCT programme has obtained and considered the interests of FT members, patients, carers, governors and the public at large as part of the programme's decision-making process, to inform decisions such as the partnership naming process, options appraisal, integration design and programme development.

Foundation Trust members involvement

FT members' interests were systematically gathered and used to shape the enlarged Trust's new name, governance and integration communications.

2,111 recipients (WHH) and 1,435 recipients (BCH)

Member bulletins shared e.g. options appraisal update, Trust naming survey update and joint CEO appointment

Outcomes

FT members directly influenced the partnership naming survey, a key decision point.

FT feedback informed communications, naming options, and the rationale for the final decision.

FT member updates demonstrate a feedback loop, showing their views were not only collected but also responded to.

The Board of Directors has obtained and considered the interests of FT members and the public at large as part of the decision-making

Public and partner Governors' involvement

Governors' interests have been actively sought and incorporated into decision-making, particularly around naming of the new organisation, integration design and public accountability.

Governors participated in public Change NHS sessions (at Warrington, Halton and online), where the integration was discussed and information shared.

Governors have supported public engagement at large events (e.g. Warrington Armed Forces Day, Warrington Mela).

Governors took part in the partnership naming survey.

A Governor engagement group in common was established in November 2025.

Integration is a regular item on Council of Governors meetings, including 2-way communication.

Outcomes

Governors have contributed to discussions on naming, integration priorities and public messaging within the integration programme.

Their involvement in mixed public sessions has ensured governor perspectives were integrated with public views.

Governor participation in strategic boards has ensured governor oversight and influence on programme direction.

The Board of Directors has obtained and considered the interests of FT members and the public at large as part of the decision-making

Patient and carer involvement

Patient and carer perspectives were gathered through multiple channels and clearly influenced priorities around accessibility, service design and communication.

Many Experts by Experience (169+ participants) are carers or patient advocates.

There was participation of carers throughout Change NHS sessions (Warrington, Halton, online) in early 2025.

Presentations and updates have been shared at various community groups and networks including: Staying Connected Forum (Warrington long-term condition and disability network), Warrington and Halton Maternity and Neonatal Voices Partnership, Warrington Disability Awareness Day and Warrington Armed Forces Day.

The patient and public reference group was established in December 2025.

Outcomes

Patients and carers raised themes that directly shaped programme priorities, with the topics they identified appearing repeatedly across engagement sessions, including the need for:

Accessible services and venues

Improved communication and coordination

Effective staffing and resource planning

Local, convenient service locations

The Board of Directors has obtained and considered the interests of FT members and the public at large as part of the decision-making

Public

Public views have been gathered at scale and have influenced strategic decisions and programme priorities through participation at public events, forums, meetings, emails and networks updates, including:

Armed Forces Day: 4,000 participants

Disability Awareness Day: 18,000 participants

Change NHS sessions: 37 participants, including FT members, third sector organisation representatives and lived experience volunteers (EbyEs)

VCFSE e-bulletin networks: 990 members (Warrington) and 603 members (Halton)

Staying Connected Forum meeting: 21 participants

MNVP: 17 participants

Healthwatch Warrington and Healthwatch Halton networks including volunteers, board members and online audiences

Opportunity for public comments and / or questions to be shared through the [North Cheshire and Mersey Healthcare Partnership website](#)

The patient and public reference group was established in December 2025.

Outcomes

Ongoing public feedback has aligned with programme priorities, including:

Strong support for integration

Hopes for improved communication and shared IT

A need for local, accessible venues

Effective staffing and resource allocation

Equitable services

The need for clarity on what will change and when

Preference for reduced waiting times and better service coordination

These themes align directly with programme priorities, including integrated digital systems, clinical pathway redesign, effective estates planning and improved communications.

The Board of Directors has obtained and considered the interests of FT members and the public at large as part of the decision-making

Throughout the integration programme:

- ✓ FT members, patients, carers, governors and the public have been engaged through multiple channels i.e. online surveys, in person at community events, through advisory groups, in online forums, through digital communications and via targeted engagement sessions.
- ✓ Views were captured in large numbers with thousands of public interactions, FT member responses and ongoing engagement with carers and governors recorded across programme activity.
- ✓ Feedback has directly shaped key decisions including the enlarged Trust partnership name process, integration priorities, communication strategy and service design.
- ✓ Collated interests were not only obtained but actively considered, with themes raised by groups appearing consistently in programme updates, decision-making discussions and subsequent communications.

Board-level assurance:

- Evidence confirms interests were not only obtained but actively considered, with recurring themes reflected in programme updates, decision discussions and final decisions.
- Feedback has directly shaped key decisions including the joint Trust partnership name process, integration priorities, communication strategy and service design
- This provides assurance that the Board's decision-making process reflects the interests of FT members, carers and the public at large.

Due diligence has been undertaken

- As part of the Better Care Together (BCT) programme, a comprehensive due diligence process was undertaken in September and October 2025, in line with NHS transaction requirements.
- Independent external assurance was provided by KPMG, who conducted due diligence across BCH's core business areas and reported findings to WHH.
- Legal due diligence was undertaken by Hill Dickinson Solicitors.
- Additional due diligence was completed by WHH subject matter experts and independently reviewed by KPMG.
- Due diligence covered all key organisational domains: Clinical & operational, Workforce, Finance, Commercial/Contractual, Digital, Estates, Health & Safety, and Environmental.
- The process identified 151 individual risks/issues, demonstrating a thorough and systematic assessment of BCH.
- BCH SROs reviewed the detailed DD reports to ensure and confirm factual accuracy.
- BCH SROs agreed and accepted the findings of the reports.

Area of due diligence	Due diligence completed by	Risks/issues identified
Clinical & Operational	KPMG	20
Workforce	WHH - Workforce team	14
Finance	KPMG	23
Legal/contractual	Hill Dickinsons	39
Digital	KPMG	13
Estates	KPMG	9
Health & Safety	WHH - Governance team	11
Commercial	KPMG	12
Environmental	WHH - Estates team	10
		151

Due Diligence has been undertaken

- All **151 risks/issues** were reviewed by Integration Programme **Senior Responsible Owners (SROs)** and assigned an initial risk rating.
- **106 risks/issues** were identified as requiring further action, of which:
 - **80** were classified as *critical “day one” actions* to be completed prior to the planned transaction date of **1 April 2026**.
- Clear governance and assurance routes were established to ensure Board level oversight of the delivery of actions:
 - **66 risks/issues** reporting to the Finance, Sustainability and Performance Committee in Common (FSPCinC)
 - **28 risks/issues** reporting to the Quality Assurance Committee (QAC), Committee in Common planned from February
 - **14 risks/issues** reporting to the Strategic People Committee in Common (SPCinC)
 - *(2 risks/issues report to more than one committee)*

Governance

- Progress against all mitigating actions arising from due diligence findings are monitored via the delivery trackers within the ten core workstreams of the BCT programme.
- All mitigating actions classified as ‘critical day one’ actions are monitored on a weekly basis via the Day one mobilisation meeting.
- This provides the Board with assurance that due diligence findings are actively managed and integrated into decision-making ahead of integration.

The code of governance for NHS provider Trusts, NHSE, 2023 states:

3.7 In taking decisions on significant transactions, mergers, acquisitions, separations or dissolutions, governors need to assured that the process undertaken by the board was appropriate, and that the interests of the public at large were considered. A council may disagree with the merits of a particular decision of the board on a transaction, but still give its consent because due diligence has been followed and assurance received. **To withhold its consent, the council of governors would need to provide evidence that due diligence was not undertaken.**

Due diligence has been undertaken in line with the NHSE transactions guidance and approved by executive SROs and both Trust Boards.



**North Cheshire and Mersey
Healthcare Partnership**

Integrating Bridgewater Community Healthcare
and Warrington and Halton Teaching Hospitals

Constitution Development

Development of our Constitution for the enlarged organisation

- It is important to us that our Board and governors effectively represent the communities served by our proposed enlarged organisation, as well as our enlarged workforce.
- We committed to seeking to do everything we can to support the development of a Council of Governors for the enlarged organisation, which continues to be representative of our communities and staff, within the confines of the NHS Act 2006, the Model Core Constitution published by NHSE and the Model Election Rules for governor elections published by NHS Providers.
- Jan McCartney has led a working group, which met on 15th January and includes staff, partner and public governors from across both Trusts to support development of the constitution for the enlarged organisation.
- The draft constitution is based on the model constitution.
- The proposed council is being increased to reflect the change in shape and composition of the enlarged organisation. Resulting in the additional roles below, subject to approval:
 - 1 additional nurse / midwifery staff governor
 - 1 dental staff governor
 - 2 rest of England public governors

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/70ii			
SUBJECT:	Draft Constitution for North Cheshire and Mersey NHS FT			
DATE OF MEETING:	12 February 2026			
ACTION REQUIRED:	Approval in principle			
AUTHOR(S):	Jan McCartney, Director of Corporate Governance (BCH)			
EXECUTIVE DIRECTOR SPONSOR:	Lucy Gardner, Chief Strategy & Partnerships Officer John Culshaw, Company Secretary			
LINK TO STRATEGIC OBJECTIVE	<p>SO1: We will ... Always put our patients first delivering safe and effective care and an excellent patient experience.</p> <p>SO2: We will ... Be the best place to work with a diverse and engaged workforce that is fit for now and the future.</p> <p>SO3: We will ... Work in partnership with others to achieve social and economic wellbeing in our communities.</p>			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
				x
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>This report provides an overview of how the draft NHS Constitution for North Cheshire and Mersey NHS FT has been developed, including the governance arrangements, use of the national model constitution, and the next steps prior to final Board consideration.</p> <p>The draft has been produced collaboratively through a working group of Governors from both Trusts and has now been submitted for external legal review.</p> <p>This review will focus on statutory compliance, clarity of drafting, and identification of any legal risks or required amendments.</p> <p>Subject to the outcome of the legal review, the revised draft Constitution will be submitted to NHS England by 6th February for their review, before coming back to the Boards and Councils of Governors in March 2026 for final approval. The final draft Constitution will then be formally submitted to NHSE alongwith our written application for the acquisition. The Constitution takes effect if NHSE grant the acquisition. This is in accordance with the NHS transactions guidance.</p>			

PURPOSE: (please select as appropriate)	Approval in principle ✓	To note	Decision
RECOMMENDATION:	The Council of Governors is asked to: <ul style="list-style-type: none"> • Note and endorse the approach taken to develop the draft NHS Constitution • Approve in principle the draft Constitution 		
PREVIOUSLY CONSIDERED BY:	Committee	Trust Board	
	Agenda Ref.		
	Date of meeting	4/2/26	
	Summary of Outcome	Approved in principle	
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):	Whole FOIA Exemption		
FOIA EXEMPTIONS APPLIED: <i>(if relevant)</i>	Section 22 - information intended for future publication		

COUNCIL OF GOVERNORS

SUBJECT	Draft Constitution	AGENDA REF:	COG/26/02/70ii
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1. BACKGROUND/CONTEXT

- 1.1 A new Trust Constitution is required prior to the integration to ensure compliance with national requirements and to support effective governance arrangements post transaction.
- 1.2 To oversee this work, a dedicated working group was established, comprising Governors from both Trusts. This group was led by the Director of Corporate Governance (BCH) to ensure appropriate governance oversight, consistency with national guidance, and coordination of the drafting process.

2. PROCESS

- 2.1 The draft NHS Constitution has been developed using the nationally issued Model NHS Constitution as its primary basis. This approach was taken to ensure statutory compliance and alignment with nationally recognised best practice.
- 2.2 It is recognised that the Model Constitution was first drafted in 2013, and as a result some of the language within the document is now out of date. Where possible, the model wording has been retained to ensure compliance and consistency
- 2.1 The draft Constitution follows the structure and numbering of the Model Constitution exactly. As a result:
 - Some sections of the model have not been included where they are not applicable to the Trusts, these are marked 'NOT USED'; and
 - Annex 3 has not been used, as the working group agreed to strictly retain the model template numbering rather than renumber or amend annexes.

This approach ensures transparency and clear traceability back to the national model document.

- 2.3 The involvement of Governors from both Trusts has provided appropriate representation, challenge and assurance throughout the drafting process. Governance oversight has been provided by the Director of Corporate Governance, ensuring that the draft reflects statutory requirements and good governance principles.

3. KEY CHANGES

- 3.1 This section outlines discrepancies between Warrington and Halton Hospitals NHS FT (WHH) and Bridgewater Community Healthcare NHS FT (BCHT) and which the working group has put forward for inclusion. The working group was able to come to a consensus

on all matters, noting that most clauses within the document were the same, albeit occasionally with different wording. Detailed clause-by-clause comparisons are provided for transparency and assurance.

- a. **Annex 1** – agreed that the new constitution should reflect WHH’s number of members required for each consistency as 50
- b. **Annex 2** – the staff constituency members should be 50 per class.
- c. **Annex 3** – is not used as it relates to patient constituencies applicable only to mental health trusts; it has been retained in numbering to preserve the integrity of the model constitution.”
- d. **Annex 4** – The composition changes are noted with an * below

Composition

Partnership Governors

- * No additional seats, however, the description of partner organisations have been updated to ensure flexibility and inclusivity on the council

Partnership Organisations	Number to be appointed
Local Authorities:	
Warrington Borough Council	1
Halton Borough Council	1
Further or Higher Education Institute *	1
Religious or Cultural Community Group *	1
Voluntary / Charity Group *	1
Total Partnership Governors	5

Elected Governors

Constituency/class electing	Number to be elected
Staff Constituency:	
Class a) – Medical Staff	1
Class b) – Nursing and Midwifery Staff *	2
Class c) – Support Staff	1
Class d) – Clinical Scientist or Allied Health Professionals	1

Class e) - Estates, administrative and managerial staff	1
Class f) – Dental Staff *	1
Total	7

* **One additional nursing / midwifery seat, and;**

* **One new staff constituency as dental staff**

Public Constituency:	
Area 1 Warrington and Halton	15
Area 2 Rest of England *	4
Total Elected Governors	19

* **Two additional Rest of England governors to reflect the increased footprint of the Trust**

Total Membership of Council of Governors

Partnership Governors	5
Staff Governors	7
Elected Governors	19
Total	31

3.2 **Annex 5** – It was agreed that elections would be held using the ‘First Past the Post’ method currently used at WHH.

3.3 **Annex 6** – Additional Provisions

Clause / Section	WHH – Annex 6	BCHT - Annex 6	Recommendation
Validity of Acts	Validity of Council acts not affected by vacancies or defects in appointment.	Not explicitly stated.	WHH
Calling Meetings	Secretary calls meetings as per rules.	Not explicitly stated.	WHH
Additional Roles & Responsibilities	Advisory, guardianship, strategic roles; appoint/remove Chair and Non-Execs, decide	Not explicitly listed; focuses on supporting Board, dialogue, reviewing service quality, working on	WHH as more detailed

Clause / Section	WHH – Annex 6	BCHT - Annex 6	Recommendation
	remuneration, appoint/remove auditors, approve Chief Exec, give views on forward planning, consider annual accounts, consult on future plans, ensure licence compliance, review membership strategy, consult members/partners, act as source of ideas, monitor service objectives, undertake Board-requested functions.	agreed matters, and exercising functions at Board's request.	
Code of Conduct	Extensive, includes Nolan Principles, NHS Core Principles, Trust policies, signed compliance required.	Referenced, mentions code of conduct and Nolan principles, less detail,	WHH as more detailed
Eligibility to be Governor	Detailed list of disqualifications (age, relationships, bankruptcy, criminal records, previous removals, social media, etc.).	Basic eligibility, not as detailed.	WHH as more detailed
Suspension from Office (Staff Governors)	Staff Governor suspended from duties also suspended from Governor role; absences during suspension not counted for removal.	Not explicitly stated.	WHH
Validity of Council Acts	Not affected by vacancies or defects in appointment.	Not explicitly stated.	WHH

3.4 Annex 7 – Standing Orders for the practice and procedure of the Council of Governors

Clause / Section	WHH - Annex 7	BCHT - Annex 7	Recommendation
Meetings (Calling, Notice, Agenda)	Meetings held at least three times/year; Chair may call meetings; 21 days' notice; agenda items submitted 10 days prior; public meetings with exclusion for confidentiality/disruption.	Meetings held at least four times/year; Chair may call meetings; 5 days' notice; agenda items submitted 15 days prior; public meetings with exclusion for confidentiality/disruption; public Q&A at end.	BCHT
Chairing and Voting	Chair/Deputy/Non-Exec presides; majority vote; casting vote; show of hands/paper ballot; no proxy voting; quorum is 1/3 of	Chair/Deputy/Non-Exec/ Governor presides; majority vote; casting vote; show of hands/paper ballot; no proxy voting;	BCHT

Clause / Section	WHH - Annex 7	BCHT - Annex 7	Recommendation
	members, at least 5 elected Governors.	quorum is 50% of Council, Public Governors must outnumber Staff/Appointed.	
Minutes and Attendance	Minutes are public except for confidential items; attendance recorded.	Minutes are public except for confidential items; attendance recorded; Chair and invited attendees also recorded.	BCHT as it includes invited attendees
Delegation of Functions / Emergency Powers	Emergency powers exercised by Chair after consulting 5 elected Governors; Council may delegate to individuals/committees.	No delegation of Council powers to committees; working groups advisory only; Nominations Committee required; non-compliance reporting duty.	BCHT as it prohibits delegation
Committees and Working Groups	Council may appoint committees/working groups; general provisions; Nominations and Remuneration Committee referenced.	Nominations Committee required (composition and duties specified); working groups can include non-members; confidentiality rules for committees/working groups.	BCHT as more prescriptive
Confidentiality	Prohibits disclosure of confidential Council/committee business without permission.	Similar, with expanded rules for "In Confidence" papers and private session records.	BCHT as more detailed
Review/ Amendment of Standing Orders	Amendments require simple majority of Board and Council; changes recorded.	Amendments per Constitution; review at least every three years.	BCHT as adds review frequency

3.5 Annex 8 – Standing Orders for the practice and procedure of the Board of Directors

Clause / Section	WHH - Annex 8	BCHT - Annex 8	Recommendation
Interpretation / Definitions	Chair is final authority on interpretation (advised by CE & DoF); defines key terms (Chair, Board, Committee, etc.).	Chair is final authority (advised by CE or Secretary); defines key terms, includes more on statutory framework and Trust address.	BCHT as more detailed
Board Composition	References Constitution for composition; Board size can increase if ≥50% (excluding Chair) are NEDs.	Specifies numbers: Chair + up to 6 NEDs + up to 5 Execs (CE, Finance, Medical/Dental, RN/RM).	WHH as provides for flexibility in the future
Senior Independent Director (SID)	Not specified.	Explicitly defined: appointment, separation from Deputy Chair, conduit for Governor concerns, leads annual	BCHT

Clause / Section	WHH - Annex 8	BCHT - Annex 8	Recommendation
		Chair evaluation.	
External Advice by NEDs	NEDs may collectively seek external advice on material matters (majority of NEDs).	Not explicitly stated.	WHH
Meeting Frequency & Cadence	At least six Board meetings per year; annual members' meeting with Council of Governors within 9 months of year end.	Ordinary meetings "held in public"; frequency not numerically fixed here, but public-meeting framework provided.	WHH as more specific
Notice Period & Papers	≥5 clear days for notice; Chair may waive in emergencies; meeting invalid if not served on >3 Directors; service presumed after 48 hours.	≥6 days for agenda/notice; supporting papers ≥3 days before; lack of service does not invalidate; postal/electronic service presumptions stated.	BCHT as more detailed
Agenda Setting	Director requests ≥10 days before; final agenda circulated ≥5 days before.	Requests ≥15 days; must state if public/private item; emergency motions allowed up to 1 hour before the meeting.	BCHT as more detailed
Public Access & Conduct	Meetings held in public unless confidential or disorderly; Chair may exclude disruptive attendees.	Adds FOI guidance, explicit exclusion/adjournment for public order, prohibition on recording unless Board resolves, and observer protocols.	BCHT as more detailed
Motions & Debate Rules	Standard rights of reply; permissible procedural motions; rescinding a resolution needs proposer + four directors.	Granular procedure: who may propose/second, time limits, "not further heard," "exclude public," emergency motions; rescind needs proposer + three directors (with option to refer to committee/CE).	BCHT as more detailed
Electronic Attendance	Permitted: counts for quorum and voting if two-way audio is achieved.	Not explicitly stated in the same terms.	Rewritten to reflect a hybrid option on teams, Chair's decision
Quorum	≥ half the Board, including ≥2 Exec and ≥2 NEDs; conflicted Directors excluded from quorum.	≥7 Directors, including ≥3 Execs (one must be CE or Deputy CE) and ≥4 NEDs (one must be Chair or Vice-Chair); conflicted Directors excluded; exception where Execs excluded for items like remuneration.	WHH with the added clause that NEDs must outnumber Executive Directors
Scheme of	CE prepares Scheme of	CE prepares Schedule of	BCHT as more

Clause / Section	WHH - Annex 8	BCHT - Annex 8	Recommendation
Delegation / Reserved Matters	Delegation; Board approves and updates periodically.	Matters Reserved to the Board and Scheme of Delegation; explicit non-compliance reporting (“Overriding SOs”).	explicit
Named Committees	Not enumerated in detail here.	Enumerates Audit Committee (≥3 independent NEDs; one with recent relevant financial experience), Remuneration & Terms of Service, Trust & Charitable Funds, Appointments Committee, plus others (e.g., Finance & Investment).	BCHT as more detailed
Confidentiality (Board/Committees)	Prohibits disclosure of confidential Board/committee business without permission; applies even after conclusion if resolved as confidential.	Similar, with expanded rules for items “taken in private,” restrictions on disclosure by Directors/staff in private sessions.	BCHT as more detailed
Conflicts in Meetings	If conflict established, Director withdraws unless two-thirds present (incl. ≥2 Exec & ≥2 NEDs) agree they may remain without voting.	Simpler: conflicted Director withdraws and takes no part in discussion/decision.	Rewritten to reflect that Director withdraws unless two-thirds agree they can stay, at Chair’s discretion. Take no part in discussion or decision.
Pecuniary Interest (Disability) Detail	Dedicated section: direct/indirect pecuniary interests, exceptions, and de minimis thresholds (e.g., ≤£5,000 or ≤1% nominal share value); applies to committees too.	Addresses through Constitution references; adds Officer interest disclosures and broader integrity controls elsewhere.	WHH as more detailed
Standards of Business Conduct	Requires compliance with Standing Financial Instructions and the Nolan Principles.	Adds HSG (93)5 national guidance, Counter Fraud policy, “Interest of Officers in Contracts,” canvassing & recommendations rules, and relatives of Directors/officers provisions.	BCHT as more detailed
Seal & Document Execution	Not covered here.	Custody of Seal (with Secretary), sealing of documents (two Directors, not from	BCHT

Clause / Section	WHH - Annex 8	BCHT - Annex 8	Recommendation
		originating department), register of sealing, signature of documents (legal/land transactions).	
Board–Council Relationship & Performance	Formal dispute resolution with Council of Governors (Disputes Statement/Response cycle); if unresolved, Board view prevails but Council may inform Monitor; Board must notify Monitor & Council of major changes impacting finances/performance/reputation; annual Board performance assessment led by Chair.	Council interface handled in other annexes (e.g., Council SOs); this annex emphasises internal Board governance.	WHH more explicit, rewritten to update that Monitor no longer exists
Board Performance	Chair leads annual performance assessment for the Board.	Not specified here.	WHH only

3.6 Annex 9 – Members Further Provisions

Clause / Section	WHH - Annex 9	BCHT - Annex 9	Recommendation
Membership Structure / Levels	No explicit membership levels.	Three levels of membership (Level 1: info/voting; Level 2: surveys/discussion; Level 3: Governor info/events). Members can change level at any time.	Remove levels of membership
Disqualification from Membership	Disqualified if: Red Card for violence/abuse (last 5 years); perpetrator of serious violence at Trust; subject to Sexual Offences Prevention Order, Foreign Travel Order, or Risk of Sexual Harm Order; under 12 years old; not agreeing to Trust's aims/values.	Not specified in this section.	WHH
Process for Removal from Membership	Trust Secretary gives 14 days' notice to show cause if disqualification suspected; may remove if no response; disputes referred to Council of Governors.	Disputes about entitlement to membership referred to Trust Secretary, with appeal to Council of Governors.	WHH as more detailed
Notification of Changes	Members must notify Secretary of changes affecting entitlement.	Not specified.	WHH
Voting at Public	Cannot vote unless	Not specified in this	WHH

Clause / Section	WHH - Annex 9	BCHT - Annex 9	Recommendation
Governor Elections	declaration of qualification made; offence to make false declaration.	section.	
Dispute Resolution (Board/Council)	Not specified in this section.	Disputes between Council of Governors and Board of Directors: Chair (with Secretary's advice) seeks resolution; if unresolved, refers to Senior Independent Director; if still unresolved, joint special committee; if still unresolved, Board of Directors makes final decision.	BCHT
Indemnity	Not mentioned.	Governors and Directors acting honestly and in good faith are indemnified against personal civil liability (unless reckless); Trust to provide indemnity insurance.	BCHT

3.7 Annex 10 – Annual Members Meeting

Clause / Section	WHH - Annex 10	BCHT - Annex 10	Same / Different
Convening Meetings	Annual Members' Meeting within 9 months of financial year end; convened by Trust Secretary by order of Council of Governors.	Held at times/places determined by Chair.	WHH as specifies timing and convening authority
Attendance	Open to all members, Governors, Directors, auditors, and public.	Each Member entitled to attend; meetings must be open to public; Chair may exclude disruptive public.	Same (BCHT adds exclusion for disruption)
Meetings in Public	Meetings open to public.	Meetings must be open to public; Chair may exclude disruptive attendees.	BCHT as it adds exclusion for disruption
Setting the Agenda	Council of Governors decides venue and may rotate locations; Board and Council present reports and announce results.	Chair determines agenda.	BCHT
Business to be Transacted	Board presents annual accounts, auditor reports, forward planning; Council presents membership representativeness, Membership Strategy progress, proposed changes,	Not explicitly listed; Chair sets agenda.	WHH lists required business

Clause / Section	WHH - Annex 10	BCHT - Annex 10	Same / Different
	and announces election results.		
Chair's Ruling	Not explicitly stated.	Chair's decision on order, relevancy, regularity is final.	BCHT
Quorum	One member present from each Trust Constituency; if not present within 30 minutes, adjourn for a week; at reconvened meeting, those present form quorum.	At least six Members; same adjournment and fallback quorum rule.	BCHT as it uses fixed number
Voting	Voting by poll; each member present or voting by post/electronic means has one vote; Chair has casting vote; result declared and entered in minute book.	Decisions by majority of Members present and voting; Chair has casting vote; voting by oral expression or show of hands; no proxy voting; declaration required to vote.	Rewritten after checking AMM rules. Voting is decided by the Chair, however no proxy voting permitted
Record of Attendance	Result of vote declared by Chair and entered in minute book (conclusive evidence).	Secretary keeps record of attendance; minutes are public, agreed at next meeting, and published on website.	BCHT as more explicit about public access to minutes and attendance records
Minutes	Result of vote entered in minute book; minute book is conclusive evidence.	Minutes maintained as public record; agreed at next meeting; published on website; discussion only on accuracy or at Chair's discretion.	BCHT as provides more detail on minute handling and public access
Suspension of Standing Orders	Not specified in this annex.	Standing Orders may be suspended by majority vote; suspension minuted and reviewed by Audit Committee; no formal business during suspension.	BCHT
Variation and Amendment of Standing Orders	Not specified in this annex.	Amendments per Constitution.	BCHT

3.8 Annex 11 – Lead and Deputy Governors Roles (WHH only)

This annex has been removed as there is no requirement for this section to be included in the constitution, additionally it provides flexibility as the roles can be updated without having to ratify a new constitution.

4. NEXT STEPS

4.1 The draft NHS Constitution has been submitted to Hill Dickinson Solicitors for external legal review. This review will focus on statutory compliance, clarity of drafting, and identification of any legal risks or required amendments.

4.2 Subject to the outcome of the legal review, the revised draft Constitution will be submitted to NHS England for their review, before coming back to the Boards and Councils of Governors in March 2026 for final approval.

5. RECOMMENDATIONS

The Council of Governors is asked to:

- **Note and endorse** the approach taken to develop the draft NHS Constitution
- **Approve in principle** the draft Constitution

NORTH CHESHIRE AND MERSEY NHS FOUNDATION TRUST

Commencement Date: 1 April 2026

Version Control Schedule

Version	Date	Section	Page	Amendment

TABLE OF CONTENTS

1.	INTERPRETATION AND DEFINITIONS.....	1
2.	NAME.....	2
3.	PRINCIPAL PURPOSE.....	2
4.	POWERS.....	2
5.	MEMBERSHIP AND CONSTITUENCIES.....	3
6.	APPLICATION FOR MEMBERSHIP.....	3
7.	PUBLIC CONSTITUENCY.....	3
8.	STAFF CONSTITUENCY.....	3
9.	AUTOMATIC MEMBERSHIP BY DEFAULT – STAFF.....	3
10.	NOT USED.....	4
11.	NOT USED.....	4
12.	RESTRICTION ON MEMBERSHIP.....	4
13.	ANNUAL MEMBERS’ MEETING.....	4
14.	COUNCIL OF GOVERNORS – COMPOSITION.....	4
15.	COUNCIL OF GOVERNORS – ELECTION OF GOVERNORS.....	4
16.	COUNCIL OF GOVERNORS - TENURE.....	5
17.	COUNCIL OF GOVERNORS – DISQUALIFICATION AND REMOVAL.....	5
18.	COUNCIL OF GOVERNORS – DUTIES OF GOVERNORS.....	6
19.	COUNCIL OF GOVERNORS – MEETINGS OF GOVERNORS.....	6
20.	COUNCIL OF GOVERNORS – STANDING ORDERS.....	6
21.	COUNCIL OF GOVERNORS – REFERRAL TO THE PANEL.....	6
22.	COUNCIL OF GOVERNORS - CONFLICTS OF INTEREST OF GOVERNORS.....	7
23.	COUNCIL OF GOVERNORS – TRAVEL EXPENSES.....	7
24.	COUNCIL OF GOVERNORS – FURTHER PROVISIONS.....	7
25.	BOARD OF DIRECTORS – COMPOSITION.....	7
26.	BOARD OF DIRECTORS – GENERAL DUTY.....	8
27.	BOARD OF DIRECTORS – QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR.....	8
28.	BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF CHAIR AND OTHER NON-EXECUTIVE DIRECTORS.....	8
29.	NOT USED.....	8
30.	BOARD OF DIRECTORS – APPOINTMENT OF DEPUTY CHAIR.....	8
31.	BOARD OF DIRECTORS - APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS.....	8
32.	NOT USED.....	8
33.	BOARD OF DIRECTORS – DISQUALIFICATION.....	8
34.	BOARD OF DIRECTORS – MEETINGS.....	10
35.	BOARD OF DIRECTORS – STANDING ORDERS.....	10
36.	BOARD OF DIRECTORS – CONFLICTS OF INTEREST OF DIRECTORS.....	10
37.	BOARD OF DIRECTORS – REMUNERATION AND TERMS OF OFFICE.....	11
38.	REGISTERS.....	11

39.	NOT USED.....	12
40.	REGISTERS – INSPECTION AND COPIES.....	12
41.	DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION.....	12
42.	AUDITOR.....	13
43.	AUDIT COMMITTEE.....	13
44.	ACCOUNTS.....	13
45.	ANNUAL REPORT, FORWARD PLANS AND NON-NHS WORK.....	14
46.	PRESENTATION OF THE ANNUAL ACCOUNTS AND REPORTS TO THE GOVERNORS AND MEMBERS.....	14
47.	INSTRUMENTS.....	15
48.	AMENDMENT OF THE CONSTITUTION.....	15
49.	MERGERS ETC. AND SIGNIFICANT TRANSACTIONS.....	15
	ANNEX 1 – THE PUBLIC CONSTITUENCY.....	16
	ANNEX 2 – THE STAFF CONSTITUENCY.....	17
	ANNEX 3 – NOT USED.....	19
	ANNEX 4 – COMPOSITION OF THE COUNCIL OF GOVERNORS.....	20
	ANNEX 5 –THE MODEL ELECTION RULES.....	22
	ANNEX 6 – ADDITIONAL PROVISIONS.....	44
	ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS.....	53
	ANNEX 8 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS.....	63
	ANNEX 9 - MEMBERS - FURTHER PROVISIONS.....	78
	ANNEX 10 – ANNUAL MEMBERS MEETING.....	81

1. INTERPRETATION AND DEFINITIONS

Unless otherwise stated, words or expressions contained in this Constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012 and Health and Social Care Act 2022.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

the **2006 Act** is the National Health Service Act 2006.

the **2012 Act** is the Health and Social Care Act 2012.

the **2022 Act** is the Health and Social Care Act 2022.

Accounting Officer is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.

Annual Members' Meeting is defined in paragraph 13.1 of this Constitution.

Authorisation means an authorisation given by NHS England under section 35 of the 2006 Act.

Board of Directors is the Board of Directors of the Trust as constituted in accordance with paragraph 25 of this Constitution.

Chair takes the meaning given to it in paragraph 19.1 of this Constitution.

Chief Executive means the individual nominated in accordance with paragraph 31 of this Constitution

Code of Conduct for Directors means the Trust's code of conduct for the Directors as adopted by the Trust from time to time.

Constitution means this constitution and all annexes to it.

Council of Governors means the council of governors of the Trust as constituted in accordance with this Constitution.

Deputy Chair takes the meaning given to it in paragraph 19.1 of this Constitution.

Director means a member of the Board of Directors.

Governor means a member of the Council of Governors

the **Integrated Care Board** or **ICB** means NHS Cheshire and Merseyside Integrated Care Board.

Membership Strategy means the strategy setting out how the Trust will recruit, engage, support and develop a representative membership. The strategy is published on the Trust's website.

Model Election Rules means those election rules as published and/or updated by NHS Providers from time to time, the current version (as at the date of this Constitution) of which is attached to this Constitution at Annex 5.

NHS England leads the NHS in England to deliver high-quality services for all.

NHS Providers means the member owned registered charity (charity no. 1140900 registration no. 07525114) established for promotion of the NHS public provider trusts and foundation trusts.

Nominations and Remuneration Committee takes the meaning given to it in paragraph 9 of Annex 6.

Officer means an employee of the Trust.

Public Constituency means those who live in an area specified in Annex 1 of this Constitution as an area for any public constituency of the Trust as constituted in accordance with paragraph 7 of this Constitution.

Staff Constituency means those individuals who come within paragraphs 8.1 and 8.2 of this Constitution and who are referred to collectively as the staff constituency, in accordance with paragraph 8.3 of this Constitution.

the **Regulator, NHS England, previously known as Monitor** is the body provided by Section 61 of the 2012 Act.

Trust Secretary means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary, including a joint assistant or deputy secretary.

2. **NAME**

The name of the foundation trust is North Cheshire and Mersey NHS Foundation Trust (the **Trust**).

3. **PRINCIPAL PURPOSE**

3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.

3.2 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.

3.3 The Trust may provide goods and services for any purposes related to:

3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and

3.3.2 the promotion and protection of public health.

3.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4. **POWERS**

4.1 The powers of the Trust are set out in the 2006 Act.

4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the trust.

4.3 Any of these powers may be delegated to a committee of Directors or to an executive Director.

5. **MEMBERSHIP AND CONSTITUENCIES**

The Trust shall have members, each of whom shall be a member of one (1) of the following constituencies:

5.1 a Public Constituency;

5.2 a Staff Constituency.

6. **APPLICATION FOR MEMBERSHIP**

An individual who is eligible to become a member of the Trust may do so on application to the Trust.

7. **PUBLIC CONSTITUENCY**

7.1 An individual who lives in an area specified in Annex 1 as an area for a Public Constituency may become or continue as a member of the Trust.

7.2 Those individuals who live in an area specified for a Public Constituency are referred to collectively as a Public Constituency.

7.3 The minimum number of members in each Public Constituency is specified in Annex 1.

8. **STAFF CONSTITUENCY**

8.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:

8.1.1 they are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

8.1.2 they have been continuously employed by the Trust under a contract of employment for at least 12 months.

8.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the Staff Constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.

8.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

8.4 **NOT USED**

8.5 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

9. **AUTOMATIC MEMBERSHIP BY DEFAULT – STAFF**

9.1 An individual who is:

9.1.1 eligible to become a member of the Staff Constituency; and

9.1.2 invited by the Trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency,

shall become a member of the Trust as a member of the Staff Constituency [and appropriate class within the Staff Constituency] without an application being made, unless they inform the Trust that they do not wish to do so.

10. **NOT USED**

11. **NOT USED**

12. **RESTRICTION ON MEMBERSHIP**

12.1 An individual who is a member of a constituency, or of a class within a constituency, may not, while membership of that constituency or class continues, be a member of any other constituency or class.

12.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.

12.3 An individual must be at least 12 years old to become a member of the Trust.

12.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 9 – Further Provisions.

13. **ANNUAL MEMBERS' MEETING**

13.1 The Trust shall hold an annual meeting of its members ('**Annual Members' Meeting**'). The Annual Members' Meeting shall be open to members of the public.

13.2 Further provisions about the Annual Members' Meeting are set out in Annex 10 – Annual Members' Meetings.

14. **COUNCIL OF GOVERNORS – COMPOSITION**

14.1 The Trust is to have a Council of Governors, which shall comprise both elected and Appointed Governors.

14.2 The composition of the Council of Governors is specified in Annex 4.

The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituencies or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.

15. COUNCIL OF GOVERNORS – ELECTION OF GOVERNORS

15.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.

15.2 The Model Election Rules, as published from time to time by the NHS Providers, form part of this Constitution. The Model Election Rules current at the date of the Trust's Authorisation are attached at Annex 5.

A subsequent variation of the Model Election Rules by NHS Providers, or any other subsequent body with authority to do so, shall not constitute a variation of the terms of this constitution for the purposes of paragraph 48 of this Constitution (amendment of the constitution).

15.3 An election, if contested, shall be by secret ballot.

16. COUNCIL OF GOVERNORS - TENURE

16.1 An elected Governor may hold office for a period of up to three (3) years.

16.2 An elected Governor shall cease to hold office if they cease to be a member of the constituency or class by which they were elected.

16.3 An elected Governor shall be eligible for re-election at the end of their initial term, for a further two terms. After this period there must be break of at least one calendar year before becoming eligible for re-election.

16.4 An appointed Governor may hold office for a period of up to three (3) years.

16.5 An appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of them.

16.6 An appointed Governor shall be eligible for re-appointment at the end of their initial term, for a further two terms.

17. COUNCIL OF GOVERNORS – DISQUALIFICATION AND REMOVAL

17.1 The following may not become or continue as a member of the Council of Governors:

17.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

17.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under part 7A of the Insolvency Act 1986);

17.1.3 a person who has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it; and/or

17.1.4 a person who within the preceding five (5) years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months (without the option of a fine) was imposed on him/her.

17.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.

17.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 6.

17.4 Provision for the removal of Governors is set out at Annex 5.

18. COUNCIL OF GOVERNORS – DUTIES OF GOVERNORS

18.1 The general duties of the Council of Governors are:

18.1.1 to hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors;

18.1.2 to represent the interests of the members of the Trust as a whole and the interests of the public; and

18.1.3 to undertake the roles and responsibilities required of Governors as set out in Annex 6.

18.2 The Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such.

19. COUNCIL OF GOVERNORS – MEETINGS OF GOVERNORS

19.1 The Chair of the Trust (the Chair of the Board of Directors, appointed in accordance with the provisions of this Constitution) or, in their absence the Deputy Chair (appointed in accordance with this Constitution, shall preside at meetings of the Council of Governors.

19.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

19.3 The special reasons referred to include, but are not limited to, where the Council of Governors considers that publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted.

19.4 The Chair may exclude any member of the public from the meeting of the Council if they consider that they are interfering with or preventing any conduct of the meeting.

19.5 For the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance), the Council of Governors may require one (1) or more of the Directors to attend a meeting.

20. COUNCIL OF GOVERNORS – STANDING ORDERS

The standing orders for the practice and procedure of the Council of Governors are attached to Annex 7.

21. COUNCIL OF GOVERNORS – REFERRAL TO THE PANEL

21.1 In this paragraph, the Panel means a panel of persons appointed by NHS England to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing:

21.1.1 to act in accordance with its constitution; or

- 21.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.
- 21.2 A governor may refer a question to the Panel in accordance with section 39A of the 2006 Act only if more than half of the members of the Council of Governors voting approve the referral.
- 21.3 Notwithstanding section 39A of the 2006 Act, as such a panel does not presently exist, the Trust must take steps to secure that governors are able to access support and/or advice, as and where necessary, to enable them to fulfil their duties, as set out above.
- 22. COUNCIL OF GOVERNORS - CONFLICTS OF INTEREST OF GOVERNORS**
- If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as they become aware of it. The standing orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.
- 23. COUNCIL OF GOVERNORS – TRAVEL EXPENSES**
- The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust.
- 24. COUNCIL OF GOVERNORS – FURTHER PROVISIONS**
- Further provisions with respect to the Council of Governors are set out in Annex 6.
- 25. BOARD OF DIRECTORS – COMPOSITION**
- 25.1 The Trust is to have a Board of Directors, which shall comprise both executive and non-executive Directors.
- 25.2 The Board of Directors is to comprise:
- 25.2.1 a non-executive Chair;
- 25.2.2 no less than five (5) other non-executive Directors; and
- 25.2.3 no less than five (5) executive Directors.
- 25.3 One (1) of the executive Directors shall be the Chief Executive.
- 25.4 The Chief Executive shall be the Accounting Officer.
- 25.5 One (1) of the executive Directors shall be the finance director.
- 25.6 One (1) of the executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).
- 25.7 One (1) of the executive Directors is to be a registered nurse or a registered midwife.

26. BOARD OF DIRECTORS – GENERAL DUTY

The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

27. BOARD OF DIRECTORS – QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR

A person may be appointed as a non-executive Director only if:

- 27.1 they are a member of a public constituency;
- 27.2 NOT USED;
- 27.3 NOT USED;
- 27.4 they are not disqualified by virtue of paragraph 33 below.

28. BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF CHAIR AND OTHER NON-EXECUTIVE DIRECTORS

- 28.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other non-executive Directors.
- 28.2 Removal of the Chair or another non-executive Director shall require the approval of three quarters of the members of the Council of Governors.
- 28.3 The initial Chair and the initial non-executive Directors are to be appointed in accordance with paragraph 29 below.

29. NOT USED

30. BOARD OF DIRECTORS – APPOINTMENT OF DEPUTY CHAIR

The Council of Governors at a general meeting of the Council of Governors shall appoint one (1) of the non-executive Directors as a Deputy Chair.

31. BOARD OF DIRECTORS - APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS

- 31.1 The non-executive Directors shall appoint or remove the Chief Executive.
- 31.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 31.3 NOT USED.
- 31.4 A committee consisting of the Chair, the Chief Executive and the other non-executive Directors shall appoint or remove the other executive Directors.

32. NOT USED

33. BOARD OF DIRECTORS – DISQUALIFICATION

The following may not become or continue as a member of the Board of Directors:

- 33.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- 33.2 a person in relation to whom a moratorium period under a debt relief order applies (under part 7A of the Insolvency Act 1986);
- 33.3 a person who has made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it;
- 33.4 a person who within the preceding five (5) years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them;
- 33.5 they are a member of the Council of Governors, or a Governor of another NHS Foundation Trust or any other NHS Body;
- 33.6 they have been removed from office as a Governor of the Trust in accordance with the procedure for removal set out in Annex 5;
- 33.7 they are a spouse, partner, parent or child of a member of the Council of Governors or Board of Directors;
- 33.8 they are a member of a local authority's scrutiny committee covering health matters;
- 33.9 on the basis of disclosures obtained through an application to the Criminal Records Bureau, they are not considered suitable by the executive Director responsible for Human Resources;
- 33.10 they have or have been the subject of a Sexual Offences Prevention Order, a Foreign Travel Order or a Risk of Sexual Harm Order made under the provisions of the Sexual Offences Act 2003;
- 33.11 they are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
- 33.12 they are incapable by reason of mental disorder, illness or injury of managing or administering their property and affairs;
- 33.13 they have had their name removed from any list maintained pursuant to Parts 4, 5, 6 or 7 of the NHS Act 2006 and/or Regulations made under those Parts, and has not subsequently had their name included on such a list, and due to the reason(s) for such removal, they are not considered suitable by the executive Director responsible for Human Resources;
- 33.14 in the case of a non-executive Director, they have refused without reasonable cause to fulfil any training requirements established by the Board of Directors;
- 33.15 they have refused to sign and deliver to the Trust Secretary a statement in the form specified by the Board of Directors confirming acceptance of the Trusts' Code of Conduct for Directors;
- 33.16 in the case of a non-executive Director (excluding the Non-Executive Chair), they are no longer a member of the Public Constituency;

33.17 they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;

33.18 they are a person whose tenure of office as the Chair or as a member or Director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest.

34. **BOARD OF DIRECTORS – MEETINGS**

34.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

34.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

35. **BOARD OF DIRECTORS – STANDING ORDERS**

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 8.

36. **BOARD OF DIRECTORS – CONFLICTS OF INTEREST OF DIRECTORS**

36.1 The duties that a Director of the Trust has by virtue of being a Director include in particular:

36.1.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

36.1.2 the matter has been authorised in accordance with the Constitution.

36.2 The duty referred to in sub-paragraph 36.1.1 is not infringed if:

36.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

36.2.2 the matter has been authorised in accordance with the Constitution.

36.3 The duty referred to in sub-paragraph 36.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

36.4 In sub-paragraph 36.1.2, “third party” means a person other than:

36.4.1 the Trust; or

36.4.2 a person acting on its behalf.

36.5 If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.

36.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.

- 36.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 36.8 This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 36.9 A Director need not declare an interest:
- 36.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 36.9.2 if, or to the extent that, the directors are already aware of it;
 - 36.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:
 - 36.9.3.1 by a meeting of the Board of Directors; or
 - 36.9.3.2 by a committee of the Directors appointed for the purpose under the Constitution.
- 36.10 For the purposes of paragraph 36.2.2:
- 36.10.1 A matter shall have been authorised in accordance with the constitution if it has been approved by the Board of Directors (excluding any Director whose interest is the subject of authorisation) on the basis that to do so would be in the best interests of the Trust.
 - 36.10.2 The Board of Directors may grant any such authorisation in paragraph 36.1.1 subject to such terms and conditions as the Board of Directors thinks fit.
 - 36.10.3 The Board of Directors may decide to revoke or vary any authorisation granted pursuant to paragraph 36.10.1 at any time, but such a decision will not affect anything done by the Director(s) whose interest is the subject of authorisation prior to such revocation or variation.

37. **BOARD OF DIRECTORS – REMUNERATION AND TERMS OF OFFICE**

- 37.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other non-executive Directors.
- 37.2 The Trust shall establish a committee of non-executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive Directors.

38. **REGISTERS**

The Trust shall have:

- 38.1 a register of members showing, in respect of each member, the constituency to which they belong and, where there are classes within it, the class to which they belong;

38.2 a register of members of the Council of Governors;

38.3 a register of interests of Governors;

38.4 a register of Directors; and

38.5 a register of interests of the Directors.

39. **NOT USED**

40. **REGISTERS – INSPECTION AND COPIES**

40.1 The Trust shall make the registers specified in paragraph 38 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

40.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Trust, if the member so requests.

40.3 So far as the registers are required to be made available:

40.3.1 they are to be available for inspection free of charge at all reasonable times; and

40.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.

40.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

41. **DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION**

41.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

41.1.1 a copy of the current Constitution;

41.1.2 a copy of the latest annual accounts and of any report of the auditor on them; and

41.1.3 a copy of the latest annual report.

41.2 The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:

41.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act;

41.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act;

- 41.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act;
 - 41.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;
 - 41.2.5 a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act;
 - 41.2.6 a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act;
 - 41.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;
 - 41.2.8 a copy of any final report published under section 65I (administrator's final report);
 - 41.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act; and/or
 - 41.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 41.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 41.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

42. **AUDITOR**

- 42.1 The Trust shall have an auditor.
- 42.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.

43. **AUDIT COMMITTEE**

The Trust shall establish a committee of non-executive Directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

44. **ACCOUNTS**

- 44.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 44.2 NHS England may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.
- 44.3 The accounts are to be audited by the Trust's auditor.

44.4 The Trust shall prepare in respect of each financial year annual accounts in such form as NHS England may with the approval of the Secretary of State.

44.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

45. **ANNUAL REPORT, FORWARD PLANS AND NON-NHS WORK**

45.1 The Trust shall prepare an annual report and send it to NHS England.

45.2 The Trust shall give information as to its forward planning in respect of each financial year to NHS England.

45.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.

45.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.

45.5 Each forward plan must include information about:

45.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on; and

45.5.2 the income it expects to receive from doing so.

45.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 45.5.1 the Council of Governors must:

45.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions; and

45.6.2 notify the Directors of the Trust of its determination.

45.7 A trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting approve its implementation.

46. **PRESENTATION OF THE ANNUAL ACCOUNTS AND REPORTS TO THE GOVERNORS AND MEMBERS**

46.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

46.1.1 the annual accounts;

46.1.2 any report of the auditor on them; and

46.1.3 the annual report.

46.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one (1) member of the Board of Directors.

46.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 46.1 with the Annual Members' Meeting.

47. INSTRUMENTS

47.1 The Trust shall have a seal.

47.2 The seal shall not be affixed except under the authority of the Board of Directors.

47.3 The Trust's headquarters is at: Warrington Hospital, Lovely Lane, Warrington, Cheshire, WA5 1QG

48. AMENDMENT OF THE CONSTITUTION

48.1 The Trust may make amendments of its Constitution only if:

48.1.1 more than half of the members of the Council of Governors of the Trust voting approve the amendments; and

48.1.2 more than half of the members of the Board of Directors of the Trust voting approve the amendments.

48.2 Amendments made under paragraph 48.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.

48.3 Where an amendment is made to the Constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):

48.3.1 at least one (1) member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and

48.3.2 the Trust must give the members an opportunity to vote on whether they approve the amendment.

48.4 If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.

48.5 Amendments by the Trust of its Constitution are to be notified to NHS England. For the avoidance of doubt, NHS England's functions do not include a power or duty to determine whether or not the Constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

49. MERGERS ETC. AND SIGNIFICANT TRANSACTIONS

49.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.

49.2 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the trust voting approve entering into the transaction.

49.3 “Significant transaction” means if its value equates to 25% of either the Foundation Trust’s gross assets, income or gross capital (inclusive of the transaction), calculated with reference to the Foundation Trust’s opening Balance Sheet for the Financial Year in which approval is being sought.

ANNEX 1 – THE PUBLIC CONSTITUENCY

The Public Constituency consists of the two areas specified in the table below:

Area	Constituency	Minimum Members
1	Warrington & Halton	50
2	Rest of England	50
	Total	100

The minimum number of members required for each area of the Public Constituency is 50.

ANNEX 2 – THE STAFF CONSTITUENCY

1 Staff Constituency

The Staff Constituency is to be divided into 6 classes as follows:

(a) **Medical Staff**

The members of the Medical Staff Class are individuals who are members of the Staff Constituency who are fully registered persons within the meaning of the Medicines Act 1956, who hold a licence to practice and have a post practising within the Trust.

(b) **Nursing & Midwifery Staff**

The members of the Nursing and Midwifery Staff Class are members of the Staff Constituency who hold a professional registration with the Nursing and Midwifery Council and who practise as a nurse or a midwife within the Trust.

(c) **Support Staff**

The members of the Support Staff Class are members of the Staff Constituency who do not fall within paragraphs (a), (b) or (d) but provide services in direct support of registered practitioners or work within Patient Services.

(d) **Clinical Scientist or Allied Health Professionals**

The members of the Clinical Scientist or Allied Health Professional Class are individuals who are members of the Staff Constituency who are registered clinical or health professionals who practise as such within the Trust, and who do not fall within paragraphs (a) or (b).

(e) **Estates, administrative and managerial staff**

The members of the Estates, Administration and Managerial Class are any members of the Staff Constituency who do not come within paragraphs (a), (b), (c) or (d).

(f) **Dental Staff**

The members of the Dental Services Class (both acute and community) who do not fall within paragraphs (a), (b), (c), (d) or (e).

2 Staff Members

Members of the Trust who are members of the Staff Constituency are to be individuals:

- (a) Who are employed under a contract of employment by the Trust which has no fixed term, or has a fixed term of at least 12 months; or
- (b) Have been continuously employed by the Trust under a contract of employment for at least 12 months.

Below is the minimum membership of each class of the Staff Constituency:

Class	Minimum number of members
Class a) – Medical Staff	50
Class b) – Nursing and Midwifery Staff	50
Class c) – Support Staff	50
Class d) - Clinical Scientist or Allied Health Professionals	50
Class e) - Estates, administrative and managerial staff	50
Class f) – Dental staff	50
Total	300

ANNEX 3 – NOT USED

ANNEX 4 – COMPOSITION OF THE COUNCIL OF GOVERNORS

The Council of Governors is to consist of partnership Governors and elected Governors.

The Council of Governors, subject to the 2006 Act, shall seek to ensure that through the composition of the Council of Governors:

- The interests of the community served by the Trust are appropriately represented.
- The level of representation of the Public Constituencies, the classes of the Staff Constituency and the appointing organisations achieves an appropriate balance having regard to their legitimate interest in the Trust's affairs.

The Council of Governors consists of:

1 Partnership Governors appointed by:

- (a) Local Authorities for an area which includes the whole or part of an area of a public constituency;
- (b) Partnership organisations, including local Universities and voluntary organisations;

2 Elected Governors elected by:

- (a) Members of the Public Constituency;
- (b) Individuals within each class of the Staff Constituency.

More than half of the members of the Council of Governors shall be elected by those in 2(a) above.

Composition

3 Partnership Governors

Partnership Organisations	Number to be appointed
Local Authorities:	
Warrington Borough Council	1
Halton Borough Council	1
Further or Higher Education Institute	1
Religious or Cultural Community Group	1
Voluntary / Charity Group	1
Total Partnership Governors	5

4 **Elected Governors**

Constituency/class electing	Number to be elected
Staff Constituency:	
Class a) – Medical Staff	1
Class b) – Nursing and Midwifery Staff	2
Class c) – Support Staff	1
Class d) – Clinical Scientist or Allied Health Professionals	1
Class e) - Estates, administrative and managerial staff	1
Class f) – Dental Staff	1
Total	7

Public Constituency:	
Area 1 Warrington and Halton	15
Area 2 Rest of England	4
Total Elected Governors	19

5 **Total Membership of Council of Governors**

Partnership Governors	5
Staff Governors	7
Elected Governors	19
Total	31

ANNEX 5 –THE MODEL ELECTION RULES

PART 1 - INTERPRETATION.....	23
1 INTERPRETATION.....	24
PART 2 – TIMETABLE FOR ELECTION.....	24
2 TIMETABLE.....	24
3 COMPUTATION OF TIME.....	24
PART 3 – RETURNING OFFICER.....	25
4 RETURNING OFFICER.....	25
5 STAFF.....	25
6 EXPENDITURE.....	25
7 DUTY OF CO-OPERATION.....	25
PART 4 - STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS.....	25
8 NOTICE OF ELECTION.....	25
9 NOMINATION OF CANDIDATES.....	26
10 CANDIDATE’S PARTICULARS.....	26
11 DECLARATION OF INTERESTS.....	26
12 DECLARATION OF ELIGIBILITY.....	26
13 SIGNATURE OF CANDIDATE.....	26
14 DECISIONS AS TO THE VALIDITY OF NOMINATION.....	27
15 PUBLICATION OF STATEMENT OF CANDIDATES.....	27
16 INSPECTION OF STATEMENT OF NOMINATED CANDIDATES AND NOMINATION PAPERS.....	28
17 WITHDRAWAL OF CANDIDATES.....	28
18 METHOD OF ELECTION.....	28
PART 5 – CONTESTED ELECTIONS.....	29
19 POLL TO BE TAKEN BY BALLOT.....	29
20 THE BALLOT PAPER.....	29
21 THE DECLARATION OF IDENTITY (PUBLIC AND PATIENT CONSTITUENCIES).....	29
ACTION TO BE TAKEN BEFORE THE POLL.....	30
22 LIST OF ELIGIBLE VOTERS.....	30
23 NOTICE OF POLL.....	30
24 ISSUE OF VOTING DOCUMENTS BY RETURNING OFFICER.....	31
25 BALLOT PAPER ENVELOPE AND COVERING ENVELOPE.....	31
THE POLL.....	31
26 ELIGIBILITY TO VOTE.....	31
27 VOTING BY PERSONS WHO REQUIRE ASSISTANCE.....	31
28 SPOILT BALLOT PAPERS.....	32
29 LOST BALLOT PAPERS.....	32
30 ISSUE OF REPLACEMENT BALLOT PAPER.....	32

31	DECLARATION OF IDENTITY FOR REPLACEMENT BALLOT PAPERS (PUBLIC AND PATIENT CONSTITUENCIES).....	33
	PROCEDURE FOR RECEIPT OF ENVELOPES.....	33
32	RECEIPT OF VOTING DOCUMENTS.....	33
33	VALIDITY OF BALLOT PAPER.....	34
34	DECLARATION OF IDENTITY BUT NO BALLOT PAPER (PUBLIC AND PATIENT CONSTITUENCY).....	34
35	SEALING OF PACKETS.....	34
	PART 6 - COUNTING THE VOTES.....	35
36	ARRANGEMENTS FOR COUNTING OF THE VOTES.....	35
37	THE COUNT.....	35
38	REJECTED BALLOT PAPERS.....	35
39	EQUALITY OF VOTES.....	36
	PART 7 – FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS. .	36
40	DECLARATION OF RESULT FOR CONTESTED ELECTIONS.....	36
	PART 8 – DISPOSAL OF DOCUMENTS.....	37
41	SEALING UP OF DOCUMENTS RELATING TO THE POLL.....	37
42	DELIVERY OF DOCUMENTS.....	38
43	FORWARDING OF DOCUMENTS RECEIVED AFTER CLOSE OF THE POLL.....	38
44	RETENTION AND PUBLIC INSPECTION OF DOCUMENTS –.....	38
45	APPLICATION FOR INSPECTION OF CERTAIN DOCUMENTS RELATING TO AN ELECTION.....	38
	PART 9 – DEATH OF A CANDIDATE DURING A CONTESTED ELECTION.....	39
46	COUNTERMAND OR ABANDONMENT OF POLL ON DEATH OF CANDIDATE....	39
	PART 10 – ELECTION EXPENSES AND PUBLICITY.....	40
47	ELECTION EXPENSES.....	40
48	EXPENSES AND PAYMENTS BY CANDIDATES.....	40
49	ELECTION EXPENSES INCURRED BY OTHER PERSONS –.....	40
	<i>PUBLICITY</i>	41
50	PUBLICITY ABOUT ELECTION BY THE CORPORATION –.....	41
51	INFORMATION ABOUT CANDIDATES FOR INCLUSION WITH VOTING DOCUMENTS.....	41
52	MEANING OF “FOR THE PURPOSES OF AN ELECTION”.....	41
	PART 11 – QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES.....	41
53	APPLICATION TO QUESTION AN ELECTION.....	42
	PART 12 – MISCELLANEOUS.....	42
54	SECRECY.....	42
55	PROHIBITION OF DISCLOSURE OF VOTE.....	43
56	DISQUALIFICATION.....	43

57	DELAY IN POSTAL SERVICE THROUGH INDUSTRIAL ACTION OR UNFORESEEN EVENT.....	43
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Part 1 - Interpretation

1 INTERPRETATION

(1) In these rules, unless the context otherwise requires.

“**corporation**” means the public benefit corporation subject to this constitution;

“**election**” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the board of governors;

“**the regulator**” means the Independent Regulator for NHS foundation trusts; and

“**the 2006 Act**” means the NHS Act 2006.

(2) Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

Part 2 – Timetable for election

The proceedings at an election shall be conducted in accordance with the following timetable.

2 TIMETABLE

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

3 COMPUTATION OF TIME

(1) In computing any period of time for the purposes of the timetable:

(a) a Saturday or Sunday;

- (b) Christmas Day, Good Friday, or a Bank Holiday; or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

- (2) In this rule, "Bank Holiday" means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

Part 3 – Returning officer

4 RETURNING OFFICER

- (1) Subject to rule 56, the returning officer for an election is to be appointed by the corporation.
- (2) Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5 STAFF

Subject to rule 56, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6 EXPENDITURE

The corporation is to pay the returning officer:

- (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
- (b) such remuneration and other expenses as the corporation may determine.

7 DUTY OF CO-OPERATION

The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

Part 4 - Stages Common to Contested and Uncontested Elections

8 NOTICE OF ELECTION

The returning officer is to publish a notice of the election stating:

- (a) the constituency, or class within a constituency, for which the election is being held;
- (b) the number of members of the board of governors to be elected from that constituency, or class within that constituency;
- (c) the details of any nomination committee that has been established by the corporation;

- (d) the address and times at which nomination papers may be obtained;
- (e) the address for return of nomination papers and the date and time by which they must be received by the returning officer;
- (f) the date and time by which any notice of withdrawal must be received by the returning officer;
- (g) the contact details of the returning officer; and
- (h) the date and time of the close of the poll in the event of a contest.

9 NOMINATION OF CANDIDATES

- (1) Each candidate must nominate themselves on a single nomination paper.
- (2) The returning officer:
 - (a) is to supply any member of the corporation with a nomination paper; and
 - (b) is to prepare a nomination paper for signature at the request of any member of the corporation, but it is not necessary for a nomination to be on a form supplied by the returning officer.

10 CANDIDATE'S PARTICULARS

- (1) The nomination paper must state the candidate's:
 - (a) full name;
 - (b) contact address in full; and
 - (c) constituency, or class within a constituency, of which the candidate is a member.

11 DECLARATION OF INTERESTS

The nomination paper must state:

- (a) any financial interest that the candidate has in the corporation; and
- (b) whether the candidate is a member of a political party, and if so, which party,

and if the candidate has no such interests, the paper must include a statement to that effect.

12 DECLARATION OF ELIGIBILITY

The nomination paper must include a declaration made by the candidate:

- (a) that he or she is not prevented from being a member of the board of governors by paragraph 8 of Schedule 1 of the 2003 Act or by any provision of the constitution; and

- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13 SIGNATURE OF CANDIDATE

The nomination paper must be signed and dated by the candidate, indicating that:

- (a) they wish to stand as a candidate;
- (b) their declaration of interests as required under rule 11, is true and correct; and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

14 DECISIONS AS TO THE VALIDITY OF NOMINATION

- (1) Where a nomination paper is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:
 - (a) decides that the candidate is not eligible to stand;
 - (b) decides that the nomination paper is invalid;
 - (c) receives satisfactory proof that the candidate has died; or
 - (d) receives a written request by the candidate of their withdrawal from candidacy.
- (2) The returning officer is entitled to decide that a nomination paper is invalid only on one of the following grounds:
 - (a) that the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election;
 - (b) that the paper does not contain the candidate's particulars, as required by rule 10;
 - (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11;
 - (d) that the paper does not include a declaration of eligibility as required by rule 12; or
 - (e) that the paper is not signed and dated by the candidate, as required by rule 13.
- (3) The returning officer is to examine each nomination paper as soon as is practicable after he or she has received it and decide whether the candidate has been validly nominated.
- (4) Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination paper, stating the reasons for their decision.

- (5) The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination paper.

15 PUBLICATION OF STATEMENT OF CANDIDATES

- (1) The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- (2) The statement must show:
 - (a) the name, contact address, and constituency or class within a constituency of each candidate standing; and
 - (b) the declared interests of each candidate standing, as given in their nomination paper.
- (3) The statement must list the candidates standing for election in alphabetical order by surname.
- (4) The returning officer must send a copy of the statement of candidates and copies of the nomination papers to the corporation as soon as is practicable after publishing the statement.

16 INSPECTION OF STATEMENT OF NOMINATED CANDIDATES AND NOMINATION PAPERS

- (1) The corporation is to make the statements of the candidates and the nomination papers supplied by the returning officer under rule 15(4) available for inspection by members of the public free of charge at all reasonable times.
- (2) If a person requests a copy or extract of the statements of candidates or their nomination papers, the corporation is to provide that person with the copy or extract free of charge.

17 WITHDRAWAL OF CANDIDATES

A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18 METHOD OF ELECTION

- (1) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the board of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- (2) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the board of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

- (3) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be board of governors, then:
 - (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules; and
 - (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

Part 5 – Contested elections

19 POLL TO BE TAKEN BY BALLOT

- (1) The votes at the poll must be given by secret ballot.
- (2) The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

20 THE BALLOT PAPER

- (1) The ballot of each voter is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- (2) Every ballot paper must specify:
 - (a) the name of the corporation;
 - (b) the constituency, or class within a constituency, for which the election is being held;
 - (c) the number of members of the board of governors to be elected from that constituency, or class within that constituency;
 - (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates;
 - (e) instructions on how to vote;
 - (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll; and
 - (g) the contact details of the returning officer.
- (3) Each ballot paper must have a unique identifier.
- (4) Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21 THE DECLARATION OF IDENTITY (PUBLIC AND PATIENT CONSTITUENCIES)

- (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each ballot paper.

- (2) The declaration of identity is to include a declaration:
 - (a) that the voter is the person to whom the ballot paper was addressed;
 - (b) that the voter has not marked or returned any other voting paper in the election; and
 - (c) for a member of the public or patient constituency,
of the particulars of that member's qualification to vote as a member of the constituency or class within a constituency for which the election is being held.
- (3) The declaration of identity is to include space for:
 - (a) the name of the voter;
 - (b) the address of the voter;
 - (c) the voter's signature; and
 - (d) the date that the declaration was made by the voter.
- (4) The voter must be required to return the declaration of identity together with the ballot paper.
- (5) The declaration of identity must caution the voter that, if it is not returned with the ballot paper, or if it is returned without being correctly completed, the voter's ballot paper may be declared invalid.

Action to be taken before the poll

22 LIST OF ELIGIBLE VOTERS

- (1) The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
- (2) The list is to include, for each member, a mailing address where his or her ballot paper is to be sent.

23 NOTICE OF POLL

The returning officer is to publish a notice of the poll stating:

- (a) the name of the corporation;
- (b) the constituency, or class within a constituency, for which the election is being held;
- (c) the number of members of the board of governors to be elected from that constituency, or class with that constituency;
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates;

- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post;
- (f) the address for return of the ballot papers, and the date and time of the close of the poll;
- (g) the address and final dates for applications for replacement ballot papers; and
- (h) the contact details of the returning officer.

24 ISSUE OF VOTING DOCUMENTS BY RETURNING OFFICER

- (1) As soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following documents to each member of the corporation named in the list of eligible voters:
 - (a) a ballot paper and ballot paper envelope;
 - (b) a declaration of identity (if required);
 - (c) information about each candidate standing for election, pursuant to rule 51 of these rules; and
 - (d) a covering envelope.
- (2) The documents are to be sent to the mailing address for each member, as specified in the list of eligible voters.

25 BALLOT PAPER ENVELOPE AND COVERING ENVELOPE

- (1) The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.
- (2) The covering envelope is to have:
 - (a) the address for return of the ballot paper printed on it; and
 - (b) pre-paid postage for return to that address.
- (3) There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer:
 - (a) the completed declaration of identity if required; and
 - (b) the ballot paper envelope, with the ballot paper sealed inside it.

The poll

26 ELIGIBILITY TO VOTE

An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

27 **VOTING BY PERSONS WHO REQUIRE ASSISTANCE**

- (1) The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.
- (2) Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

28 **SPOILT BALLOT PAPERS**

- (1) If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a “spoilt ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.
- (2) On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.
- (3) The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:
 - (a) is satisfied as to the voter’s identity; and
 - (b) has ensured that the declaration of identity, if required, has not been returned.
- (4) After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list (“the list of spoilt ballot papers”):
 - (a) the name of the voter; and
 - (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it); and
 - (c) the details of the unique identifier of the replacement ballot paper.

29 **LOST BALLOT PAPERS**

- (1) Where a voter has not received his or her ballot paper by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement ballot paper.
- (2) The returning officer may not issue a replacement ballot paper for a lost ballot paper unless he or she:
 - (a) is satisfied as to the voter’s identity;
 - (b) has no reason to doubt that the voter did not receive the original ballot paper; and
 - (c) has ensured that the declaration of identity if required has not been returned.
- (3) After issuing a replacement ballot paper for a lost ballot paper, the returning officer shall enter in a list (“the list of lost ballot papers”):

- (a) the name of the voter; and
- (b) the details of the unique identifier of the replacement ballot paper.

30 ISSUE OF REPLACEMENT BALLOT PAPER

- (1) If a person applies for a replacement ballot paper under rule 28 or 29 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue a replacement ballot paper unless, in addition to the requirements imposed rule 28(3) or 29(2), he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.
- (2) After issuing a replacement ballot paper under this rule, the returning officer shall enter in a list (“the list of tendered ballot papers”):
 - (a) the name of the voter; and
 - (b) the details of the unique identifier of the replacement ballot paper issued under this rule.

31 DECLARATION OF IDENTITY FOR REPLACEMENT BALLOT PAPERS (PUBLIC AND PATIENT CONSTITUENCIES)

- (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each replacement ballot paper.
- (2) The declaration of identity is to include a declaration:
 - (a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration; and
 - (b) of the particulars of that member’s qualification to vote as a member of the public or patient constituency, or class within a constituency, for which the election is being held.
- (3) The declaration of identity is to include space for:
 - (a) the name of the voter;
 - (b) the address of the voter;
 - (c) the voter’s signature; and
 - (d) the date that the declaration was made by the voter.
- (4) The voter must be required to return the declaration of identity together with the ballot paper.
- (5) The declaration of identity must caution the voter that if it is not returned with the ballot paper, or if it is returned without being correctly completed, the replacement ballot paper may be declared invalid.

Procedure for receipt of envelopes

32 **RECEIPT OF VOTING DOCUMENTS**

- (1) Where the returning officer receives a:
 - (a) covering envelope; or
 - (b) any other envelope containing a declaration of identity if required, a ballot paper envelope, or a ballot paper, before the close of the poll, that officer is to open it as soon as is practicable; and rules 33 and 34 are to apply.
- (2) The returning officer may open any ballot paper envelope for the purposes of rules 33 and 34, but must make arrangements to ensure that no person obtains or communicates information as to:
 - (a) the candidate for whom a voter has voted; or
 - (b) the unique identifier on a ballot paper.
- (3) The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

33 **VALIDITY OF BALLOT PAPER**

- (1) A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly completed, signed, and dated.
- (2) Where the returning officer is satisfied that paragraph (1) has been fulfilled, he or she is to:
 - (a) put the declaration of identity if required in a separate packet; and
 - (b) put the ballot paper aside for counting after the close of the poll.
- (3) Where the returning officer is not satisfied that paragraph (1) has been fulfilled, he or she is to:
 - (a) mark the ballot paper “disqualified”;
 - (b) if there is a declaration of identity accompanying the ballot paper, mark it as “disqualified” and attach it the ballot paper;
 - (c) record the unique identifier on the ballot paper in a list (the “list of disqualified documents”); and
 - (d) place the document or documents in a separate packet.

34 **DECLARATION OF IDENTITY BUT NO BALLOT PAPER (PUBLIC AND PATIENT CONSTITUENCY)**

Where the returning officer receives a declaration of identity if required but no ballot paper, the returning officer is to:

- (a) mark the declaration of identity “disqualified”;

- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper; and
- (c) place the declaration of identity in a separate packet.

35 SEALING OF PACKETS

As soon as is possible after the close of the poll and after the completion of the procedure under rules 33 and 34, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it;
- (b) the declarations of identity if required;
- (c) the list of spoiled ballot papers;
- (d) the list of lost ballot papers;
- (e) the list of eligible voters; and
- (f) the list of tendered ballot papers.

Part 6 - Counting the votes

36 ARRANGEMENTS FOR COUNTING OF THE VOTES

The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

37 THE COUNT

- (1) The returning officer is to:
 - (a) count and record the number of ballot papers that have been returned; and
 - (b) count the votes according to the provisions in this Part of the rules.
- (2) The returning officer, while counting and recording the number of ballot papers and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper.
- (3) The returning officer is to proceed continuously with counting the votes as far as is practicable.

38 REJECTED BALLOT PAPERS

- (1) Any ballot paper:
 - (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced;
 - (b) on which votes are given for more candidates than the voter is entitled to vote;

(c) on which anything is written or marked by which the voter can be identified except the unique identifier; or

(d) which is unmarked or rejected because of uncertainty,

shall, subject to paragraphs (2) and (3) below, be rejected and not counted.

(2) Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

(3) A ballot paper on which a vote is marked:

(a) elsewhere than in the proper place;

(b) otherwise than by means of a clear mark;

(c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

(4) The returning officer is to:

(a) endorse the word "rejected" on any ballot paper which under this rule is not to be counted; and

(b) in the case of a ballot paper on which any vote is counted under paragraph (2) or (3) above, endorse the words "rejected in part" on the ballot paper and indicate which vote or votes have been counted.

(5) The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

(a) does not bear proper features that have been incorporated into the ballot paper;

(b) voting for more candidates than the voter is entitled to;

(c) writing or mark by which voter could be identified; and

(d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

39 **EQUALITY OF VOTES**

Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

Part 7 – Final proceedings in contested and uncontested elections

40 DECLARATION OF RESULT FOR CONTESTED ELECTIONS

- (1) In a contested election, when the result of the poll has been ascertained, the returning officer is to:
 - (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the board of governors from the constituency, or class within a constituency, for which the election is being held to be elected;
 - (b) give notice of the name of each candidate who he or she has declared elected:
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 4(4) of the 2003 Act, to the chairman of the NHS Trust; or
 - (ii) in any other case, to the chairman of the corporation; and
 - (c) give public notice of the name of each candidate whom he or she has declared elected.
- (2) The returning officer is to make:
 - (a) the total number of votes given for each candidate (whether elected or not); and
 - (b) the number of rejected ballot papers under each of the headings in rule **38** available on request.

Part 8 – Disposal of documents

41 SEALING UP OF DOCUMENTS RELATING TO THE POLL

- (1) On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:
 - (a) the counted ballot papers;
 - (b) the ballot papers endorsed with “rejected in part”;
 - (c) the rejected ballot papers; and
 - (d) the statement of rejected ballot papers.
- (2) The returning officer must not open the sealed packets of:
 - (a) the disqualified documents, with the list of disqualified documents inside it;
 - (b) the declarations of identity;
 - (c) the list of spoilt ballot papers;
 - (d) the list of lost ballot papers;

- (e) the list of eligible voters; and
 - (f) the list of tendered ballot papers.
- (3) The returning officer must endorse on each packet a description of:
- (a) its contents;
 - (b) the date of the publication of notice of the election;
 - (c) the name of the corporation to which the election relates; and
 - (d) the constituency, or class within a constituency, to which the election relates.

42 DELIVERY OF DOCUMENTS

Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 49, the returning officer is to forward them to the chair of the corporation.

43 FORWARDING OF DOCUMENTS RECEIVED AFTER CLOSE OF THE POLL

Where:

- (a) any voting documents are received by the returning officer after the close of the poll; or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent; or
- (c) any applications for replacement ballot papers are made too late to enable new ballot papers to be issued, the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

44 RETENTION AND PUBLIC INSPECTION OF DOCUMENTS

- (1) The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the regulator, cause them to be destroyed.
- (2) With the exception of the documents listed in rule 53(1), the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.
- (3) A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

45 APPLICATION FOR INSPECTION OF CERTAIN DOCUMENTS RELATING TO AN ELECTION

- (1) The corporation may not allow the inspection of, or the opening of any sealed packet containing:
 - (a) any rejected ballot papers, including ballot papers rejected in part;

- (b) any disqualified documents, or the list of disqualified documents;
 - (c) any counted ballot papers;
 - (d) any declarations of identity; or
 - (e) the list of eligible voters, by any person without the consent of the Regulator.
- (2) A person may apply to the Regulator to inspect any of the documents listed in (1), and the Regulator may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.
- (3) The Regulator's consent may be on any terms or conditions that it thinks necessary, including conditions as to:
- (a) persons;
 - (b) time;
 - (c) place and mode of inspection;
 - (d) production or opening,
- and the corporation must only make the documents available for inspection in accordance with those terms and conditions.
- (4) On an application to inspect any of the documents listed in paragraph (1):
- (e) in giving its consent, the regulator; and
 - (f) and making the documents available for inspection, the corporation, must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established:
 - (i) that his or her vote was given; and
 - (ii) that the regulator has declared that the vote was invalid.

Part 9 – Death of a candidate during a contested election

46 COUNTERMAND OR ABANDONMENT OF POLL ON DEATH OF CANDIDATE

- (1) If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) countermand notice of the poll, or, if ballot papers have been issued, direct that the poll be abandoned within that constituency or class; and
 - (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

- (2) Where a new election is ordered under paragraph (1), no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.
- (3) Where a poll is abandoned under paragraph (1)(a), paragraphs (4) to (7) are to apply.
- (4) The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 33 and 34 and is to make up separate sealed packets in accordance with rule 35.
- (5) The returning officer is to:
 - (a) count and record the number of ballot papers that have been received; and
 - (b) seal up the ballot papers into packets, along with the records of the number of ballot papers.
- (6) The returning officer is to endorse on each packet a description of:
 - (a) its contents;
 - (b) the date of the publication of notice of the election;
 - (c) the name of the corporation to which the election relates; and
 - (d) the constituency, or class within a constituency, to which the election relates.
- (7) Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (4) to (6), the returning officer is to deliver them to the chairman of the corporation, and rules 52 and 53 are to apply.

Part 10 – Election expenses and publicity

Election expenses

47 ELECTION EXPENSES

Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application to the regulator under Part 11 of these rules.

48 EXPENSES AND PAYMENTS BY CANDIDATES

A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

- (a) personal expenses;
- (b) travelling expenses, and expenses incurred while living away from home; and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of [£100].

49 **ELECTION EXPENSES INCURRED BY OTHER PERSONS**

- (1) No person may:
- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise; or
 - (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.
- (2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 50 and 51.

Publicity

50 **PUBLICITY ABOUT ELECTION BY THE CORPORATION**

- (1) The corporation may:
- (a) compile and distribute such information about the candidates; and
 - (b) organise and hold such meetings to enable the candidates to speak and respond to questions, as it considers necessary.
- (2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 51, must be:
- (c) objective, balanced and fair;
 - (d) equivalent in size and content for all candidates;
 - (e) compiled and distributed in consultation with all of the candidates standing for election; and
 - (f) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.
- (3) Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

51 **INFORMATION ABOUT CANDIDATES FOR INCLUSION WITH VOTING DOCUMENTS**

- (1) The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.
- (2) The information must consist of:
- (a) a statement submitted by the candidate of no more than [250] words; [and]

(b) [a photograph of the candidate.]

52 MEANING OF “FOR THE PURPOSES OF AN ELECTION”

- (1) In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.
- (2) The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

Part 11 – Questioning elections and the consequence of irregularities

53 APPLICATION TO QUESTION AN ELECTION

- (1) An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the regulator.
- (2) An application may only be made once the outcome of the election has been declared by the returning officer.
- (3) An application may only be made to the Regulator by:
 - (a) a person who voted at the election or who claimed to have had the right to vote; or
 - (b) a candidate, or a person claiming to have had a right to be elected at the election.
- (4) The application must:
 - (a) describe the alleged breach of the rules or electoral irregularity; and
 - (b) be in such a form as the Regulator may require.
- (5) The application must be presented in writing within 21 days of the declaration of the result of the election.
- (6) If the Regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
 - (a) The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.
 - (b) The determination by the person or persons nominated in accordance with Rule 52(1) shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
 - (c) The Regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12 – Miscellaneous

54 **SECRECY**

- (1) The following persons:
- (a) the returning officer;
 - (b) the returning officer's staff, must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:
 - (i) the name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted;
 - (ii) the unique identifier on any ballot paper;
 - (iii) the candidate(s) for whom any member has voted.
- (2) No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter.
- (3) The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

55 **PROHIBITION OF DISCLOSURE OF VOTE**

No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

56 **DISQUALIFICATION**

A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

- (a) a member of the corporation;
- (b) an employee of the corporation;
- (c) a director of the corporation; or
- (d) employed by or on behalf of a person who has been nominated for election.

57 **DELAY IN POSTAL SERVICE THROUGH INDUSTRIAL ACTION OR UNFORESEEN EVENT**

If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 24; or

- (b) the return of the ballot papers and declarations of identity, the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

ANNEX 6 – ADDITIONAL PROVISIONS

1 Compliance with the Trust's Code of Conduct

Governors shall comply with the Trust's Code of Conduct.

2 Training

The Membership Strategy outlines the details of the training programme for Governors. Governors shall comply in so far as is possible with any training requirements identified by the Trust. The training programme set out in the Membership Strategy shall be reviewed from time to time and amended as required.

3 Eligibility to be a Governor

3.1 A person may not become a Governor of the Trust, and if already holding such office will immediately cease to do so if:

- (a) They are a Director of the Trust or any other NHS Body as defined in this constitution;
- (b) They are the spouse, partner, parent or child of a member of the Council of Governors or Board of Directors of the Trust;
- (c) They are under sixteen years of age at the time are nominated for election or appointment;
- (d) They are a member of a local authority's scrutiny committee covering health matters;
- (e) Being a member of the public constituency, they fail to sign a declaration in the form specified by the Council of Governors of the particulars of their qualification to vote as a member of the Trust, and that they are not prevented from being a member of the Council of Governors;
- (f) They fail to agree to comply with the Trust's Code of Conduct for Governors.
- (g) They fail to demonstrate compliance with the Trust's Code of Conduct for Governors.
- (h) Their use of social media does not reflect Trust values or The Nolan principles.
- (i) They have or have been subject to a Sexual Offences Prevention Order, a Foreign Travel Order or a Risk of Sexual Harm Order made under the provisions of the Sexual Offences Act 2003;
- (j) On the basis of disclosures obtained through an application to the Disclosure and Barring Service (including any application to the Criminal Records Bureau made prior to the establishment of the Disclosure and Barring Service), they are not considered suitable by the Trust's Executive Director responsible for Human Resources;
- (k) They are a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

- (l) They are a person to whom a moratorium period under a debt relief order applies under Part 7A of the Insolvency Act 1986;
- (m) They are incapable by reason of mental disorder, illness or injury of managing or administering their property and affairs;
- (n) They have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- (o) They are a person whose tenure of office as the Chair or as a member or Director of a health service body has been terminated on the grounds that his/her appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- (p) They have had their name removed from any list maintained pursuant to Parts 4, 5, 6 or 7 of the NHS Act 2006 and/or Regulations made under those Parts, and has not subsequently had their name included on such a list, and, due to the reason(s) for such removal, they are not considered suitable by the Trust's Executive Director responsible for human resources;
- (q) They have 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';
- (r) They have been found to be a vexatious complainant, in that, the Board of Directors has unanimously agreed that he/she has persistently and without reasonable grounds, made any unjustified complaint or requests of the Trust (or any of its staff, agents, patients or carers) causing inconvenience, harassment or expense.

4 Requirement of Governor to notify Trust

Where a person has been elected or appointed to be a Governor and they become disqualified from office under the provisions of this Constitution, they shall notify the Trust Secretary in writing of such disqualification.

5 Termination of office and removal of Governors

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

- (a) They resign by notice in writing to the Trust Secretary;
- (b) It otherwise comes to the notice of the Trust Secretary at the time the Governor takes office or later that the Governor is disqualified;
- (c) They fail to meet the expected responsibilities laid out in this Annex 6Annex 6.
- (d) If a Governor fails to adhere to the provisions laid out in paragraph 3, this will result in termination of office unless the other Governors are satisfied by a 75% majority that:
 - (i) The absences were due to reasonable causes; and

- (ii) The Governor will resume attendance at meetings of the Council of Governors again within such a period as it considers reasonable.
 - (e) If a Governor has been subject to a decision in their favour under paragraph 4 above and subsequently fails to meet the attendance standards set out in paragraph 3, that Governor's tenure of office is to be terminated immediately.
- 5.2 In the case of an elected Governor, they cease to be a member of the Trust;
- 5.3 In the case of an appointed Governor, the appointing organisation terminates the appointment;
- 5.4 They have refused without reasonable cause to undertake any training, which the Council of Governors requires all Governors to undertake;
- 5.5 they have failed to sign and deliver to the Trust Secretary a statement in the form required by the Council of Governors confirming acceptance of the Trust's Code of Conduct for Governors;
- 5.6 They are removed from the Council of Governors by a resolution approved by a majority of the remaining Governors present and voting at a general meeting on the grounds that:
- (a) They have committed a serious breach of the Trust's Code of Conduct; or
 - (b) They have failed to declare a relevant and material interest in accordance with the Council of Governors Standing Orders; or
 - (c) They have acted in a manner detrimental to the interests of the Trust
 - (d) They have caused harm to the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of services;
 - (e) They have failed to discharge his/her responsibilities as a Governor;
- 5.7 The Governor concerned will be eligible to make representation, in writing, to the Council of Governors but not to vote on any resolution relating to his/her removal or suspension.

6 **Suspension from office of Staff Governors**

If a staff Governor is suspended from duties for any reason they will also be suspended from their role as Governor for the duration of their suspension. Whilst a staff Governor is under suspension, the staff Governor cannot attend meetings of the Council of Governors in any capacity, but missing any meetings of the Council of Governors will not count as failure to attend for the purposes of paragraph 3 under termination of office and removal as Governor above.

7 **Vacancies amongst Governors**

- 7.1 Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply.

- 7.2 Where the vacancy arises amongst the appointed Governors, the Trust Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office.
- 7.3 Where the vacancy arises amongst the elected Governors, either:
- (a) Should the vacancy occur within three months of the election, the next highest polling candidate for that seat, who is willing to take office, to fill the seat for any unexpired period of the term of office; or
 - (b) Should the vacancy occur more than three months after the election, the vacancy will remain outstanding until the next annual election, providing that the vacancy shall not be for more than nine months.

8 Roles and Responsibilities

Roles

- 8.1 The Governors have three general roles:
- 8.1.1 Advisory – to communicate to the Board the views and interests of members and the wider community;
 - 8.1.2 Guardianship – to ensure that the Trust is operating in accordance with its authorisation;
 - 8.1.3 Strategic – to advise on the Trust's strategy and deliverance of that strategy.
- 8.2 The Governors shall carry out their roles and responsibilities in accordance with this Constitution and the Trust's Terms of Authorisation.
- 8.3 The roles of the Governors shall include to:
- 8.3.1 Appoint or remove the Chair and the other non-executive Directors. The removal of a non-executive Director requires the approval of three-quarters of the members of the Council of Governors;
 - 8.3.2 Decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive Directors;
 - 8.3.3 Appoint or remove any external auditor and the Trust's financial auditor;
 - 8.3.4 Approve (by a majority of the Council of Governors voting) an appointment of the Chief Executive, other than the initial Chief Executive;
 - 8.3.5 Give the views of the Council of Governors to the Board of Directors for the purposes of the preparation (by the Directors) of the document containing information as to the Trust's forward planning in respect of each financial year.
 - 8.3.6 Consider the annual accounts, any report of the financial auditor on them, and the annual report;
 - 8.3.7 Consult with the Board of Directors on future plans for the services provided by the Trust;

- 8.3.8 Work with the Board of Directors to ensure the Trust operates within the conditions of its licence issued by NHS England
- 8.3.9 Respond to any matter as appropriate when consulted by the Directors;
- 8.3.10 Review the Trust's Membership Strategy from time to time and at least once every three years to develop the membership of the Trust and represent the interests of members, and to review from time to time the Trust's policy for the composition of the Council of Governors and of the non-executive Directors;
- 8.3.11 Establish mechanisms for consulting with the members and partnership organisations they may represent, particularly on developments and significant changes to services provided by the Trust;
- 8.3.12 Act as a source of ideas about how the Trust can provide services which reflect the needs of patients and the wider community;
- 8.3.13 Ensure that the Trust follows its values, as set out in the Trust's Membership Strategy;
- 8.3.14 Monitor the success of the Trust in meeting its planned service objectives;
- 8.3.15 Undertake such functions as the Board of Directors shall from time to time request.

Responsibilities

- 8.4 The responsibilities of Governors shall include to:
 - 8.4.1 Ensure that they do not miss two consecutive Council of Governors meetings in any financial year.
 - 8.4.2 Attend at least two Governor constituency meetings in any financial year.
 - 8.4.3 Attend at least two constituency meetings in any financial year.
 - 8.4.4 Attend at least one Governor observation visit in any financial year.
 - 8.4.5 Use social media responsibly upholding Trust values in line with the Nolan Principles.

9 Appointment of non-executive Directors (including Chair and Deputy Chair).

- 9.1 The Council of Governors shall establish a committee to identify the skills, knowledge and experience required for non-executive Director posts, including the Chair and Deputy Chair of the Trust, and to prepare a suitable job description(s) and personal profile(s), which may be revised from time to time as required (the 'Nominations and Remuneration Committee'). The terms of reference for the Nominations and Remuneration Committee are set out in paragraph 12 of this Annex 6Annex 6.
- 9.2 The Nominations and Remuneration Committee will identify suitable candidates (taking into account the skills, knowledge and experience identified as required for such posts and the job description(s) and personal profile(s) prepared) to assist with the process of selection of non-executive Directors (including the Chair and Deputy

Chair) by the Council of Governors. The terms of reference of the Nominations and Remuneration Committee are set out in below.

10 Process for the Appointment of the Auditor

- 10.1 The Nominations and Remuneration Committee will consult the Chair of the audit committee, non- executive Directors and the Chief Executive regarding the necessary skills required.
- 10.2 The Nominations and Remuneration Committee shall advertise in the national media to seek tenders from organisations they consider appropriate against a specification agreed by the Council of Governors to be appropriate to the task.
- 10.3 The Nominations and Remuneration Committee' shall then shortlist appropriate firms to be considered.
- 10.4 The Nominations and Remuneration Committee shall then consult the Chair of the audit committee, non-executive Directors and Chief Executive on the shortlist.
- 10.5 The Nominations and Remuneration Committee' shall then interview representatives from each firm.
- 10.6 The Nominations and Remuneration Committee' shall then consider those firms and recommend one to the full Council of Governors.
- 10.7 The Council of Governors shall formally convey their decision to the successful firm's representatives and to the Chair of the audit committee and the Chief Executive.

11 Duties of Deputy Chair

Where the Chair of the Trust has died or has otherwise ceased to hold office or where they have been unable to perform their duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair shall, so long as there is no Chair able to perform their duties, be taken to include references to the Deputy Chair or the non-executive Director nominated by the Council of Governors to take on the duties of the Chair or Deputy Chair should both be absent from a meeting or otherwise unavailable or unable to perform their duties.

12 Council of Governors Nominations and Remuneration Committee

12.1 Purpose

A Nominations and Remuneration Committee is to be established for the purposes of managing the shortlisting process to make recommendations to the Council of Governors in order to assist them in appointing the Auditor, 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. The Nominations and Remuneration Committee will, taking into account the views of the Board of Directors, identify a balance of individual skills, knowledge and experience that is required at the time a vacancy arises and accordingly draw up a job description and personal profile for each new appointment.

12.2 Membership

Membership of the Committee will consist of:

- (a) The Chair of the Foundation Trust (or Deputy Chair when the appointment of the Chair or their remuneration and allowances and other terms and conditions of office are being discussed, or another non-executive Director if the Deputy Chair is standing for Chair);
- (b) One Partnership Governor;
- (c) One Staff Governor; and
- (d) Two Elected Governors.

The Chair of another Foundation Trust may be invited to act as an independent assessor to the Committee to advise the Committee as and when required.

The Chief Executive of the Foundation Trust shall be entitled to attend meetings of the Committee unless the Committee decides otherwise. In carrying out its responsibilities under Section 12.5, the Committee shall take the Chief Executive's views into account.

Members of the Committee may be required to undertake training and development commensurate with their responsibilities.

12.3 Chair of the Committee

The Chair of the Committee will be the Chair of the Foundation Trust, unless the discussion relates to the appointment of the Chair or their remuneration and allowances and other terms and conditions of office, in which case the Deputy Chair will chair the Committee. In the event that the Deputy Chair wishes to stand for the appointment of Chair, the Committee will be chaired by another non-executive Director.

12.4 Support for the Committee

The Director of Human Resources will provide advice and support to the Committee as required to ensure that the nominations processes are managed in accordance with best practice and that the recommendations made to the Council of Governors on the non-executive Directors' remuneration and allowances and other terms and conditions of office are appropriate and relevant to local circumstances.

12.5 Responsibilities of the Committee

To prepare information detailing the skills, knowledge and experience required for the posts of non-executive Directors and to prepare job descriptions and personal profiles for each post, as may be amended from time to time.

Where such appointments take place to undertake the selection process for non-executive Directors, elements of which may include: -

- 12.5.1 Making arrangements for advertising and raising local awareness of the post(s);
- 12.5.2 Making arrangements for the short listing of candidates;

12.5.3 Making arrangements to conduct formal interviews;

so as to identify, through a process of open competition, suitable candidates and so as to make recommendations to the Council of Governors as to suitable candidates for approval by the Council of Governors. No more than five candidates shall be identified for each vacancy. The Council of Governors shall either appoint the recommended individual(s) or invite the Committee to make an alternative recommendation.

On expiry of the initial non-executive Directors' current terms of and on any subsequent vacancy, to consider whether to recommend to the Council of Governors the reappointment of the retiring non-executive Director. The Committee may not make any such recommendation other than for a first renewal of the appointment of a non-executive Director without first taking the steps outlined in Sections 12.5.1 and 12.5.3 above. If the Council of Governors does not so appoint, or if the individual does not wish to continue, or if the Committee does not consider the reappointment appropriate, then suitable new candidates will be identified by the Committee in accordance with the procedure outlined above.

To make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of non-executive Directors.

To make recommendations to the Council of Governors to assist them in appointing an Auditor, in accordance with the following steps:

- (a) Consulting the Chair of the audit committee, non-executive Directors and the Chief Executive regarding the skills required;
- (b) Advertising in the national media to seek tenders from appropriate organisations against an agreed specification;
- (c) Shortlisting the appropriate firms to be considered;
- (d) Consulting the Chair of the audit committee, non-executive Directors and Chief Executive on the shortlist;
- (e) Interviewing the representatives of the shortlisted firms;
- (f) Consider each of those firms and make a recommendation to the Council of Governors.

12.6 Quorum

The quorum necessary for the transaction of business will be three members of the Committee, comprising the Chair of the Committee and two Governors.

12.7 Frequency of Meetings

The Committee will meet at least annually and then as required to fulfil its responsibilities, as determined by the Chair.

12.8 Notice of Meetings

Meetings of the Committee will be called at the request of the Chair by the Trust Secretary.

Details of each meeting, including the agenda and supporting papers will be forwarded to each member of the Committee at least five working days before the date of the meeting.

12.9 Minutes of Meetings

Minutes of the meetings will be circulated promptly to all members of the Committee and to all other members of the Council of Governors as soon as reasonably practical.

12.10 Reporting Arrangements

The Chair will report on the proceedings of each meeting to the next meeting of the Council of Governors. This discussion will take place in a private session i.e. not open to members of the public, when the names and details of individuals are being discussed.

The Chair will attend the Annual Members' Meeting to report on the activities of the Committee in the previous 12 months.

12.11 Authority

The Committee is authorised to seek information and advice either within the Trust or externally on any matters within its terms of reference.

12.12 Review

The Committee will review its own performance, relevant sections of the Constitution and terms of reference at least once a year to ensure it is operating at maximum effectiveness. Any proposed changes will be submitted by the Committee to the Council of Governors and to the Board of Directors for consideration.

ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

1	INTERPRETATION.....	55
2	GENERAL INFORMATION.....	55
3	COMPOSITION OF THE COUNCIL OF GOVERNORS.....	56
4	MEETINGS OF THE COUNCIL OF GOVERNORS.....	56
5	ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION.....	60
6	CONFIDENTIALITY.....	61
7	DECLARATION OF INTERESTS AND REGISTER OF INTERESTS.....	61
8	COMPLIANCE - OTHER MATTERS.....	62
9	RESOLUTION OF DISPUTES WITH BOARD OF DIRECTORS.....	63
10	COUNCIL PERFORMANCE.....	64
11	CHANGES TO STANDING ORDERS.....	64

1 INTERPRETATION

1.1 Save as permitted by law, the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they shall be advised by the Chief Executive and Director of Finance).

1.2 Any expression to which a meaning is given in the 2006 Act shall have the same meaning in this interpretation .

“**Board of Directors**” shall mean the Chair and Non-Executive Directors, appointed by the Council of Governors and the Executive Directors appointed by the Appointments Committee of the Board.

“**Chair**” is the person appointed by the Council of Governors in accordance with this Constitution. The expression “the Chair of the Trust” shall be deemed to include the Non-Executive Director appointed by the Council of Governors to take on the Chair’s duties if the Chair is absent or is otherwise unavailable (the Deputy Chair).

“**Chief Executive**” shall mean the Chief Officer of the Trust.

“**Committee**” shall mean a committee appointed by the Council of Governors.

“**Director**” shall mean a person appointed to the Board of Directors in accordance with the Trust’s Constitution and includes the Chair.

“**Motion**” means a formal proposition to be discussed and voted on during the course of a meeting.

2 GENERAL INFORMATION

2.1 The purpose of the Council of Governors standing orders is to ensure that the highest standards of corporate governance and conduct are applied to all meetings and associated deliberations. The Council of Governors shall at all times seek to comply with the Trust’s Code of Conduct for Governors.

2.2 All business shall be conducted in the name of the Trust.

2.3 The Board of Directors shall appoint trustees to administer separately charitable funds received by the Trust and for which they are accountable to the Charity Commission.

2.4 A Governor who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her functions as a Governor save where the Governor has acted recklessly. On behalf of the Council of Governors, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

3 COMPOSITION OF THE COUNCIL OF GOVERNORS

3.1 The composition of the Council of Governors shall be in accordance with Annex 3 of the Trust's Constitution.

3.2 Role of the Chair

3.2.1 The Chair is the Chair of the Trust. The Chair is not a member of the Council of Governors. Under the Regulatory Framework, the Chair presides at meetings of the Council of Governors and has a casting vote.

3.2.2 Where the Chair ceases to hold office, or where they has been unable to perform their duties as Chair owing to illness or any other cause, the Deputy Chair (a Non-Executive Director appointed by the Council of Governors) shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be. References to the Chair in these Standing Orders shall, so long as there is no Chair able to perform their duties, be taken to include references to the Deputy Chair.

4 MEETINGS OF THE COUNCIL OF GOVERNORS

4.1 Meetings held in Public

4.1.1 Ordinary meetings of the Council of Governors shall be held at such times and places as the Chair may determine. At least 4 meetings will be held each year. One such meeting shall be the Annual Members Meeting. Meetings will normally be held in public. However, the Council may resolve to exclude the public where it wishes to discuss particular issues in private session.

4.1.2 The Council of Governors may resolve to exclude members of the public from any meeting or part of a meeting on the grounds that it considers that publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or there are special reasons stated in the resolution and arising from the nature of the business of the proceedings. A Governor of the Trust or a member of a working group or a committee shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the meeting which may take place on such reports or papers.

- 4.1.3 The Chair may exclude any member of the public from the meeting of the Council if they consider that they are interfering with or preventing any conduct of the meeting.
- 4.1.4 The Council may invite the Chief Executive, and other appropriate Directors, to attend any meeting of the Council to enable Governors to raise questions about the Trust's affairs.

4.2 **Calling Meetings**

Notwithstanding the above paragraph, the Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by a majority of the Governors, or if without so refusing the Chair does not call a meeting within fourteen days after requisition to do so, then the Governors may forthwith call a meeting provided they have been requisitioned to do so by more than 50% of their members.

4.3 **Notice of Meetings**

- 4.3.1 Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an Officer authorised by the Chair to sign on his/her behalf shall be delivered to every Governor, either by post to the usual place of residence of such Governor, or sent by electronic email to any email address notified to the Trust by such a Governor, so as to be available to them at least five clear days before the meeting.
- 4.3.2 Notwithstanding the above requirement for notice, the Chair may waive notice in case of emergencies or in the case of the need to conduct urgent business.
- 4.3.3 In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors calling the meeting and no business shall be transacted at the meeting other than that specified in the notice.
- 4.3.4 Failure to serve notice on more than three quarters of Governors will invalidate any meeting. A notice will be presumed to have been served 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.

4.4 **Setting the Agenda**

- 4.4.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council and shall be addressed prior to any other business being conducted.
- 4.4.2 In the case of a meeting called by the Chair, a Governor desiring a matter to be included on an agenda shall make their request in writing to the Chair at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.4.3 The Chair shall make arrangements to ensure that the final agenda and any supporting papers for the meeting, following the receipt of any

requests in accordance with 4.4.2 above, are delivered to every Governor, by email or by post to the usual place of residence of such Governor, so as to be available to them at least five clear days before the meeting.

4.5 Chair of Meeting

At any meeting of the Council of Governors, the Chair, if present, shall preside. If the Chair is absent from the meeting or the Council of Governors is meeting to appoint or remove the Chair or decide their remuneration and allowances and other terms and conditions of office, the Deputy Chair shall preside. Otherwise, another Non-Executive Director shall preside.

4.6 Notices of Motions

4.6.1 A Governor of the Trust desiring to move or amend a Motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert this in the agenda for the meeting. All notices so received are subject to the notice given being permissible under the appropriate regulations. This paragraph shall not prevent any Motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to these Standing Orders.

4.6.2 A Motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

4.6.3 Notice of Motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Governors who gave it and also the signature of four other Governors. When any such Motion has been disposed of by the Council it shall not be competent for any Governor, other than the Chair, to propose a Motion to the same effect within six months; however the Chair may do so if they consider it appropriate.

4.6.4 The mover of a Motion shall have a right of reply at the close of any discussion on the Motion or any amendment thereto.

4.6.5 When a Motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

- (a) An amendment to the Motion.
- (b) The adjournment of the discussion or the meeting.
- (c) The appointment of an ad hoc committee to deal with a specific item of business.
- (d) That the meeting proceed to the next business.
- (e) That the Motion be now put.

Such a Motion, if seconded, shall be disposed of before the Motion, which was originally under discussion or about to be discussed. No amendment

to the Motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the Motion.

In the case of Motions under (d) and (e), to ensure objectivity, Motions may only be put by a Governor who has not previously taken part in the debate.

4.7 Chair's Ruling

Statements of Governors made at meetings of the Council shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.8 Voting

4.8.1 Decisions at meetings shall be determined by a majority of the votes of the Governors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.

4.8.2 All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.

4.8.3 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.

4.8.4 If a Governor so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

4.8.5 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

4.8.6 A Governor who is a member of the Public Constituency may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Trust Secretary of the particulars of their qualification to vote as a member of the Trust and that they are not prevented from being a member of the Trust. A Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Governor's Council and every agenda for meetings of the Council of Governors shall draw this to the attention of the Governors.

4.9 Suspension of Standing Orders

4.9.1 Except where this would contravene any statutory provision or a direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of members of the Council are present and that a majority of those present vote in favour of suspension.

4.9.2 A decision to suspend standing orders shall be recorded in the minutes of the meeting.

- 4.9.3 A separate record of matters discussed during the suspension of standing orders shall be made and shall be available to the Directors.
- 4.9.4 No formal business may be transacted while standing orders are suspended.
- 4.9.5 The Trust's Audit Committee shall review every decision to suspend standing orders.

4.10 Variation and Amendment of Standing Orders

These Standing Orders shall be amended only if:

The amendment is approved by a simple majority of both the Board of Directors and the Council of Governors.

4.11 Record of Attendance

The names of the Governors present at the meeting shall be recorded in the minutes along with the Chair and invited attendees.

4.12 Minutes

- 4.12.1 The minutes of the proceedings of the meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.
- 4.12.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.12.3 Minutes shall be circulated in accordance with the Governors' wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of these Standing Orders.

4.13 Quorum

- 4.13.1 No business shall be transacted at a meeting of the Council of Governors unless at least one-third of all the members, at least five of which are elected Governors, of the Council of Governors are present.
- 4.13.2 If a Governor has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

- 5.1 Emergency Powers - The powers which the Council of Governors has retained to itself within these Standing Orders may in an emergency be exercised by the Chair

after having consulted at least five elected Governors. The exercise of such powers by the Chair shall be reported to the next formal meeting of the Council for ratification.

- 5.2 Delegation of functions – The Council of Governors may delegate duties to an individual Governor but only under a clear remit approved by the Council. The Council of Governors may appoint working groups of the Council of Governors consisting wholly or partly of members of the Trust (whether or not they include Governors of the Trust) or wholly of persons who are not members of the Trust (whether or not they include Governors of the Trust). The Council of Governors may not delegate any of its powers to a working group but working groups may act in an advisory capacity to assist the Council of Governors in carrying out its functions.
- 5.3 The Nominations and Remuneration Committee shall exercise the functions set out in its Terms of Reference on behalf of the Council.
- 5.4 If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Council for action or ratification. All members of the Council have a duty to disclose any non-compliance with these Standing Orders to the Secretary as soon as possible.

6 CONFIDENTIALITY

- 6.1 A member of the Council of Governors shall not disclose a matter dealt with by, or brought before, the Council of Governors under Clause 4.1.2 above without the permission of the Chair and the Council of Governors.
- 6.2 Members of the Nominations and Remuneration Committee shall not disclose any matter dealt with by the Nominations and Remunerations Committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or Nominations and Remunerations Committee resolves that it is confidential.

7 DECLARATION OF INTERESTS AND REGISTER OF INTERESTS

- 7.1 Declaration of Interests
- 7.1.1 Governors are required to comply with the Trust's Standards of Business Conduct and to declare interests that are relevant and material to the Council of Governors. All Governors should declare such interests on appointment and on any subsequent occasion that a conflict arises.
- 7.1.2 Interests regarded as "relevant and material" include any of the following, held by a Governor, or the spouse, partner, parent or child of a Governor:
- (a) Directorships, including non-executive directorships, held in private companies or PLCs (with the exception of those of dormant companies).
 - (b) Ownership or part-ownership of or employment with private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.

- (c) Significant share holdings (more than 5%) in organisations likely or possibly seeking to do business with the NHS.
 - (d) A position of authority in a charity or voluntary organisation in the field of health and social care.
 - (e) Any connection with a voluntary or other organisation contracting for NHS services.
- 7.1.3 If a Governor has any doubt about the relevance of an interest, they should discuss it with the Chair who shall advise them whether or not to disclose the interest.
- 7.1.4 At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes and entered on a register of interests to be maintained by the Trust Secretary. Any changes in interests should be declared at the next Council of Governors meeting following the change occurring.
- 7.1.5 Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report.
- 7.1.6 During the course of a Council of Governors meeting, if a conflict of interest is established, the Governor concerned shall, unless two thirds of those Governors present agree, otherwise withdraw from the meeting and play no part in the relevant discussion or decision.
- 7.1.7 There is no requirement for the interests of Governors' spouses or partners to be declared except where the Governor is cohabiting with their spouse or partner, whereby any interest of a spouse or partner in a contract shall be declared.

7.2 Register of Interests

- 7.2.1 The Trust Secretary will ensure that a register of interests is established to record formally declarations of interests of Governors.
- 7.2.2 Details of the Register will be kept up to date and reviewed annually.
- 7.2.3 The Register will be available to the public.

7.3 Voting

- 7.3.1 Every question at a meeting shall be determined by a majority of the votes of the Chair of the meeting and the Governors present and voting on the question and, in the case of any equality of votes, the Chair or person presiding shall have a second or casting vote.
- 7.3.2 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A secret paper ballot may also be used if a majority of the Governors present so request.

- 7.3.3 If at least one third of the Governors present so request, the voting (other than by secret paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 7.3.4 If a Governor so requests their vote shall be recorded by name upon any vote (other than by secret paper ballot).
- 7.3.5 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

8 COMPLIANCE - OTHER MATTERS

- 8.1 All Governors shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the Trust.
- 8.2 All Governors of the Trust shall comply with standing financial instructions prepared by the Director of Finance and approved by the Board of Directors for the guidance of all staff employed by the Trust.
- 8.3 All Governors must behave in accordance with the seven Nolan principles of behaviour in Public Life (and the Trust's Code of Conduct for Governors as amended from time to time):
 - 8.3.1 Selflessness;
 - 8.3.2 Integrity;
 - 8.3.3 Objectivity;
 - 8.3.4 Accountability;
 - 8.3.5 Openness;
 - 8.3.6 Honesty; and
 - 8.3.7 Leadership

9 RESOLUTION OF DISPUTES WITH BOARD OF DIRECTORS

- 9.1 Should a dispute arise between the Council of Governors and the Board of Directors, then the disputes resolution procedure set out below shall be followed.
- 9.2 The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.
- 9.3 Failing resolution under 9.2 above, then the Board of Directors or the Council of Governors, as appropriate, shall at its next formal meeting approve the precise wording of a disputes statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 9.4 The Chair shall ensure that the disputes statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board of Directors or Council of Governors as appropriate.

That meeting shall agree the precise wording of a response to the disputes statement.

- 9.5 The Chair or Deputy Chair (if the dispute involves the Chair) shall immediately or as soon as is practical, communicate the outcome to the other party and deliver the written response to the disputes statement. If the matter remains unresolved or only partially resolved, then the procedure outlined above shall be repeated.
- 9.6 If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair) and following the further discussions prescribed in 9.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council of Governors and Board of Directors accordingly.
- 9.7 On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 9.8 On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.
- 9.9 Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing NHS England that, in the Council of Governor's opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the Trust is not meeting the terms of its authorisation.

10 **COUNCIL PERFORMANCE**

The Chair shall, at least annually, lead an effectiveness assessment process for the Council of Governors to enable it to review its roles, structure and composition, and procedures, taking into account emerging best practice.

11 **CHANGES TO STANDING ORDERS**

- 11.1 For the avoidance of doubt, future amendments to these standing orders are to be regarded as a change to the Constitution.
- 11.2 These standing orders shall be reviewed at least every three years, and more often if there are changes in the regulatory framework.

ANNEX 8 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

1	INTERPRETATION.....	63
2	GENERAL INFORMATION.....	63
3	COMPOSITION OF THE BOARD.....	64
4	MEETINGS OF THE BOARD OF DIRECTORS.....	65
5	ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION.....	69
6	COMMITTEES.....	70
7	DECLARATION OF INTERESTS AND REGISTER OF INTERESTS.....	72
8	DISABILITY OF DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST.....	74
9	COMPLIANCE - OTHER MATTERS.....	75
10	RESOLUTION OF DISPUTES WITH COUNCIL OF GOVERNORS.....	75
11	NOTIFICATION TO NHS ENGLAND AND COUNCIL OF GOVERNORS.....	76
12	BOARD OF DIRECTORS PERFORMANCE.....	76
13	CHANGES TO BOARD STANDING ORDERS.....	76
14	CUSTODY OF SEAL AND SEALING OF DOCUMENTS.....	77
15	SIGNATURE OF DOCUMENTS.....	77

1 INTERPRETATION

1.1 Save as permitted by law, the Chair of the Trust shall be the final authority on the interpretation of standing orders (on which they shall be advised by the Chief Executive and Trust Secretary).

1.2 Any expression to which a meaning is given in the 2006 Act shall have the same meaning in this interpretation and in addition:

“**Board of Directors**” shall mean the Chair and Non-Executive Directors, appointed by the Council of Governors and the Executive Directors appointed by the Appointments Committee of the Board.

“**Chief Executive**” shall mean the Chief Officer of the Trust.

“**Committee**” shall mean a committee appointed by the Board of Directors.

“**Director**” shall mean a person appointed to the Board of Directors in accordance with the Trust’s Constitution and includes the Chair.

“**Motion**” means a formal proposition to be discussed and voted on during the course of a meeting.

2 GENERAL INFORMATION

2.1 The purpose of the Board of Directors standing orders is to ensure that the highest standards of Corporate Governance are achieved in the Board and throughout the organisation. The Board shall at all times seek to comply with the Trust's Code of Conduct for Directors.

- 2.2 All business shall be conducted in the name of the Trust.
- 2.3 The Directors shall appoint trustees to administer separately charitable funds received by the Trust and for which they are accountable to the Charity Commission.
- 2.4 A Director, or Officer of the Trust, who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her functions as a Director or Officer, save where the Director or Officer has acted recklessly. On behalf of the Directors and Officers, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

3 COMPOSITION OF THE BOARD

- 3.1 The composition of the Board shall be as set out in the Trust's Constitution.
- 3.2 The number of Directors may be increased by the Board, provided always that at least half the Board, excluding the Chair, comprises Non-Executive Directors.
- 3.3 **Appointment and Removal of the Chair and Non-Executive Directors** - The Chair and Non-Executive Directors are appointed/removed by the Council of Governors in accordance with the Trust's Constitution.
- 3.4 **Appointment and Removal of the Executive Directors** – The Appointments Committee of the Board of Directors (excluding the Chief Executive) shall appoint the Chief Executive (which appointment shall be approved by the Council of Governors). The Appointments Committee of the Board of Directors (inclusive of the Chief Executive) shall appoint or remove the other Executive Directors.
- 3.5 **Appointment and Removal of Deputy Chair** – For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Council of Governors of the Trust will appoint one of the Non-Executive Directors to be the Deputy Chair.
- 3.6 **Powers of Deputy Chair** - Where the Chair of the Trust has died or has otherwise ceased to hold office or where they have been unable to perform their duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair shall, so long as there is no Chair able to perform their duties, be taken to include references to the Deputy Chair or otherwise to the Non-Executive Director appointed by the Board to preside for the time being over its meetings.
- 3.7 **Joint Directors** - Where more than one person is appointed jointly to a post in the Trust which qualifies the holder for executive directorship or in relation to which an Executive Director is to be appointed, those persons shall become appointed as an Executive Director jointly and shall count as one person.
- 3.8 **Appointment and Powers of Senior Independent Director** - Subject to the standing orders the Chair (in consultation with the Non-Executive Directors and the Council of Governors) may appoint any Director, who is also a Non-Executive Director, to be the Senior Independent Director, for such period, not exceeding the remainder of their term as a Director, as they may specify on appointing them. The Senior Independent Director shall perform the role set out in the Trust's "Senior Independent Director Job Description", as amended from time to time by resolution of the Board of Directors.

- 3.9 Any Director so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chair. The Chair (in consultation with the Non-Executive Directors and the Council of Governors) may thereupon appoint another Member of the Board of Directors as Senior Independent Director in accordance with the provisions of the Standing Orders.
- 3.10 The posts and duties of the Deputy Chair and Senior Independent Director will not be combined. This decision may be reviewed at any time by the Board of Directors, in consultation with the Council of Governors.
- 3.11 The role of the Senior Independent Director will include acting as a conduit for concerns to be raised by Governors if the usual mechanisms of contact and discussion have been exhausted and, subject to the agreement of the Council of Governors, making arrangements for the annual evaluation of the performance of the Chair. The process to achieve this evaluation and its outcome will be agreed with and reported to the Council of Governors.
- 3.12 Non-Executive Directors may seek external advice or appoint an external advisor on any material matter of concern provided the decision to do so is a collective one by the majority of non-executive Directors.

4 MEETINGS OF THE BOARD OF DIRECTORS

4.1 Meetings Held in Public

- 4.1.1 Ordinary meetings of the Board of Directors shall be held in public at such times and places as the Board of Directors may determine. If, for any reason, the Board of Directors agrees that all or any part of a meeting is to be held in private, the public and representatives of the press will be required to withdraw upon the Board of Directors resolving as follows:

“That representatives of the press and other members of the public be excluded from the meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest.”

- 4.1.2 The Chair may exclude any member of the public from the meeting of the Board of Directors if they consider that they are interfering with or preventing proper conduct of the meeting.
- 4.1.3 Meetings of the Board of Directors shall be held at least six times each year at times and places that the Board of Directors may determine.
- 4.1.4 The Board of Directors shall arrange, with the Council of Governors an Annual Members Meeting to be held within 9 months of the end of each financial year.

4.2 Calling Meetings

The Chair may call a meeting of the Board of Directors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Directors, has been presented to him/her, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to him/her, at the Trust’s Head Office, such one third or more Directors may forthwith call a meeting.

4.3 **Notice of Meetings**

- 4.3.1 Notice of a meeting of the Board of Directors, shall be delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him/her at least five clear days before the meeting. Lack of service of the notice on any Director shall not affect the validity of a meeting, subject to paragraph 4.3.4 below.
- 4.3.2 Notwithstanding the above requirement for notice, the Chair may waive notice in the case of emergencies or in the case of the need to conduct urgent business.
- 4.3.3 In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.
- 4.3.4 Subject to paragraph 4.3.2, failure to serve such a notice on more than three Directors will invalidate the meeting. A notice will be presumed to have been served 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.

4.4 **Setting the Agenda**

- 4.4.1 The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Board of Directors and shall be addressed prior to any other business being conducted.
- 4.4.2 In the case of a meeting called by the Chair, a Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 15 clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

4.5 **Chair of Meeting**

At any meeting of the Board of Directors, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair appointed by the Council of Governors to take on the Chair's duties shall preside. Otherwise, such Non-Executive Director as the Directors present shall choose shall preside.

4.6 **Notices of Motions**

- 4.6.1 A Director desiring to move or amend a Motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any Motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to paragraph 4.3.3 above.
- 4.6.2 A Motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

- 4.6.3 Notice of Motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Directors who gave it and also the signature of four other Directors. When any such Motion has been disposed of by the Board of Directors it shall not be competent for any Director, other than the Chair, to propose a Motion to the same effect within six months; however the Chair may do so if they consider it appropriate.
- 4.6.4 The mover of a Motion shall have a right of reply at the close of any discussion on the Motion or any amendment thereto.
- 4.6.5 When a Motion is under discussion or immediately prior to discussion it shall be open to a Director to move:
- (a) An amendment to the Motion.
 - (b) The adjournment of the discussion or the meeting.
 - (c) The appointment of an ad hoc committee to deal with a specific item of business.
 - (d) That the meeting proceed to the next business.
 - (e) That the Motion be now put.

Such a Motion, if seconded, shall be disposed of before the Motion, which was originally under discussion or about to be discussed. No amendment to the Motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the Motion.

In the case of Motions under (d) and (e), to ensure objectivity, Motions may only be put by a Director who has not previously taken part in the debate.

4.7 **Chair's Ruling**

Statements of Directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.8 **Voting**

- 4.8.1 Decisions at meetings shall be determined by a majority of the votes of the Directors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.
- 4.8.2 All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.
- 4.8.3 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.

- 4.8.4 If a Director so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.8.5 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.8.6 An Officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

4.9 Joint Directors

Where an Executive Director post is shared by more than one person:

- (a) Each person shall be entitled to attend meetings of the Board of Directors;
- (b) In the case of agreement between them, they shall be eligible to have one vote between them;
- (c) In the case of disagreement between them, no vote should be cast;
- (d) The presence of those persons shall count as one person.

4.10 Suspension of standing orders

- 4.10.1 4.Except where this would contravene any statutory provision or direction made by the Secretary of State, any one or more of these standing orders may be suspended at any meeting, provided that at least two-thirds of the Board of Directors are present, including two Executive Directors and two Non-Executive Directors, and that a majority of those present vote in favour of suspension.
- 4.10.2 4.A decision to suspend standing orders shall be recorded in the minutes of the meeting.
- 4.10.3 4.A separate record of matters discussed during the suspension of standing orders shall be made and shall be available to the Directors.
- 4.10.4 4.No formal business may be transacted while standing orders are suspended.
- 4.10.5 4.The Audit Committee shall review every decision to suspend standing orders.

4.11 Variation and Amendment of Standing Orders

These standing orders shall be amended only if:

- 4.11.1 The amendment is approved by a simple majority of both the Board of Directors and the Council of Governors; and

4.11.2 The amendment is approved by Regulator.

4.12 **Record of Attendance**

The names of the Directors present at the meeting shall be recorded in the minutes.

4.13 **Minutes**

4.13.1 The minutes of the proceedings of a meeting shall be drawn up and maintained as a permanent record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.

4.13.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.13.3 Minutes shall be circulated in accordance with the Directors' wishes. The minutes of any public meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of the Standing Orders.

4.13.4 Before holding a meeting, the Board of Directors shall send a copy of the agenda of the meeting to the Council of Governors and shall, as soon as practicable after holding the meeting, send a copy of the minutes of the meeting to the Council of Governors.

4.14 **Quorum**

4.14.1 No business shall be transacted at a meeting of the Board of Directors unless at least half of the Board of Directors are present including at least two Executive Directors (one of which must be the CEO or Deputy CEO) and two Non-Executive Directors (not including the Chair or Deputy Chair).

4.14.2 A director may join a meeting by electronic means with the Chair's permission. They may count towards the quorum and is entitled to vote if the requirement for their voice to be heard by the other directors present (and vice versa) is met.

4.14.3 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

4.14.4 If a Director has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest, they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5 **ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION**

5.1 The Board of Directors may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee of Directors, or by a

Director or an Officer of the Trust in each case subject to such restrictions and conditions as the Board of Directors thinks fit.

- 5.2 **Emergency Powers** - The powers which the Board of Directors has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board of Directors for ratification.
- 5.3 **Delegation to Committees** - The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by committees or sub-committees of Directors, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board of Directors.
- 5.4 **Delegation to Officers** - Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to one of its Committees shall be exercised on behalf of the Board of Directors by the Chief Executive. They shall determine which functions they will perform personally and shall nominate Officers to undertake remaining functions but still retain an accountability for these to the Board of Directors.
- 5.5 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals that shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board of Directors as indicated above.
- 5.6 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors to provide information and advise the Board of Directors in accordance with any statutory requirements.
- 5.7 The arrangements made by the Board of Directors as set out in the Schedule of Matters reserved to the Board of Directors and Scheme of Delegation shall have effect as if incorporated in these Standing Orders.
- 5.8 **Overriding Standing Orders** – If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board of Directors for action or ratification. All Directors and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive or Chair of the Audit Committee as soon as possible.

6 **COMMITTEES**

6.1 **Appointment of Committees**

- 6.1.1 The Board of Directors may appoint other committees of the Board of Directors subject to 5.1 and 5.3, consisting wholly or partly of Directors of the Trust. This may include the appointment of Committees in Common and Joint Committees with other NHS organisations
- 6.1.2 A committee so appointed may appoint sub-committees consisting wholly or partly of members of the committee but consisting of at least one Director.

- 6.1.3 The standing orders of the Board of Directors, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Board of Directors.
- 6.1.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors) as the Board of Directors shall decide from time to time following reviews of the terms of reference, powers and conditions. Such terms of reference shall have effect as if incorporated into these Standing Orders.
- 6.1.5 Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Board of Directors.
- 6.1.6 The Board of Directors shall approve the appointments to each of the committees that it has formally constituted. Where the Board of Directors determines that persons, who are neither Directors nor Officers, shall be appointed to a committee, the terms of such appointment shall be determined by the Board of Directors.
- 6.1.7 Where the Trust is required to appoint persons to a committee, which is to operate independently of the Trust, such appointment shall be approved by the Board of Directors.

6.2 **Committees established by the Board of Directors**

The Board of Directors may establish committees. These will include:

6.2.1 **Audit Committee**

In line with legislation and the Code of Governance, the Board of Directors will establish and constitute an Audit Committee to provide the Board of Directors with an independent and objective review of its financial and internal control systems, financial information and compliance with laws, guidance, and regulations governing the NHS. The terms of reference will be approved by the Board of Directors and reviewed on an annual basis.

The Audit Committee will be composed of a minimum of three independent Non-Executive Directors, of which one must have significant, recent and relevant financial experience.

6.2.2 **Remuneration and Terms of Service Committee**

A Remuneration and Terms of Service Committee will be established and constituted by the Board of Directors, comprised of a minimum of three independent Non-Executive Directors. The terms of reference of the Committee will be approved by the Board of Directors and reviewed on an annual basis.

The purpose of the Committee will be to decide on the appropriate remuneration, allowances, and terms of and conditions of service for the Chief Executive and other Executive Directors including:

- (a) all aspects of salary (including any performance-related elements/bonuses);

- (b) provisions for other benefits, including pensions and cars; and
- (c) arrangements for termination of employment and other contractual terms.

The Committee may also recommend and monitor the level and structure of remuneration for senior management.

6.2.3 **Trust and Charitable Funds Committee**

In line with its role as a corporate trustee for any funds held in trust, either as charitable or non-charitable funds, the Board of Directors may establish a Trust and Charitable Funds Committee to administer those funds in accordance with any statutory or other legal requirements or best practice required by the Charities Commission.

6.2.4 **Appointments Committee**

The Board of Directors shall appoint from time to time an Appointments Committee comprised of the Chair, the other Non-Executive Directors and the Chief Executive. The purpose of the Appointments Committee shall be to appoint the Executive Directors other than the Chief Executive.

6.2.5 **Other Committees**

The Board of Directors may also establish such other committees as required to discharge its responsibilities, for example a Finance and Investment Committee.

6.3 **Confidentiality**

- 6.3.1 A member of the Board of Directors shall not disclose a matter dealt with by, or brought before, the Board of Directors without its permission.
- 6.3.2 A member of a committee of the Board of Directors shall not disclose any matter dealt with by, or brought before, the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.
- 6.3.3 Guidance may be sought from the Trust's Freedom of Information Lead to ensure correct procedure is followed on matters to be included in the exclusion.

7 **DECLARATION OF INTERESTS AND REGISTER OF INTERESTS**

7.1 **Declaration of Interests**

- 7.1.1 Directors are required to comply with the Trust's Standards of Business Conduct and to declare interests that are relevant and material to the Board of Directors. All Directors should declare such interests on appointment and on any subsequent occasion that a conflict arises.
- 7.1.2 Interests regarded as "relevant and material" include any of the following, held by a Director, or the spouse, partner, parent or child of a Director:

- (a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
 - (b) Ownership or part-ownership of or employment with private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
 - (c) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
 - (d) A position of authority in a charity or voluntary organisation in the field of health and social care.
 - (e) Any connection with a voluntary or other organisation contracting for NHS services.
- 7.1.3 If Directors have any doubt about the relevance of an interest, this should be discussed with the Chair.
- 7.1.4 At the time Directors' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board of Directors meeting following the change occurring.
- 7.1.5 Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Board of Directors' annual report. The information should be kept up to date for inclusion in succeeding annual reports.
- 7.1.6 During the course of a Board of Directors meeting, if a conflict of interest is established in accordance with this Standing Order, the Director concerned should, unless two thirds of the Directors present agree (including two Executive and two Non-Executive Directors), withdraw from the meeting and play no part in the relevant discussion or decision. If the Director remains present at the meeting on the agreement of two thirds of those Directors present, they shall not be entitled to vote on the issue in respect of which the conflict of interest has been established and may be requested with withdraw from the meeting at the Chair's discretion.

7.2 Register of Interests

- 7.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Directors. In particular the Register will include details of all directorships and other relevant and material interests that have been declared by both Executive and Non-Executive Directors.
- 7.2.2 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.
- 7.2.3 The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

8 **DISABILITY OF DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST**

- 8.1 Subject to the following provisions of this Standing Order, if the Chair or a Director of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board of Directors at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- 8.2 The Board of Directors shall exclude the Chair or a Director from a meeting of the Board of Directors while any contract, proposed contract or other matter in which they have a pecuniary interest, is under consideration.
- 8.3 The Board of Directors, as it may think fit, may remove any disability imposed by this Standing Order in any case in which it appears to the Board of Directors that, in the interests of the National Health Service, the disability shall be removed. Such action shall have the support of at least two-thirds of the Directors present at the meeting (including two Executive and two Non-Executive Directors).
- 8.4 Any remuneration, compensation or allowances payable to a Director of the Trust by virtue of paragraph 11 of Schedule 4 of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this Standing Order.
- 8.5 For the purpose of this Standing Order the Chair or a Director shall be treated, subject to paragraphs 8.3 and 8.6, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
- (a) They, or their nominee is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
 - (b) They are a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; and
 - (c) In the case of persons living together the interest of one partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.
- 8.6 The Chair or a Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- 8.7 Of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
- 8.8 Of an interest in any company, body or person with which they are connected as mentioned above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 8.9 Where the Chair or a Director:

- (a) Has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
- (b) The total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and;
- (c) If the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class.

This Standing order shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to their duty to disclose their interest.

This Standing Order applies to a committee or sub-committee of the Board of Directors as it applies to the Board of Directors and applies to any member of any such committee or sub-committee (whether or they are also a Director of the Trust) as it applies to a Director of the Trust.

9 COMPLIANCE - OTHER MATTERS

- 9.1 All Directors of the Trust shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the Trust.
- 9.2 All Directors of the Trust shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board of Directors.
- 9.3 All Directors must behave in accordance with the seven Nolan principles of behaviour in Public Life (and the Trust's Code of Conduct for Directors as amended from time to time):
 - 9.3.1 Selflessness;
 - 9.3.2 Integrity;
 - 9.3.3 Objectivity;
 - 9.3.4 Accountability;
 - 9.3.5 Openness;
 - 9.3.6 Honesty; and
 - 9.3.7 Leadership.

10 RESOLUTION OF DISPUTES WITH COUNCIL OF GOVERNORS

- 10.1 Should a dispute arise between the Board of Directors and the Council of Governors, then the disputes resolution procedure set out below shall be followed.
- 10.2 The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.

- 10.3 Failing resolution under 10.2 above, then the Board of Directors or the Council of Governors, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 10.4 The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board of Directors or Council of Governors as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.
- 10.5 The Chair or Deputy Chair (if the dispute involves the Chair) shall immediately or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved, then the procedure outlined in 10.2 above shall be repeated.
- 10.6 If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair) and following the further discussions prescribed in 10.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council of Governors and Board of Directors accordingly.
- 10.7 On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 10.8 On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.
- 10.9 Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing the Monitor that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the Trust is not meeting the terms of its authorisation.

11 NOTIFICATION TO NHS ENGLAND AND COUNCIL OF GOVERNORS

The Board of Directors shall notify NHS England and the Council of Governors of any major changes in the circumstances of the Trust, which have made or could lead to a substantial change to its financial well-being, healthcare delivery performance, or reputation and standing or which might otherwise affect the Trust's compliance with the terms of its authorisation.

12 BOARD OF DIRECTORS PERFORMANCE

The Chair shall, at least annually, lead a performance assessment process for the Board of Directors. This process should act as the basis for determining individual and collective professional development programs for Directors.

13 CHANGES TO BOARD STANDING ORDERS

For the sake of clarity, future amendments to these Standing Orders by the Board of Directors are to be regarded as a change to the Trust's Constitution.

14 CUSTODY OF SEAL AND SEALING OF DOCUMENTS

- 14.1 **Custody of Seal** - the Common Seal of the Trust shall be kept by the Trust Secretary in a secure place.
- 14.2 **Sealing of Documents** - where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two Directors, not from the originating department, and shall be attested by them. A report of all sealings shall be made to the Board of Directors at least quarterly.
- 14.3 **Register of Sealing** – the Secretary shall keep a register in which they, or another manager of the Trust authorised by them, shall enter a record of the sealing of every document.

15 SIGNATURE OF DOCUMENTS

- 15.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive or their nominated deputy, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.
- 15.2 In land transactions, the signing of certain supporting documents will be delegated to Managers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed), which may only be signed by the Chief Executive or their nominated deputy with a second Director as in the Standing Orders for documents requiring sealing.

ANNEX 9 - MEMBERS - FURTHER PROVISIONS

1 Disqualification from Membership

- 1.1 A person may not become a member of the Trust if within the last five years;
- (a) They have received a red card under the Trust's procedure for care of patients who are violent or abusive; or
 - (b) They have been involved as a perpetrator in a serious incident of violence at any of the Trust's Teaching Hospitals or facilities or against any of the Trust's employees or other persons who exercise functions for the purposes of the Trust, or against volunteers.
- 1.2 A person may not become or continue as a member of the Trust if they are or have been the subject of a sexual offences prevention order, a foreign travel order or a risk of sexual harm order made under the provisions of the Sexual Offences Act 2003.
- 1.3 A person may not become a member of the Trust if they are under 12 years of age.
- 1.4 A person may not become or continue as a member of the Trust if they do not agree to comply with the Trust's aims and values.
- 1.5 Where the Trust is placed on notice that a member may be disqualified from membership, or may no longer be eligible to be a member, the Trust Secretary shall give the member 14 days written notice to show cause why their name should not be removed from the register of members. If such information is not supplied by the member within 14 days, the Trust Secretary may, if they consider it appropriate, remove the member from the register of members. In the event of any dispute the Trust Secretary shall refer the matter to the Council of Governors to determine.
- 1.6 All members of the Trust shall notify the Trust Secretary of any change in their particulars, which may affect their entitlement to be a member.

2 Termination of membership

- 2.1 A member shall cease to be a member if:
- (a) They die;
 - (b) They resign by notice to the Trust Secretary;
 - (c) They cease to be entitled under this Constitution to be a member of any of the Trust's constituencies;
 - (d) They are expelled under this Constitution;
 - (e) It appears to the Trust Secretary that they no longer wish to be a member of the Trust, and after enquiries made in accordance with a process approved by the Council of Governors, they fail to establish that they wish to continue to be a member of the Trust.

3 Expulsion

- 3.1 A member may be expelled by a resolution carried by the votes of two-thirds of the members of the Council of Governors present and voting at a meeting of the Council of Governors.

The following procedure is to be adopted:

- (a) Any member may complain in writing to the Trust Secretary that another member has acted in a way detrimental to the interests of the Trust.
 - (b) If a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's point of view is heard and may either:
 - (c) Dismiss the complaint and take no further action; or
 - (d) Arrange for a resolution to expel the member complained of to be considered at the next meeting of the Council of Governors.
- 3.2 If a resolution to expel a member is to be considered at a meeting of the Council of Governors, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.
- 3.3 At the meeting the Council of Governors will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.
- 3.4 If the member complained of fails to attend the meeting without due cause the meeting may proceed in their absence.
- 3.5 At the meeting the Council of Governors will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.
- 3.6 If the member complained of fails to attend the meeting without due cause the meeting may proceed in their absence.

4 Voting at Public Governor Elections

A person may not vote at a public governor election for an elected Governor unless within the specified period they have made a declaration in the specified form setting out the particulars of their qualification to vote as a member of the Public Constituency. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

5 Dispute Resolution Procedures

- 5.1 In the event of any dispute about the entitlement to membership the dispute shall be referred to the Trust Secretary who shall make a determination on the point in issue.
- 5.2 If the Member or applicant (as the case may be) is aggrieved at the decision of the Secretary he may appeal in writing within 14 days of the Trust Secretary's decision to the Council of Governors whose decision shall be final.

- 5.3 In the event of any dispute about the eligibility and disqualification of a Governor the dispute shall be referred to the Council of Governors whose decision shall be final.
- 5.4 In the event of dispute between the Council of Governors and the Board of Directors:
- 5.4.1 In the first instance the Chair on the advice of the Trust Secretary, and such other advice as the Chair may see fit to obtain, shall seek to resolve the dispute;
- 5.4.2 If the Chair is unable to resolve the dispute he or she shall refer the dispute to the Senior Independent Director; and
- 5.4.3 If the recommendations (if any) of the joint special committee are unsuccessful in resolving the dispute, the Chair may refer the dispute back to the Board of Directors who shall make the final decision.

6 Indemnity

- 6.1 Governors and Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Council of Governors or Board of Directors functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.
- 6.2 The Trust must make such arrangements as it considers appropriate for the provision of indemnity insurance or similar arrangement for the benefit of the Trust, Governors and Directors to meet all or any liabilities which are properly the liabilities of the Trust under the paragraph above.

ANNEX 10 – ANNUAL MEMBERS MEETING

1 Interpretation

Any expression to which a meaning is given in the National Health Service Act 2006 has the same meaning in this interpretation and in addition:

2 Annual Members' Meeting

2.1 The Trust is to hold an Annual Members Meeting within nine months of the end of each financial year. Members meetings may also be convened at other times in accordance with paragraph 2.5 below.

2.2 Members meetings are open to all members of the Trust, Governors, Directors, representatives of the Trust's financial auditor and members of the public.

2.3 All members meetings, including the Annual Members Meeting shall be convened by the Trust Secretary by order of the Council of Governors.

2.4 At the Annual Members Meeting:

(a) The Board of Directors shall present to members:

- (i) The annual accounts.
- (ii) Any report of the financial auditor.
- (iii) Any report of any other external auditor of the Trust's affairs.
- (iv) Forward planning information for the next financial year.

(b) The Council of Governors shall present to the members:

- (i) a report on steps taken to secure that (taken as a whole) the actual membership of its Public Constituency and of the classes of the Staff Constituency are representative of those eligible for such membership.
- (ii) The progress of the membership strategy.
- (iii) Any proposed changes to the policy for the composition of the Council of Governors and of the non-executive Directors.
- (iv) The results of the election and appointment of Governors and the appointment of non-executive Directors will be announced.

2.5 Notice of members meetings is to be given:

- (a) By notice to all members.
- (b) By notice prominently displayed By notice on the Trust's website, at least 14 clear days before the date of the meeting.
- (c) The notice must be given to the Council of Governors and the Board of Directors and to the financial auditor.

- (d) Give the time, date and place of the meeting; and
 - (e) Indicate the business to be dealt with at the meeting.
- 2.6 Before a members meeting can do business there must be a quorum present. Except where this Constitution says otherwise at least six members present.
- 2.7 The Trust may make arrangements for members to vote by post, or by using electronic communications.
- 2.8 It is the responsibility of the Council of Governors, the Chair of the meeting and the Trust Secretary to ensure that at members meetings:
- (a) The issues to be decided are clearly explained.
 - (b) Sufficient information is provided to members to enable rational discussion to take place.
- 2.9 The Chair, or in his absence the Deputy Chair, or in his absence one of the other non-executive Directors shall preside at all members' meetings of the Trust. If neither the Chair nor the Deputy Chair, nor any other non-executive Directors are present, the meeting shall stand adjourned. The Chair may exclude any member of the public from an Annual Members' Meeting if he is interfering with or preventing the reasonable conduct of the meeting.

3 Chair's Ruling

- 3.1 Statements made by any person at an Annual Members' Meeting shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.
- 3.2 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Governors determines. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.

4 Minutes

- 4.1 The Minutes of the proceedings of an Annual Members' Meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next Annual Members' Meeting where they will be signed by the person presiding at it.
- 4.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.3 The Minutes of an Annual Members' Meeting shall be made available to the public on the Trust's website.

5 **Voting**

Entitlement to Attend and Vote

- 5.1 Each member of the Trust shall be entitled to attend the Annual Members' Meeting and to exercise one vote on any resolution properly put to the meeting.
- 5.2 The entitlement to vote shall be limited to:
- (a) individuals who are entered on the register of members at the voting record date, as determined by the Trust; and
 - (b) members who satisfy the eligibility requirements set out in this Constitution and any applicable election rules.
 - (c) no person who is not a member of the Trust shall be entitled to vote at the Annual Members' Meeting.

Matters on Which Members May Vote

- 5.3 Members may vote at the Annual Members' Meeting on:
- (a) any resolution concerning amendments to the Constitution which affect the role or responsibilities of the Council of Governors, in accordance with Schedule 7 to the NHS Act 2006; and
 - (b) any other matter which the Chair determines is properly referred to the members for decision.
- 5.4 The presentation of the annual report, annual accounts and auditor's report shall not, of itself, require a vote unless a resolution is expressly proposed.

Method of Voting

- 5.5 The presentation of the annual report, annual accounts and auditor's report shall not, of itself, require a vote unless a resolution is expressly proposed.
- (a) A show of hands of members present;
 - (b) a poll of members present;
 - (c) postal voting;
 - (d) electronic or online voting, including real-time electronic voting at the meeting.
- 5.6 Where voting is conducted by electronic or postal means, the Trust shall take reasonable steps to ensure the security, secrecy and integrity of the voting process.

Conduct and Determination of Votes

- 5.7 Each eligible member shall have one vote only.
- 5.8 A resolution shall be carried if it receives a simple majority of the votes cast, unless a different majority is required by statute.

5.9 In the event of an equality of votes, the Chair of the meeting shall have a casting vote.

5.10 The Chair's declaration of the result of the vote shall be conclusive, and the result shall be recorded in the minutes of the meeting.

6 Suspension of Standing Orders

6.1 Except where this would contravene any statutory provision, any one or more of these standing orders may be suspended at an Annual Members' Meeting, provided that a majority of Members present vote in favour of suspension.

6.2 A decision to suspend the Standing Orders shall be recorded in the minutes of the meeting.

6.3 A separate record of matters discussed during the suspension of the standing orders shall be made and shall be available to the members.

6.4 No formal business may be transacted while the standing orders are suspended.

6.5 The Trust's Audit Committee shall review every decision to suspend the standing orders.

7 Variation and Amendment of Standing Orders

7.1 These standing orders may be amended in accordance with the provisions this Constitution.

8 Record of Attendance

8.1 The Secretary shall keep a record of the names of the members present at an Annual Members' Meeting.

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/71			
SUBJECT:	Proposal to extend the term of office of Dr Cliff Richards MBE as a Non-Executive Director to 31 March 2027			
DATE OF MEETING:	12 February 2026			
ACTION REQUIRED:	Approval			
AUTHOR(S):	John Culshaw, Company Secretary			
LINK TO STRATEGIC OBJECTIVE	All			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>This paper seeks approval from the Council of Governors, following the recommendation of the Governors' Nominations and Remuneration Committee at its meeting on 3 February 2026, to extend the term of office of Dr Cliff Richards MBE as a Non-Executive Director (NED) to 31 March 2027.</p> <p>The proposal aims to ensure continuity on the Board as the newly appointed Chair, Andy Carter, takes up post from 1 April 2026, and to avoid the simultaneous loss of the Trust's Deputy Chair at the point a new Chair commences. In addition, Dr Richards brings significant community healthcare leadership experience as a long-standing GP in the local area and former Chair of Halton CCG which remains highly relevant as the Trust continues its integration activities with community services and system partners.</p> <p>The Code of Governance for NHS provider trusts expects any extension beyond six years to be subject to rigorous review and clearly justified. The proposed extension would bring Dr Richards' total service from 10 June 2019 to 31 March 2027 (approximately 7 years and 9 months), which remains within the nine-year maximum set out in the Code.</p>			

	<p>The Governors' Nominations and Remuneration Committee met on 3 February 2026 to consider the proposal. After careful review of the paper, and drawing on its observations and experience of Dr Cliff Richards' consistently high-quality performance as a Non-Executive Director, the Committee agreed to recommend the extension to the Council of Governors for approval at its meeting on 12 February 2026.</p>		
PURPOSE: (please select as appropriate)	<p>Approval ✓</p>	To note	Decision
RECOMMENDATION:	<p>The Governors' Nominations and Remuneration Committee recommends that the Council of Governors:</p> <ul style="list-style-type: none"> • Approve the extension of the term of office for Dr Cliff Richards MBE for a third term, effective from 1 April 2026 to 31 March 2027. 		
PREVIOUSLY CONSIDERED BY:	Committee	Governors Nominations and Remuneration Committee	
	Agenda Ref.	GNARC/26/01/02	
	Date of meeting	3 February 2026	
	Summary of Outcome	To recommend for approval by the Council of Governors	
NEXT STEPS: <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	Share with Council of Governors		
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full		
FOIA EXEMPTIONS APPLIED: (if relevant)	None		

COUNCIL OF GOVERNORS

SUBJECT	Proposal to extend the term of office of Dr Cliff Richards MBE as a Non-Executive Director to 31 March 2027	AGENDA REF:	COG/26/02/71
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1. BACKGROUND/CONTEXT

Non-Executive Directors within the NHS play a critical role in providing independent oversight, strategic direction, and accountability to ensure the organisation meets its statutory obligations and delivers on its commitment to patient care.

Dr Cliff Richards, MBE was appointed to the Board of WHH on 10 June 2019, for an initial term of 3 years and was appointed for a second 3 year term from 10 June 2022 with a further extension to his term agreed in May 2025, effective from 10 June 2025 – 31 March 2026. In November 2022, Cliff was appointed as Deputy Chair of the Trust.

Warrington and Halton Teaching Hospitals NHS Foundation Trust (WHH) and Bridgewater Community Healthcare NHS Foundation Trust (BCH) continue to progress the planned integration of the two organisations from 1 April 2026.

In October 2025, the Trust appointed Andy Carter as Chair, with his tenure scheduled to begin on 1 April 2026, as the Chair of the enlarged organisation.

The [Code of Governance \(Length of Service - section 4.3\)](#) for NHS Provider Trusts states that Chairs or Non-executive Directors should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review.

Therefore, based on the Code of Governance, the proposed extension of Cliff to 31 March 2027, should be subject to this review. This report outlines the rationale for extending Cliff's term, emphasising the need for continuity in leadership, expertise, and oversight during a period of significant challenge and transformation for the Trust.

Under the Terms of Reference, the Governors' Nominations and Remuneration Committee is responsible:

"...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."

In November 2025, all Trusts across the North West region received a letter from Regional Director Louise Shepherd CBE, reminding organisations of the governance requirements relating to the length of service for Chairs and Non-Executive Directors. The letter reiterated that any term extending beyond six years must be subject to a rigorous review, with extensions toward the nine-year limit permitted only in exceptional circumstances. It also

provided a link to the NHS England proforma, which sets out the framework for assessing and documenting requests to extend the tenure of Chairs or NEDs who have served more than six years.

The proforma makes clear that extensions beyond six years require formal consideration and permission for the following roles:

Consideration of cases to extend beyond 6 years apply to:

- **NHS Trust and Foundation Trust Chairs**
- **NHS Trust Non-executives Directors (NEDs)**

As a Foundation Trust, the proposal to extend Cliff's term does not require NHS England approval and the Council of Governors is therefore the body to approve an extension.

However, to support Governors in their deliberations and ensure full transparency, the proforma has been completed and will be retained on record. The proforma is included as appendix 1

2. KEY ELEMENTS

Proposal for new Term of Office for Cliff Richards

Cliff joined the Trust as a Non-Executive Director having previously been chair of Halton Clinical Commissioning Group from 2012 until retirement in 2017.

He was appointed as Deputy Chair of the Trust in November 2022. He was previously the inaugural chair of Merseyside CCG Network, and chair of Cheshire and Merseyside Urgent and Emergency Network.

He undertook GP training before joining Brookvale Practice in Runcorn as a partner in 1983, which he led until 2014. He has been a trainer and appraiser, and a member of several regional forums including Cheshire and Merseyside Cancer Network.

Cliff has a strong patient focus through his GP career and other leadership and commissioning roles. He was awarded an MBE in recognition of his contribution to services to health, including leadership in integrated wellbeing services and urgent care transformation.

Cliff has made significant contributions to the organisation during throughout his tenure not least as Deputy Chair of the Trust but also as Chair of the Trust's Quality Assurance Committee (QAC)

As Chair of QAC, Cliff has provided robust scrutiny of quality and patient safety and risk management processes.

Cliff is the Trust's NED Health & Wellbeing Champion, a role that includes oversight and leadership that focuses on promoting and advocating for health and wellbeing initiatives and advocating for policies and strategies that address the wider determinants of health, such as social, economic, and environmental factors. Cliff has demonstrated leadership and passion to influence decisions that improve health outcomes

3. RATIONALE FOR ADDITIONAL TERM

The recommendation for reappointment of Cliff is based on the following factors:

Chair transition and Board continuity

The Trust's new Chair, Andy Carter, will assume office on 1 April 2026. Extending the Deputy Chair's term through to 31 March 2027 avoids simultaneous turnover of Chair and Deputy Chair, which can pose unnecessary governance risk and disrupt Board cohesion. A stable handover year enables the incoming Chair to assess Board composition, embed priorities, and plan succession in an orderly way.

Community healthcare expertise aligned to strategic needs

Cliff brings deep community and primary care insight, a former GP of many years and former Chair of Halton CCG, as well as past leadership roles across the Merseyside CCG Network and the Cheshire & Merseyside Urgent & Emergency Care Network. This expertise is particularly valuable as the Trust transitions to an enlarged organisation following the acquisition of BCH

Performance and contribution

During the last financial year to date, Cliff has attended all Board, Extraordinary Board and all of the Board Development meetings. As Chair of the Quality Assurance Committee (QAC), Cliff has also attended 9/10 meetings held in 2024/25, in addition to all 2/4 meetings of the Audit Committee. Cliff has also attended 3 / 4 Council of Governor Meetings, chairing one.

Annual appraisals and feedback from Board members, executives, and stakeholders consistently highlight Cliff's effectiveness, impartiality, and collaborative approach.

4. PROPOSED TERMS & CONDITIONS

Duration: An extension of term commencing and concluding on the following dates, subject to annual performance reviews.

Commence: 1 April 2026
Conclude: 31 March 2027

Time Commitment: Continuation of current commitment of a minimum 3 days per month, including Board meetings, committee responsibilities, and additional engagements as required.

Remuneration: In line with NHS NED standard rates, currently £13,000 per annum, subject to review.

Conditions: Reappointment is contingent upon Governor approval, compliance with NHS England's Fit and Proper Persons Test, and no material conflicts of interest

5. GOVERNANCE CONSIDERATIONS

The proposal to extend the term of office aligns with NHS governance guidelines, which permit extensions in exceptional circumstances where continuity is essential. The Trust is following

due process, including consultation with the Governors' Nominations and Remuneration Committee and the Council of Governors.

The Governors' Nominations and Remuneration Committee met on 3 February 2026 to consider the proposal. After careful review of the paper, and drawing on its observations and experience of Dr Cliff Richards' consistently high-quality performance as a Non-Executive Director, the Committee agreed to recommend the extension to the Council of Governors for approval at its meeting on 12 February 2026.

6. RECOMMENDATIONS

The Governors' Nominations and Remuneration Committee recommends that the Council of Governors:

- **Approve the extension of the term of office for Dr Cliff Richards MBE** for a third term, effective from **1 April 2026 to 31 March 2027**.

PROTECT – APPOINTMENTS IN CONFIDENCE

The new [Code of Governance](#) for NHS Provider Trusts states that Chairs or Non-executive Directors should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a Chair was an existing Non-executive Director. The need for all extensions should be clearly explained and should have been agreed with NHS England. A Non-executive Director becoming Chair after a three-year term as a Non-executive Director would not trigger a review after three years in post as Chair.

Consideration of cases to extend beyond 6 years apply to:

- **NHS Trust and Foundation Trust Chairs**
- **NHS Trust Non-executives Directors (NEDs)**

This proforma is designed to provide a consistent structure to support systems in ensuring that rigorous review is applied when considering extending Chairs and Non-executive Directors beyond six years. For any queries and/or completed proformas please contact one of the [team](#) directly or england.chairsandneds@nhs.net

Please note all cases for **Chairs** beyond 6 years will be subject to approval from NHS England’s Chief Operating Officer. For FT Chairs support from the Council of Governors should be sought before submitting to NHS England.

Name	Dr Cliff Richards MBE
Organisation	Warrington & Halton Teaching Hospitals NHS FT
Role	Non-Executive Director & Deputy Chair
Term end	31 March 2025
Years served as chair	n/a
Years served as NED (and Associate NED if applicable)	6 years 9 months
Years served in same organisation	6 years 9 months
Proposed extension period	1 year (1 April 2026 – 31 March 2027)
NHS Regional Director approval	n/a
FT Council of Governors support	tbc



Please complete the following sections:

1. What are the exceptional circumstances? Please provide a clear explanation of the need for extension and associated timelines including the impact losing this individual's knowledge and experience will have.

Note: Exceptional circumstances for extending might be in response to a need for stability over a particular period. This should be strictly limited to and consistent with the issue(s) under consideration.

The exceptional circumstances relate to the need for stability and continuity in Board leadership during a period of significant organisational transition. The Trust will undergo two major changes simultaneously:

1. the appointment of the new Chair Andy Carter from 1 April 2026, and
2. the integration of Warrington and Halton Teaching Hospitals NHS Foundation Trust (WHH) with Bridgewater Community Healthcare NHS Foundation Trust (BCH) to form an enlarged organisation from 1 April 2026.

Losing Cliff Richards at this point would remove the Trust's Deputy Chair at the exact moment a new Chair takes up post, creating governance risk and destabilising Board cohesion. Dr Cliff Richards MBE provides critical continuity, enabling a stable transition year in which the new Chair can embed, assess Board composition, and plan succession in an orderly manner.

His deep community healthcare expertise, as a longstanding GP, former Chair of Halton CCG, former Chair of the Merseyside CCG Network, and Chair of the Cheshire & Merseyside Urgent & Emergency Care Network, will be uniquely important during the integration with BCH, which requires strong system-wide understanding and primary/community care insight to inform decision making.

Furthermore, he has played a central leadership role as Deputy Chair and as Chair of the Quality Assurance Committee (QAC), ensuring rigorous scrutiny of patient safety, quality governance, and risk management. Losing Cliff at this stage would interrupt established assurance processes and remove organisational memory that cannot be quickly replaced.

The extension sought (1 April 2026 to 31 March 2027) is therefore tightly time-bound to the period in which continuity is essential and falls within the maximum nine-year limit permitted by the Code of Governance.

2. Why is an open competition not right at this time, and give details of this proposed term length (i.e. if longer 1+ year)?

An open competition is not appropriate at this time because the Trust is entering a critical period of organisational transition in which leadership continuity is essential. The newly appointed Chair, Andy Carter, will assume office on 1 April 2026, coinciding with the formal integration of Warrington and Halton Teaching Hospitals NHS Foundation Trust (WHH) and Bridgewater Community Healthcare NHS

Foundation Trust (BCH) into an enlarged organisation. Recruiting a new Non-Executive Director (NED) at this point, particularly replacing the Deputy Chair, would risk destabilising the Board at a moment when strategic continuity, organisational memory, and stable governance are vital.

The Trust feels that losing Cliff at this specific juncture would create significant governance risk by resulting in the simultaneous turnover of both the Chair and Deputy Chair. His presence provides an essential buffer and continuity mechanism while the incoming Chair embeds, reviews Board composition, and sets out future leadership and succession plans.

Furthermore, Cliff brings specialist community and primary care expertise, including his background as a longstanding GP and former Chair of Halton CCG, and his leadership roles in urgent and emergency care across the Cheshire & Merseyside system. This expertise is directly aligned to Trust priorities as it moves into integration with community services, expertise that cannot be easily replicated through a recruitment process at this sensitive time.

Proposed term length

The extension sought is 12 months (1 April 2026 – 31 March 2027). This timeframe is deliberately short and strictly limited to the period in which continuity is required to ensure a smooth Chair transition and maintain oversight during the first year of operation as an enlarged organisation. It remains within the nine-year maximum permitted under the Code of Governance

3. What plans have you considered for succession after this period?

Succession planning is built into the proposed one-year extension. The extension provides the newly appointed Chair, Andy Carter, who begins on 1 April 2026, with a stable 12 month period in which to review Board composition, evaluate future leadership requirements, and plan an orderly succession for the Deputy Chair role. This ensures that any subsequent appointment can be made following a full assessment of the needs of the enlarged organisation post-integration with BCH. The extension therefore creates the strategic space required for well planned succession rather than a premature or reactive appointment.

4. What is your assessment of the performance of the organisation, board dynamics and effectiveness?

Board effectiveness remains strong, with the organisation preparing for a period of significant transformation while maintaining a clear focus on governance, quality and patient safety. As Deputy Chair and Chair of the Quality Assurance Committee (QAC), Cliff has played a pivotal role in maintaining robust scrutiny of quality, safety, and risk management. His attendance record is excellent, all Board and Extraordinary Board meetings, 9/10 QAC meetings, 2/4 Audit Committee meetings, and 3/4 Council of Governors meetings (one chaired), demonstrating his reliability and contribution to Board cohesion and effectiveness.

His appraisals and feedback reflect strong leadership, impartial challenge, and collaborative working relationships across the Board and executive team



5. Does this recommendation have the support of the ICB chair?

Note: For Chairs, what has been the impact of individuals contribution to the objectives of the integrated care system(s)?

As a Foundation Trust, WHH does not require NHS England approval or sign-off from the Integrated Care Board Chair for NED extensions. The authority to approve an extension rests solely with the Council of Governors. Therefore, no ICB endorsement is required or applicable in this case.

6. Do you have a recent and satisfactory appraisal?

Note: For chairs this should demonstrate positive feedback from key local and wider system stakeholders and is there evidence of continued support from local stakeholders and the wider system?

Yes. Cliff has a recent and positive annual appraisal, undertaken by the Chair. Feedback from Board members, executives, and stakeholders consistently cites his effectiveness, constructive challenge, and collaborative approach. His appraisal confirms strong performance and continued suitability for the role.

7. What positive impact has been made by the individual on EDI and organisation culture?

Note: What is the evidence of leading for inclusion and reducing health inequalities?

Cliff has had a demonstrable positive impact on organisational culture, particularly through his role as the Trust's Non-Executive Director Health & Wellbeing Champion. In this role, he provides visible leadership on workforce wellbeing, supports initiatives that promote healthier working environments, and advocates for actions that address wider determinants of health, such as social and economic factors, contributing to a more inclusive organisational culture.

His leadership in QAC has also reinforced an open, learning-focused culture centred on quality, compassion, and safety.

8. Are there any known concerns over performance, behaviour, or unresolved grievances?

No. There are no concerns regarding Cliff's performance, behaviour, professionalism, or conduct. His record reflects strong attendance, consistent contributions, positive working relationships, and ongoing compliance with all governance requirements.





COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72a (i)
AGENDA ITEM	Committee Observation Report
COMMITTEE MEETING ATTENDED	Finance, Sustainability & Performance Committee in Common
DATE OF MEETING(s):	27 October 2025
GOVERNOR	Sue Fitzpatrick, Lead Governor
OBSERVER	<p>There was a very full agenda and a lot of papers. The papers had been made available on TeamEngine prior to the meeting. The meeting was Chaired by Bob Chadwick and started on time. The minutes from the last meeting were accepted and the action log reviewed.</p> <p><u>The deep dive was on the level 3 CIP and long list.</u></p> <p>The chief finance officer gave a presentation on the current position. The CIPs were explained and it was noted that the CIPs have been signed off by both boards and both trusts were on plan. WHH still red rag rated but it is decreasing each month. CIP non-recurring is still higher than we would have liked. Productivity is the failing CIP. There are green shoots in theatres and outpatients is showing a sustained improvement. The NEDs strongly challenged the COO on the productivity figures and there are still risks around delivery. The chair asked who put the long list together, it was compiled by the execs. The ICS proposed a stretch list and review by the execs with a mitigation plan by end of Oct. PWC grip and control highlighted some areas for improvement and an action plan has been drawn up. The Chair thought it was a very good paper and thanked the staff for their efforts.</p> <p><u>Hot Topic - Paediatric Audiology Warrington</u></p> <p>There was a comprehensive presentation on reporting diagnostic activity and waiting times (DM01) to NHSE. From the data the biggest contributor to DM01 breaches is Warrington Paediatric Audiology with 16 children waiting 12+ weeks. Seven families have been sent opt-in letter, 7 are to be seen in Oct and 2 are not yet clinically appropriate to be seen (ECAD). ECAD is muddying the waters and the team are looking at how to overwrite the clock start date in these cases. As well as these pressures there is an expectation to submit data regarding overdue planned for follow up visits. Again the team are looking into how to do this but have stated that this is likely to increase our breaches in the future. There is a different pathway in Warrington who have a small team, there is a vacant post that cannot recruit. Total waits are very dependent on staffing level but there is a new starter in Jan</p>

which will hopefully improve the situation. No harms or serious incidents have been reported due to the waits and no significant risks have been identified with most events amber. The team are looking where service improvements could be made and feel assured we are getting back on track. NEDs queried the work being done on FU ratio. There is a validated tool for risk assessment of patients. Our overall rating showed we are a low risk although it identified areas for improvement. An action plan was drawn up and all actions have been completed. ICB Quality Assurance visit identified no safety concerns but showed areas for improvement. Again an action plan has been drawn up to address these recommendations. Joining a national accreditation scheme (IQIPS) will be explored after the integration April 2026.

Highlights

The finance and procurement report was taken as read. For the period ending 30 September the recorded deficit (before deficit support finding) is on plan. NEDs challenged the 6 month run rate and asked what can we do differently as this position doesn't look like enough of a major change to meet 7-12 month targets. The figures presented did not include long list changes and CIP3.

Cost pressures paper as presented. A question was asked about the assurance in the use of bank. Bank is monitored closely by the Chief Nurse especially A&E and is still coming in 10% below last year. The industrial action may change the picture but AK has a strong grip and will monitor daily if indicated. Monthly meetings with Chief Nurse, Medical Director and Chief Finance Office will continue.

The rest of the finance reports were taken as read and much had been discussed during the deep dive discussion. COO reported 100% ERF but will look on a granular basis by the next FSPCiC and it will be the deep dive for the next meeting.

Nick Gallagher reported that BCH Bank and agency are consistent. BCH expect to spend capital but cash is lower than expected due to accrued invoices.

EPRR and statements of compliance – COO reported an improvement in 4 and 12 hour waits and the focus is to maintain this in Oct. We are still 101 out of 118 in national tables but if Widnes is added in we move to the 80 mark and DM is discussing with the national team. Although an improving position still really low. 12 hour waits harder to improve due 1.5 or 2 wards occupied by no criteria to reside patients (less beds for A&E)

There were a number of papers, elective recovery better view, RTT improved. Issues IQPR around dermatology 2 week path has not been put on the database due to communication issues which has had an impact with half the patients not seen within 28 days. This will impact December figures. There are

500 patients above 65 weeks with numbers expected to rise to 1400 by YE we are working to reduce numbers by March. DM checking that we are recording 65 week work will do a sense check and will update next meeting.

Chief People Officer highlighted the turnover of staff and vacancies are low, people are not moving jobs. Regarding the strike we have to work through things. Work by C&M escalation pattern trend medical workforce is very low there is no transparency from other organisations. We have signed up to national bank rate as we already pay less. MARS in both organisations have been approved by NHSE.

There were no revenue requests for October.

EPRR need the letter from BCH. WHH submitting 85% compliance improvement on last year and 2% away from substantially compliant.

BCH 83% improvement on last year partially compliant. Self-assessment to go to Nov Board.

There was an update on Integration. The outcome of our integration strategic case challenge session with NHSE was shared. A few questions were raised which have been answered. NHSE North West Finance Director, chaired the meeting and summarised at the end that he didn't believe there were any showstoppers.

The Chair asked if we will meet our April 2026 deadline. LG felt that we are still on track. We are pressing on with the FBC and have just received the draft due diligence reports from KPMG which will be shared in Nov Board.

Chair noted that part of the deep dive next month will include theatre targets and theatre utilisation with a focus on time and job plans.

The chair asked for items that are to be escalated to the Board. There were a number of things but it was agreed that they will be checked before being escalated.

AOB LG asked why there are two separate finance reports one for WHH and one for BCH. JS stated that it was put this way to aid reporting style.

The Chair asked the observing governors for their thoughts. Both RC and I thought that the meeting was well run with clear presentations and plenty of time for in depth questions where needed. There were a lot of papers!

Next meeting 24 November 2025

Trust Board: Committee Assurance Report

Agenda Reference	BM/25/12/129c (i)	Meeting	Trust Board	Date Of Meeting	3 December 2025
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Date of Meeting	27 October 2025
Name of Meeting & Chair	Finance, Sustainability and Performance Committee in Common, Chaired by Bob Chadwick
Was the meeting quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda ref	Agenda item	Issue and lead officer	Delivery Assurance	Governance Assurance	Follow up / Review date
FSPCiC/ 25/ 10/93	Deep Dive –Level 3 CIP (long list)	<p>The Committee in Common received the presentation noting:-</p> <ul style="list-style-type: none"> £8.8m CIP delivered at month 6 in line with plan, however £4m delivered recurrently. All schemes now fully developed however delivery risk remains with £5.4m in high risk (£6.9m in month 5 and £8.4m in month 4). Level 3 CIP will be led, coordinated and developed at system level and delivered at Trust level - £11.2m unidentified of £13.1m target Productivity improving, however three compounding factors driving ERF down – TIF theatres delayed (activity expected to start from November), unplanned workforce challenges in T&O (locums now in post), lack of referrals into Endoscopy Hub (conversations around disinvestment if referrals don't increase) List of stretch schemes provided by the ICB (£4.9m), £3.7m already in BAU CIP plans, opportunities of up to £1m are being considered further, remainder not deliverable Long list developed by the Executive Team, risks exist around patient care, patient flow and performance targets A number of external reviews underway and being responded to including NHSE, ICB and PwC reviews 	The Committee received no assurance	The Committee noted the report and is assured	FSPCiC November 2025
FSPCiC/ 25/ 10/95	Finance Report	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> Month 6 deficit position is on plan at £22.1m (before deficit support funding (DSF)), after DSF the deficit is £17.5m (£4.6m worse than plan). 	The Committee received moderate assurance recognising	The Committee noted the report and is assured	FSPCiC November 2025

		<ul style="list-style-type: none"> Risk adjusted forecast excluding DSF has been submitted at a £41.8m deficit compared to a plan of £28.7m. The variance consists of £11.2m level 3 CIP and risk assessed CIP delivery based on PFR percentages of £1.8m. Bank not meeting 10% reduction, due to Industrial Action and the impact of the pay award. 	achievement of plan to date but risk of overall plan delivery		
FSPCiC/ 25/ 10/97	Cash Support Update	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> October cash application approved by NHSE Notification of the November cash application is pending. Total Q3 submissions anticipated to be less than the Board approved £12.9m Cash management measures continue to be in place 	The Committee received moderate assurance due to the Trust financial position and requirement for cash support.	The Committee noted the report and is assured	FSPCiC November 2025
FSPCiC/ 25/ 10/102	Corporate Performance Report	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> ED 4 hour performance 69% (including Widnes UTC), three months of improvement however remains a concern (101 out of 118 – circa 80 out of 118 if Widnes UTC included) Percentage waiting over 12 hours remains a challenge RTT performance 59%, 52 week wait is the biggest challenge, 65 week wait ahead of plan at September and expected to be 0 by the end of October (ahead of December deadline) Strong performance in diagnostic performance nationally Cancer performance – 97% 31 day wait consistently achieved, 79% 62 day wait continues to be a challenge, 28 day Faster Diagnosis is 72% and is not currently meeting the target. 	The Committee received moderate assurance given some metrics are not achieving	The Committee noted the report and is assured around level of detail reported	FSPCiC November 2025
FSPCiC/ 25/10/108	Monthly Productivity Update	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> Theatres – improvement in theatre productivity over the last few months, particularly capped utilisation. Late starts continue to be an issue, the reasons for this are multifactorial and continues to be an area of focus. Delivery Unit continues to monitor and this will be now reviewed on a weekly basis Outpatients – metrics have worsened since the beginning of the financial year. Concern raised about whether the metrics are too challenging or whether more can be done to achieve the metrics set 	The Committee received moderate assurance given the progress that has been made	The Committee noted and discussed the report receiving moderate assurance given plans in place are not delivering to expectations	FSPCiC November 2025

Items for noting

FSPCiC/25/10/96	Cost Pressures
FSPCiC/25/10/98	Monthly CIP Updates
FSPCiC/25/10/99	Capital Expenditure and Schemes over £500k – supported and approved the movement in capital contingency
FSPCiC/25/10/105	Pay Assurance Report
FSPCiC/25/10/106	Revenue Request – no requests for approval
FSPCiC/25/10/107	EPRR Annual report & Annual assurance Letter Statement of Compliance – to progress to Trust Board
FSPCiC/25/10/109	Elective Recovery Update
FSPCiC/25/10/110	Integration Update
FSPCiC/25/10/111	Sustainability Strategic Objectives Bi-Annual Report
FSPCiC/25/10/112	Delivery Unit Update

Assurance Key:

Delivery Assurance: Assurance in achieving outcomes

Governance Assurance: Assurance in the internal controls in place

	No assurance – could have a significant impact on quality, operational or financial performance;
	Moderate assurance – potential moderate impact on quality, operational or financial performance
	Assured – no or minor impact on quality, operational or financial performance

Please complete to highlight the key discussion points of the meeting using the key to identify the level of assurance/risk to the Trust

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72a (ii)
AGENDA ITEM	Committee Observation Report
COMMITTEE MEETING ATTENDED	Finance, Sustainability & Performance Committee in Common
24t	24 November 2025
GOVERNOR	Sue Fitzpatrick, Lead Governor
OBSERVER	<p>Purpose of the Report</p> <p>This report provides assurance to the Council of Governors that the Non-Executive Director (NED) chairing and participating in the Committee is effectively discharging their statutory duties of oversight, scrutiny and constructive challenge, in line with the Trust’s governance framework.</p> <p>Assurance on NED Effectiveness</p> <p>1. Quality of chairing and governance discipline</p> <p>John Somers opened and conducted the meeting in a timely and structured manner, ensuring that papers were clearly signposted and that discussions remained aligned to the Committee’s remit. This reflected strong meeting management, good preparation and adherence to the Trust’s established governance processes.</p> <p>2. Demonstrable independent scrutiny and challenge</p> <p>Throughout the meeting, the NEDs, led by John Somers, provided robust but balanced challenge to executives, particularly on:</p> <ul style="list-style-type: none"> • realism of performance and productivity trajectories • risks associated with delivery of financial and operational plans • adequacy of mitigations where there was slippage or uncertainty • clarity of supporting evidence presented by executives <p>This challenge was conducted constructively, without being adversarial, and ensured that executives were held to account while also supported in identifying solutions. Several areas were required to be brought back with strengthened evidence or revised modelling, demonstrating that NED scrutiny directly</p>

influenced next steps.

3. Clear focus on assurance rather than operational management

NEDs consistently steered the conversation back to assurance, seeking evidence that controls were functioning, risks were understood, and planned improvements were credible. They avoided drifting into operational detail and instead required executives to explain the effectiveness of governance, decision-making processes and oversight arrangements. This reflects appropriate role boundaries and maturity of NED oversight.

4. Constructive engagement with executives

The tone of interaction between the NEDs and the executive team was professional, respectful and consistent with high-quality Board-level governance. NEDs asked insightful questions, sought clarifications where data needed strengthening, and ensured that actions were properly assigned and followed through. The Committee Chair summarised key points clearly and reinforced expectations around transparency and pace of action.

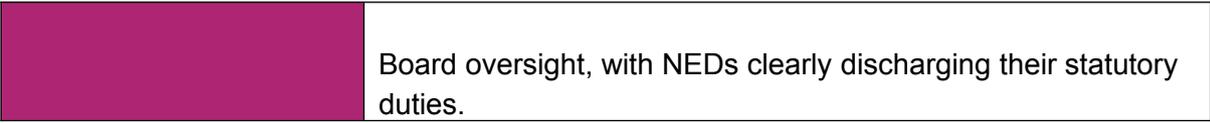
5. Evidence of follow-through and accountability

Items requiring further assurance were clearly identified, with NEDs requesting additional data, strengthened trajectories or follow-up reporting at future meetings. The Committee ensured that actions were not left open-ended and reiterated the need for visibility where risks remained significant. This demonstrates the NEDs' commitment to continuous oversight and accountability.

Overall Governor Assurance

From this meeting, I am assured that:

- The NED Chair and NED members of the FSPCiC are well-informed, well-prepared and actively engaged.
- They provide appropriate levels of independent scrutiny, ensuring executives are both supported and challenged.
- They demonstrate strong governance behaviours, maintaining focus on assurance, risk, controls and delivery.
- The Committee is functioning as an effective mechanism for



Board oversight, with NEDs clearly discharging their statutory duties.

Trust Board: Committee Assurance Report

Agenda Reference	BM/25/12/129c (ii)	Meeting	Trust Board	Date Of Meeting	3 December 2025
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Date of Meeting	24 November 2025
Name of Meeting & Chair	Finance, Sustainability and Performance Committee in Common, Chaired by John Somers
Was the meeting quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda ref	Agenda item	Issue and lead officer	Delivery Assurance	Governance Assurance	Follow up / Review date
FSPCiC/ 25/ 11/122	Deep Dive – Productivity – Specialty Level	<p>The Committee in Common received the presentation noting:-</p> <ul style="list-style-type: none"> £2.6m underperformance at M7 in Planned Care of total £3.4m, mainly driven by Endo Hub due to referrals not being sent from across C&M. £1.5m risk of underperformance has been flagged to the ICB. Consideration being given to closing the Hub however some costs are fixed, only variable can be turned off, review underway. Theatre productivity target of £0.9m for 2025/26, capped utilisation and cases per sessions exceeding plan and opportunity in cancellations on the day based on benchmarking. However, given underperformance in core activity this can't be recognised as additional income. Dynamic plans produced and demonstrate that income will be recovered, with the exception of Endoscopy (£1.5m). 	The Committee received moderate assurance	The Committee noted the report and received moderate assurance	FSPCiC December 2025
FSPCiC/ 25/ 11/123	Hot Topic – CIP (Long List / PwC List)	<p>The Committee in Common received the presentation noting:-</p> <ul style="list-style-type: none"> CIP risk of £16.3m (£5.1m risk in BAU risk and £11.2m stretch) with £5.6m of £10.8m achieved non-recurrent. Recommendations received (131) from a number of areas totalling £18.6m and all being reviewed, however some are already in plans (51). Grip and control report identified 48 recommendations of which only two were high priority that weren't already in plans. Suggested principles taken to Extraordinary Board and agreed, the 	The Committee received no assurance given the gap to the financial plan	The Committee noted the report and is assured given the challenging conversations and difficult decisions taking place	Trust Board December 2025

		likely value for the remainder of the financial year is circa £1.4m.			
FSPCiC/ 25/ 11/125	Finance Report	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> • Month 7 deficit position is £9k better than plan at £24.6m (before deficit support funding (DSF)), after DSF £20m deficit (£6.1m worse than plan). • Risk adjusted forecast excluding DSF has been submitted at a £41.6m deficit compared to a plan of £28.7m. The variance consists of £11.2m stretch target and PFR risk assessed CIP delivery of £1.7m. • The Trust underlying deficit is £43.8m with the variance to plan mainly driven by stretch target as well as non-recurrent benefits in 2025/26. • Bank not meeting 10% reduction, mainly due to Industrial Action and the impact of the pay award. • Agency remains below plan however has increased significantly in month 7 mainly due to requests only going out last minute when deemed to be absolutely required meaning it has to go to agency rather than bank. • One revenue request supported by the EMT meeting. 	The Committee received moderate assurance recognising achievement of plan to date but risk of overall plan delivery	The Committee noted the report and is assured	FSPCiC December 2025
FSPCiC/ 25/ 11/131	Corporate Performance Report	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> • ED 4 hour performance 67% (including Widnes UTC), improvement hasn't continued into October after three months of continued improvement, November is looking better and likely to recover the 2% reduction. • Percentage waiting over 12 hours remains a challenge. • Continued improvement in RTT performance 60%, 52 week wait is the biggest challenge, 65 decreased in month but did not achieve a zero position (17 patients remaining), 10 forecast for November with clearance expected by 21 December deadline. • Strong performance in diagnostic performance nationally • Cancer performance – 99% 31 day wait consistently achieved, 77% 62 day wait continues to be a challenge, 28 day Faster Diagnosis is 74% and is not currently meeting the target, recovery plan in place. 	The Committee received moderate assurance given some metrics are not achieving	The Committee noted the report and is assured around level of detail reported	FSPCiC December 2025
FSPCiC/ 25/11/136	5 Year Plan /	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> • Exit run rate submission due 24 November with first full draft due 	The Committee received moderate	The Committee noted the report	Trust Board

	Operational Plan Update	<p>on 15 December (ICB) and 17 December (NHSE).</p> <ul style="list-style-type: none"> Board Assurance statements included with further discussion required at Trust Board. 	assurance given this is just the start of the process	received moderate assurance given this is just the start of the process	December 2025
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Items for noting

FSPCiC/25/11/124	Board Assurance Framework
FSPCiC/25/11/126	Cost Pressures
FSPCiC/25/11/127	Cash Support Update – Q4 request of £13.237m supported for Trust Board approval.
FSPCiC/25/11/128	Monthly CIP Update
FSPCiC/25/11/129	Capital Expenditure and Schemes over £500k – supported and approved the movement in capital contingency
FSPCiC/25/11/133	Pay Assurance Report
FSPCiC/25/11/134	Revenue Request – Planned Care Quality and Safety Waiting List Initiatives 2025/26 – supported the non recurrent funding for Trust Board approval
FSPCiC/25/11/135	Integration Update
FSPCiC/25/11/137	Monthly Productivity Update
FSPCiC/25/11/139	Benefits Realisation Q2
FSPCiC/25/11/140	Elective Recovery Update
FSPCiC/25/11/142	Joint Estates Strategy Progress Report
FSPCiC/25/11/143	Medical Workforce Review Group Q2 Report
FSPCiC/25/11/144	Delivery Unit Update

Assurance Key:

Delivery Assurance: Assurance in achieving outcomes

Governance Assurance: Assurance in the internal controls in place

■	No assurance – could have a significant impact on quality, operational or financial performance;
■	Moderate assurance – potential moderate impact on quality, operational or financial performance
■	Assured – no or minor impact on quality, operational or financial performance

Please complete to highlight the key discussion points of the meeting using the key to identify the level of assurance/risk to the Trust

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72a (iii)
AGENDA ITEM	Committee Observation Report
COMMITTEE MEETING ATTENDED	Finance, Sustainability & Performance Committee in Common
DATE OF MEETING(s):	22 Dec 2025
GOVERNOR	Sue Fitzpatrick, Lead Governor
OBSERVER	<p>Purpose</p> <p>To provide assurance to the Council of Governors that the Non-Executive Directors (NEDs) on the Committee — particularly the Chair — are discharging their duties effectively, demonstrating independence, challenge and accountability, in line with the Trust’s governance framework.</p> <p>Assurance on NED Effectiveness</p> <p>1. Strong and consistent governance leadership</p> <p>As Chair, Tina Wilkins opened and managed the meeting professionally, ensuring the agenda was followed, attendance clarified and actions tracked. She maintained clear meeting structure and supported transparent, well-run discussion.</p> <p>2. Independent and robust challenge</p> <p>Across multiple agenda areas, NEDs, including Tina Wilkins, John Somers and Julie Jarman, demonstrated strong independent scrutiny, appropriately testing executive assumptions, trajectories, risks and deliverability. Their questions supported the right balance between constructive challenge and operational grip, and consistently sought evidence rather than assurance by assertion.</p> <p>3. Clear focus on assurance (not operations)</p> <p>NEDs maintained discipline in keeping the Committee’s focus on governance and assurance. Discussions were steered towards whether controls were effective, plans deliverable, and external risks understood, rather than operational detail. Where detail was required (for example, around performance or system pressures), NEDs directed executives to bring forward clearer, strengthened reporting at future meetings.</p> <p>4. Accountability and follow-through</p> <p>NEDs ensured that actions from previous meetings were properly addressed, and where updates were incomplete, they required alternative routes for gaining assurance. The Chair reinforced the need to maintain momentum on agreed actions and ensure clarity of reporting for future Committee cycles.</p> <p>5. Constructive tone and effective scrutiny culture</p>

NED to executive interaction remained professional, respectful and well-balanced. Scrutiny was rigorous yet constructive, enabling open discussion without loss of focus. NEDs helped maintain a high standard of governance challenge across both Trusts represented.

Overall Governor Assurance

Based on the observation of this meeting, I am assured that:

- NEDs are actively engaged, well-prepared and operating with appropriate independence.
- The NED Chair is providing effective leadership, ensuring the Committee fulfils its assurance role with discipline and grip.
- Scrutiny applied is timely, evidence-based and proportionate, and strengthens the quality of executive reporting and decision-making.
- The Committee is functioning as an effective part of the Trust's governance structure, providing the Council of Governors with confidence that the NEDs are discharging their statutory duties.

Trust Board: Committee Assurance Report

Agenda Reference	BM/26/02/153ci	Meeting	Trust Board	Date Of Meeting	4 February 2026
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Date of Meeting	22 December 2025
Name of Meeting & Chair	Finance, Sustainability and Performance Committee in Common, Chaired by Tina Wilkins
Was the meeting quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda ref	Agenda item	Issue and lead officer	Delivery Assurance	Governance Assurance	Follow up / Review date
FSPCiC/25/12/15 5	Deep Dive – Tier 1 Update (including ED Improvement)	<p>The Committee in Common received the presentation noting:-</p> <ul style="list-style-type: none"> Drivers for 4 and 12 hour performance include high bed occupancy, maintaining wait to be seen, ED footprint constraints and no co-located UTC. Internal type 1 performance 51.42% in November (highest performance YTD), Widnes UTC lower performance compared to average Interventions in place to deliver improvement by March 2026 in both 4 and 12 hour performance. The Trust is also involved in wider System led projects such as Single Point of Access Model and NWS alternative to conveyance pilot When discharge target met, de-escalation takes place and close the ED corridors. Concern around NCTR and the need to work with Local Authorities to ensure packages of care are in place to aid discharge and improve performance. 	The Committee received no assurance for tier 1 given low performance	The Committee noted the report and is assured	FSPCiC January 2026
FSPCiC/25/12/15 5	Deep Dive – Tier 2 Update	<p>The Committee in Common received the presentation noting:-</p> <ul style="list-style-type: none"> Plans in place to achieve 65% RTT by March 2026. Forecasting a zero performance on 65 weeks by end of December 2025. 52 week requirement to meet 1% by March 2026 is more challenging although still forecast to deliver 	The Committee received moderate assurance for tier 2 given improved trajectory	The Committee noted the report and is assured	FSPCiC January 2026
FSPCiC/25/12/15 6	Hot Topic – Medium Term Plan	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> Deficit plan limit of £16.7m accepted on the proviso that assumptions are met such as the level of income required to achieve the plan, further work required 	The Committee received no assurance given	The Committee noted the	Trust Board

		<p>prior to final submission in February 2026. May require negotiation over the 3 year plan to spread the deficit improvement over later years if not all achievable in 2026/27.</p> <ul style="list-style-type: none"> Concern raised around the deliverability of the deficit plan limit given the requirement for a 10% recurrent CIP and the required workforce reduction. Meetings arranged with NHSE and ICB over the next fortnight to review assumptions. 	the risk to deliverability of the plan	report received moderate assurance given assumptions whilst awaiting guidance	January 2026
FSPCiC/ 25/12/15 7	Finance Update	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> Month 8 deficit position is £0.8m worse than plan at £28.9m (before deficit support funding (DSF)) due to the impact of Industrial Action (IA) in November. After DSF the deficit is £24.4m (£8.5m worse than plan). Risk adjusted forecast excluding DSF has been submitted at a £42.2m deficit compared to a plan of £28.7m. The variance consists of £11.2m stretch target, PFR risk assessed CIP delivery of £1.7m and IA in November of £0.8m. Likely to worsen in month 9 with further IA taking place. The Trust underlying deficit is £43.8m with the variance to plan mainly driven by the stretch target as well as non-recurrent benefits in 2025/26. Bank not meeting 10% reduction, mainly due to IA and the impact of the pay award. One revenue request supported by the EMT meeting. £12.9m CIP delivered at month 8, however £5.7m delivered recurrently. FYE of non-recurrent schemes continue to mitigate, push to turn non-recurrent to recurrent. All schemes fully developed, delivery risk reducing, £4.1m in high risk compared with £8.4m in month 4. If financial performance continues this should be mitigated in year. 	The Committee received moderate assurance due to the risk of overall plan delivery	The Committee noted the report and is assured	FSPCiC January 2026
FSPCiC/ 25/12/15 7(v)	<p>WHH Monthly Productivity Update</p> <ul style="list-style-type: none"> Theatres Outpatients UEC improvement 	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> Theatres – sustained above 80% on capped productivity. Average number of sessions was overinflated previously due to procedures being included in error. Late starts continue to be an issue but are improving. Average core funded sessions delivered at 76% (80% target) and majority of the unutilised sessions are on the Halton site. Outpatients – metrics have worsened since the beginning of the financial year, some due to data quality issues which are being worked through. DNA 	The Committee received moderate assurance given the progress that has been made	The Committee noted and discussed the report receiving moderate assurance given plans	FSPCiC January 2026

		improvement was dependent on the delayed PEP, data expected in January to target DNA improvement.		are not delivering	
FSPCiC/25/12/159	Corporate Performance Report	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> • ED 4 hour performance 69% (including Widnes UTC), (improvement from last month). • Percentage waiting over 12 hours remains a challenge. • Continued improvement in RTT performance 61%, 52 week wait is the biggest challenge, 65 week wait decreased in month, however 11 patients remain. • Strong performance in diagnostic performance nationally • Cancer performance – 97% 31 day wait consistently achieved, 86% 62 day wait is a challenge however has met the target for the first time in several years, 28 day Faster Diagnosis is 76% and is not currently meeting the target, recovery plan in place. 	The Committee received moderate assurance given some metrics are not achieving	The Committee noted the report and is assured around level of detail reported	FSPCiC January 2026

Items for noting

- | | |
|-----------------------|---|
| FSPCiC/25/12/157(ii) | Cost Pressures |
| FSPCiC/25/12/157(iii) | Cash Support Update |
| FSPCiC/25/12/157(iv) | Monthly CIP Update |
| FSPCiC/25/12/157(vi) | Capital Expenditure and Schemes over £500k – supported and approved the movement in capital contingency |
| FSPCiC/25/12/161 | Integration Update |
| FSPCiC/25/12/162 | Pay Assurance Report |
| FSPCiC/25/12/163 | Revenue Request – Elective Recovery Q4 – supported for Trust Board approval |
| FSPCiC/25/12/164 | Elective Recovery Update |
| FSPCiC/25/12/165 | Delivery Unit Assurance Report |
| FSPCiC/25/12/167 | EPRR Group Meeting minutes and action log |

Assurance Key:

Delivery Assurance: Assurance in achieving outcomes

Governance Assurance: Assurance in the internal controls in place

	No assurance – could have a significant impact on quality, operational or financial performance;
	Moderate assurance – potential moderate impact on quality, operational or financial performance
	Assured – no or minor impact on quality, operational or financial performance

Please complete to highlight the key discussion points of the meeting using the key to identify the level of assurance/risk to the Trust

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72a (iv)
AGENDA ITEM	Committee Observation Report
COMMITTEE MEETING ATTENDED	Finance, Sustainability & Performance Committee in Common
DATE OF MEETING(s):	26 January 2026
GOVERNOR	Sue Fitzpatrick. Lead Governor
OBSERVER	<p>Purpose of this report</p> <p>To provide assurance to the Council of Governors that the Non-Executive Directors (NEDs) serving on this Committee are effectively holding the executive team to account, providing independent challenge and ensuring robust governance.</p> <p>Assurance on NED Effectiveness</p> <p>1. Strong and disciplined chairing</p> <p>The meeting was chaired effectively by John Sommers, who ensured that the agenda was managed in a structured way, papers were properly scrutinised, and discussion time was allocated proportionately to areas of highest risk, particularly the deep dive on operational and financial planning.</p> <p>2. High-quality independent scrutiny</p> <p>NEDs provided rigorous and well-evidenced challenge, especially regarding:</p> <ul style="list-style-type: none"> • the realism and deliverability of financial plans • the scale and risk of proposed workforce reductions • the credibility of underlying assumptions, including CIP recurrency, activity levels and system dependencies • the adequacy of executive recommendations and the need for further executive review before plans proceed to the Board <p>Their questioning required greater clarity on risk, options appraisal, and the safety and quality implications of proposed scenarios.</p> <p>3. Clear focus on assurance rather than operational detail</p> <p>Throughout the meeting, NEDs steered discussions toward governance, risk and deliverability, rather than day-to-day operational issues. This included:</p> <ul style="list-style-type: none"> • testing whether executive proposals were evidence-based • seeking assurance on the interaction between financial

plans, clinical safety, quality and workforce stability

- requesting triangulation of information across committees (particularly Finance and Quality) where assurance gaps were highlighted

This reflects appropriate NED oversight.

4. Constructive but direct challenge

The tone of the meeting struck the right balance: respectful, collegiate and supportive, but also **firm and direct** where proposals carried material risk. NEDs described about:

- what they could not support
- where assumptions required rework
- the level of evidence required before recommending anything to the Board

The Chair emphasised repeatedly that the Committee must not endorse plans it could not stand behind, and that honesty about risk and realism was essential. This strengthened the integrity of the assurance process.

5. Active oversight of governance processes

NEDs demonstrated attention to the underlying governance framework, including:

- requesting future sessions to allow fuller Board scrutiny
- ensuring that Board Assurance Framework implications were recognised
- questioning whether risk ratings and statements remained appropriate in light of emerging information

This showed an appropriate focus on consistency, transparency and forward governance planning.

Overall Governor Assurance

Based on the observation of this Committee meeting, I am assured that:

- NEDs are fully engaged, independent and diligent in their oversight role
- They provide robust, well-judged and well-evidenced challenge
- They maintain a strong focus on risk, quality, safety and deliverability, rather than operational minutiae
- The NED Chair leads the Committee effectively and ensures that executive proposals are scrutinised to the standard required before progressing to the Board
- The Committee is functioning as an effective and mature component of the Trust's governance

arrangements

Trust Board: Committee Assurance Report

Agenda Reference	BM/26/02/153c(ii)	Meeting	Trust Board	Date Of Meeting	4 February 2026
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Date of Meeting	26 January 2026
Name of Meeting & Chair	Finance, Sustainability and Performance Committee in Common, Chaired by John Somers
Was the meeting quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda ref	Agenda item	Issue and lead officer	Delivery Assurance	Governance Assurance	Follow up / Review date
FSPCiC/ 26/01/17 5	Deep Dive / Hot Topic – Operational Planning	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> Deficit plan limit of £16.7m assumes £40.7m (10.8% of income, 9.8% in earlier version) due to reduction in funding assumptions such as CNST and drug risk share. Negotiations still ongoing with the Commissioners around FYE of TIF, Endo and CDC as well as RTT funding. Significant risk of delivering required CIP recurrently to achieve deficit plan level of £16.7m, including support from the Council / wider system with NCTR / ward closures. Scenario 2 assumes a 6% CIP (£22.6m), this would be a non-compliant plan and require negotiation to reduce the deficit improvement over 3 years CIP plans reviewed in detail by Executive team to determine what is achievable to deliver the BAU CIP highlighting the risk of delivering the remainder. Risk of not delivering the performance metrics if the deficit control limit is not agreed. 434 WTE reduction (offset by 120WTE for growth in activity) is a risk to deliver. Board Assurance Statements updated from draft plan submitted in December, further Executive review to be undertaken prior to submission to Board for approval. Capital plan noted, along with future bids. 	The Committee received no assurance given the risk to deliverability of the plan	The Committee noted the report received moderate assurance	Trust Board February 2026

FSPCiC/ 26/01/17 7	Delivery Unit Assurance Report – Dashboard	The Committee in Common received the report noting:- <ul style="list-style-type: none"> • Dashboards now included in the report by Care Group and Corporate area. • Bank and agency usage remain a risk as well as workforce reduction / CIP achievement. • Query raised about the level of WTE being removed and the impact on quality, a QIA is completed for every WTE that is removed to ensure that there is no impact on quality / patient safety. 	The Committee received moderate assurance more information required on results delivered	The Committee received moderate assurance based on the report provided	FSPCiC February 2026
FSPCiC/ 26/01/17 8(i)	Finance Update	The Committee in Common received the report noting:- <ul style="list-style-type: none"> • Month 9 deficit position is £0.4m worse than plan at £31.6m (before deficit support funding (DSF)) due to integration costs. • Funding for industrial action costs in November and December has been notified (£1.5m) • Risk adjusted forecast excluding DSF has been submitted at a £41.6m deficit (£40.7m excluding the CIP adjustment) compared to a plan of £28.7m. The variance consists of £11.2m stretch target and the impact of integration (£0.8m). • The Trust underlying deficit is £45.3m with the variance to plan driven by the stretch target, non-recurrent benefits in 2025/26 and some risk regarding non-recurrent CIP. • Bank not meeting 10% reduction, mainly due to IA and the impact of the pay award. • Agency on plan, however, is increasing month on month, mainly driven by nursing. • Income continues to be off plan mainly in Endoscopy, T&O and Gynae, consistent performance throughout the year. Dynamic plans in place support delivery. • One revenue request supported by the EMT meeting. • £15.1m CIP delivered at month 9, however £7.2m delivered recurrently. FYE of non-recurrent schemes continue to mitigate, push to turn non-recurrent to recurrent. • All schemes fully developed, delivery risk reducing, £3.2m in high risk compared with £8.4m in month 4. If financial performance continues this should be mitigated in year. 	The Committee received moderate assurance due to the risk of overall plan delivery	The Committee noted the report and is assured	FSPCiC February 2026
FSPCiC/ 26/01/17 8(v)	WHH Monthly Productivity Update	The Committee in Common received the report noting:- <ul style="list-style-type: none"> • Theatres – capped productivity on plan, however delivery of 80% of core funded theatre sessions has dropped to 68.1% following opening of additional theatre at Halton. 	The Committee received no assurance given challenged UEC	The Committee noted and discussed the	FSPCiC February 2026

	<ul style="list-style-type: none"> ▪ Theatres ▪ Outpatients ▪ UEC improvement 	<ul style="list-style-type: none"> • Outpatients – clinic utilisation better due to overbooking improving utilisation of slots. Clinic template work is ongoing with the majority now either having gone live or will do over the next few weeks. DNA improvement was dependent on the delayed PEP, further review taking place to understand why it is not improving. • UEC – Remains a challenge around flow and reducing length of stay. 	performance, increased DNA's and worsening clinic utilisation	report receiving moderate assurance	
FSPCiC/26/01/180	Corporate Performance Report	<p>The Committee in Common received the report noting:-</p> <ul style="list-style-type: none"> • 200 more ambulance attends in December, highest amount in the last 4 years • ED 4 hour performance 67% (including Widnes UTC), (improvement from last month). • Percentage waiting over 12 hours remains a challenge. • Maintained RTT performance at 61%, 52 week wait is the biggest challenge, 65 week wait decreased in month, however, didn't achieve a zero position. • Cancer performance – 97% 31 day wait consistently achieved, 84% 62 day wait is a challenge with a deterioration from last month, 28 day Faster Diagnosis is 77% this is a slight improvement however is not meeting the target, recovery plan in place. 	The Committee received moderate assurance given some metrics are not achieving	The Committee noted the report and is assured around level of detail reported	FSPCiC February 2026

Items for noting

FSPCiC/26/01/176	Board Assurance Framework and Corporate Risk Register
FSPCiC/26/01/178 (ii)	Cost Pressures
FSPCiC/26/01/178 (iii)	Cash Support Update
FSPCiC/26/01/178 (iv)	Monthly CIP Update
FSPCiC/26/01/178 (vi)	Capital Expenditure and Schemes over £500k – supported and approved the movement in capital contingency
FSPCiC/26/01/182	Integration Update including due diligence
FSPCiC/26/01/183	Costing Update Q1 and Q2
FSPCiC/26/01/185	Elective Recovery Update
FSPCiC/26/01/188	EPRR Group Meeting minutes and action log

Assurance Key:

Delivery Assurance: Assurance in achieving outcomes

Governance Assurance: Assurance in the internal controls in place

	No assurance – could have a significant impact on quality, operational or financial performance;
	Moderate assurance – potential moderate impact on quality, operational or financial performance
	Assured – no or minor impact on quality, operational or financial performance

Please complete to highlight the key discussion points of the meeting using the key to identify the level of assurance/risk to the Trust

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72b (i)
AGENDA ITEM	Committee Observation Report
COMMITTEE MEETING ATTENDED	Quality Assurance Committee
DATE OF MEETING(s):	14 th October 2025
GOVERNOR OBSERVER	Diane Nield, Deputy Lead Governor, Public Governor – Warrington and Halton
GOVERNOR COMMENTS	<p>There was 1 NED in attendance at the meeting (chair)</p> <p>The meeting papers were available on Team Engine beforehand. There was a full agenda with multiple detailed papers. The meeting was chaired very efficiently with lots of opportunities for questions. Apologies noted, minutes approved, action logs and matters arising reviewed.</p> <p>Highlights:</p> <p><u>Hot Topic –Tumour Site Surveillance Pathway Survey</u></p> <p>Concerns have been raised about several incidents involving cancer patients overall. One of the key themes identified is ‘surveillance patients being lost to follow-up</p> <p>The survey consisted of 9 questions looking at volume, wait time, risk stratification, monitoring and escalation process. This was sent to cancer leads. Patients with familial conditions were excluded. They fall under the National service which is running very well.</p> <p>The biggest risk area is Gynae. With 6000 patients in the general follow up pool and the waiting time data is unavailable. There is no risk stratification, monitoring or escalation process (no discernible way to identify patients from general follow-up pool)</p> <p>All specialities cited they lack admin staff to monitor these patients</p> <p><u>Conclusions</u></p> <p>1 Gynae (RED)</p> <p>2 Urology (RED - both require defined investigation + support AMBER</p> <p>Urology (Kidney)</p> <p>Special consideration cohorts LGI/Gynae</p> <p>Plan – work with Gynae & Urology</p> <p>The Medical Director is very concerned and stated we have a good system for Bladder Cancer now which is worth translating to other departments.</p> <p>Moving forward the plan is to be presented to Exec team in 4 weeks, then brought to QAC in 8 weeks.</p> <p>The chair expressed concerns with the Gynae cancer service</p>

and challenged what actual systems we have in place across the hospital. It seems when an issue comes to QAC we are talking thousands of patients. It seems more like curiosity + complaints that highlight issues. MD agreed and said we need an overall strategy and stressed the importance of this.

Typing Backlog Update

Last update August.

Since then, there has been a focus on ENT + Oral Surgery

There is still an issue with the data and having to pull information manually

The medical secretary job description has now been amended and gone to the Exec Board for approval.

Increased sickness rates continue, and 100-day sickness reviews continue.

Ambient Voice Technology (AVT) - we are now able to roll out this across Cheshire/Mersey. Alder Hey already use this tech and have seen 98% of clinic letters go out within 24 hours.

Admins are still required to check the content and copy/paste the info into letters, but this is a simple task and time reduction is significant. The Bank offering is to be changed to overtime rates and budget is set aside.

The 5 risk registers are going into 1 register – Women and Children, ENT/Urology, Oral Surgery/Max Fax, Cardiology/Respiratory, Diabetes/ Rheumatology

Expected Forecast for backlog to be eliminated is Feb '26

Back to QAC in 2 months

ED Improvement Update

12 hour wait time in department is our biggest challenge due to 'Flow'

There is new data now available which compares us to other trusts

Ambulance Handover times in September were again slightly delayed due to flow + discharge

Corridor Care – again a deterioration in time due to discharge rates

Incidents – Antisocial, Clinical Care + Safeguarding all rank high.

There have been 12 incidents of assaults on staff mainly in the waiting room/ Triage. Staff continue to wear bodycams.

Security is also based in the waiting area.

Neck of Femur Update

As of 30/9 the percentage of patients who had surgery within 36 hours has continued to increase month on month.

The average time to Ward in Sept = 23 hours vs 19 hours in July this is due to a spike in attendances.

The average time to surgery in Sept = 64 hours vs 40 in August
77% of patients have been mobilised within 24 hours vs 69% in August
October figures show improvement.
We know we are not where we need to be, but we are improving.
There is still 'No Criteria to reside' patients in the ward and we are doing 'swops' where possible to accommodate on average 2 NOF's per day

CPR and Treatment Escalation Plan- Decisions + Discussions

A recent audit and review have identified a number of patients who were resuscitated when it should have been identified earlier that a DNACPR should have been in place. A few complaints have also gone through PALS whereby the patient was resuscitated and a DNACPR was in place, but the paperwork was missing or not communicated to staff on shift.

A full review has identified areas to improve and education programmes to be put in place to avoid future miscommunications and distress to both patients and families.

A place is now available for patients wishes to be recorded which can be seen in the notes and communicated via handover.

The Palliative Care team is working with a group to develop key information handovers with colleagues regarding patient wishes without digital data being available

The Medical Director highlighted his concerns around the legal requirements of doctors to have discussions with patients and family members. He requested an immediate communication in the form of a letter to be drafted and sent to him to add his comments. This will be sent to all Doctors. A re-audit has also been requested.

Both the MD and Chair expressed their concerns and asked many questions to ascertain assurance

Return to QAC next month

Escalation to Board

Fragile Services, Maternity, Cancer Escalations/Surveillance, NOF, CPR Escalation Plan + Type 5

Trust Board: Committee Assurance Report

Agenda Reference	BM/24/12/125a(i)	Meeting	Trust Board	Date Of Meeting	4 December 2024
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Date of Meeting	8 October 2024
Name of Meeting & Chair	Quality Assurance Committee, Chaired by Cliff Richards
Was the meeting quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda ref	Agenda item	Issue and lead officer	Delivery Assurance	Governance Assurance	Follow up/ Review date
QAC/24/10/148	Hot Topic- Quality Surveillance in Surgery following Great Ormond Street incident.	<p>The Committee received the Hot Topic in relation to the Quality Surveillance in Surgery following the Great Ormond Street incident.</p> <p>The presentation included-</p> <ul style="list-style-type: none"> Overview of quality surveillance mechanisms at WHH. <p>Points of note include:</p> <ul style="list-style-type: none"> Multiple routes are available to raise concerns. Governance processes offer ability to scrutinise. External mechanisms available to offer additional assurance. Medical Triangulation Meeting overseen by Medical Director monthly. 	<p>Moderate</p> <p>Strong processes in place to provide surveillance of surgical cases.</p> <p>Conclude culture work in identified areas</p>	<p>Substantial:</p> <p>Monthly reporting with Executive oversight through Patient Safety and Clinical Effectiveness escalating to Quality Assurance Committee.</p>	<p>PSCEC</p> <p>October</p>
QAC/24/10/150	Patient Safety and Clinical Effectiveness Report	<p>An update from Patient Safety and Clinical Effectiveness Sub-Committee (PSCEC) was provided to the Committee.</p> <p>Key areas to note</p> <ul style="list-style-type: none"> Stroke de-escalated as a Fragile Service – less than 10% patients now coming to WHH, SNAPP National Stroke Performance data now improved to B rating. Gynaecology deescalated from Fragile Service– 	<p>Moderate:</p> <p>Backlog in Gynaecology waiting lists.</p>	<p>Substantial:</p> <p>Monthly reporting with Executive oversight through PSCEC</p> <p>Escalation</p>	<p>PSCEC</p> <p>October 2024</p> <p>Quality Committee Hot Topic - Cardiology November. Hot Topic Theatres</p>

		<p>sustained improvement in position.</p> <ul style="list-style-type: none"> • Cardiology escalated to become a Fragile Service due to diagnostic delays/gaps in medical staffing. • ENT – waiting list position has improved due to insourcing although noted this is causing cost pressure. 	ENT backlog improved but needs further improvement.	processes in place to QAC	culture work – November.
QAC/24/10/151	Arbury Court Update.	<p>The Committee received an update on Arbury Court</p> <p>Noting - Background – previous concerns regarding number of incidents from 2021 triggering Place and ICB oversight.</p> <p>Noted reduction in incidents. Improved relationship – 6 weekly meetings ongoing. PLACE/ICB scrutiny stepped down.</p>	Moderate Further improvement with Screening Compliance required.	Substantial Quarterly oversight through QAC	Stepped down from QAC with option to escalate. Update to Board of Directors. Verbal update in November relating to previous peak in incidents.
QAC/24/10/155	ED Improvement Update	<p>The Committee received an update on the ED Improvement Programme and noted the following</p> <ul style="list-style-type: none"> • ECIST Report received in month– action planning ongoing. • Behind trajectory for 4-hour standard. Actions in place to address. • Overall attendance lower, Ambulance attendance up (1.4% increase). • Improvement in 60-minute handover. • Reverse cohort in place to reduce corridor times that remains a challenge. • Deterioration in triage times- increased senior oversight introduced to address issues. 	Moderate 12 hours in department times and triage times need to further improvement	Substantial Non-Executive and Executive oversight via Quality Assurance Committee	QAC November
QAC/24/10/159	Ward	The Committee received an update regarding Ward	Moderate	Substantive	QAC

	Accreditation Report	Accreditation noting <ul style="list-style-type: none"> • Ward accreditation updated to align to WHH Culture Plan and CQC Single Assessment Framework • Plan to develop specialist Accreditation for areas such as Theatres. • Levels of intervention clearly defined. • Panel of Subject Matter Experts being established as a Validation Panel for new programme. 	New Processes need embedding and evaluation	Oversight by Executives and Non-Executives at QAC	Biannually
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The Committee also received the following items.

QAC/24/10/149 Deep Dive – Surveillance Programmes Backlogs & Position Update and Risk

QAC/24/10/152 Quality IPR Metrics

QAC/24/10/153 Cardiopulmonary Resuscitation (CPR) Decisions & Discussions (Adults) Position Report

QAC/24/10/154 Patient Experience Annual Report

QAC/24/10/156 Maternity Update

QAC/24/10/157 Quality Improvement update

QAC/24/10/158 Patient Equality, Diversity & Inclusion Sub-Committee Biannual report

QAC/24/10/160 Claims Report

QAC/24/10/162 High level enquiries/external inspections update

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72b (ii)
AGENDA ITEM	Committee Observation Report
COMMITTEE MEETING ATTENDED	Quality Assurance Committee
DATE OF MEETING(s):	11 November 2025
GOVERNOR OBSERVER	Diane Nield, Deputy Lead Governor
GOVERNOR COMMENTS	<p>There was 2 NED's in attendance at the meeting including chair</p> <p>The meeting papers were available on Team Engine beforehand. There was a full agenda with multiple detailed papers. The meeting was chaired very efficiently with lots of opportunities for questions. Apologies noted, minutes approved, action logs and matters arising reviewed.</p> <p>Highlights:</p> <p><u>Hot Topic –Fragile Services – Rheumatology</u></p> <p>During Q2 the service saw an increase in PALS complaints and Primary Care complaints concerning DMARD (monitoring of bloods) and Biologics Prescribing for Rheumatoid Arthritis. There were also issues with communication. Patients were not getting bloods done or receiving meds in a timely manner. Workforce vacancies were identified during March – July</p> <p>There was also an increase in clinician cancellations and delays in response to patient emails and phone calls.</p> <p>Primary Care complaints concerned the Shared Care Agreement and complaints from patients that their phone calls were not being answered leading to then running out of DMARD medication.</p> <p>Next Steps</p> <p>A DMARD and Biologics Tracker has been created to monitor patients blood results, clinical review and treatment.</p> <p>Review and amend DMARD and Biologics SOP to strengthen monitoring of blood results and embed Diagnostics Results Policy</p> <p>A full-service review including Getting it right first time (GIRFT) and move to electronic shared care agreements</p> <p>This service will now be moved into 'Fragile Services' with review in Dec</p> <p>Questions</p> <p>The NED's had many questions to gain further understanding of the issues and clinical responsibility around shared care agreements</p> <p>With 600+ patients there are lots of 'loopholes' that patients can fall through. In addition, patients on Biologics cannot go</p>

onto shared care.

There is an average monthly demand of approx. 120 new patients requiring scripts.

Deep Dive Theatre Safety Update

QAC were informed that the Governance structure has been firmed up.

The team have also looked at other models and found that Cheshire/Mersey have their own PSSG safety procedures that collate regional safety issues

The audit process has been fully embedded

Training and Awareness – An ESR module has been designed. To date 72 members have completed training. There is still an issue with medical staff who are proving a challenge and the team would like this training to be mandated.

MIAA will be reinvited to return and evaluate us.

The Compliance team will also conduct a ‘pressure test’ later in the week.

Questions

The board agreed it was great to see progress being made but insisted that further work needs to be done around culture and to drive mandatory training.

Agreed to review again Q1 2026

Fragile Services Update

Cardiology – Workforce and sickness absence is no longer a concern so Cardiology will be stepped down from ‘fragile services’

Cardio/Respiratory – ECHO and Sleep study waiting times are steadily coming down. The ‘Watch Patch’ device introduction has reduced formal sleep study demand + workload

Chronic Pain (see above Rheumatology) has been escalated to Fragile services

NOF – Mortality has risen further. Prompt surgery and prompt mobilisation remains a quality and performance issue.

Time to ward (A6) has plateaued and we need to understand why? The team specified that bed availability is a challenge and are looking to see if dedicated beds can be ringfenced as demand is increasing daily.

The MD remarked he is unhappy where we are and that we have not improved in 6 months. There is real concern that there is not a strategic plan in place. The performance is unacceptable, and the team are to report to the board next week.

The Chair noted that this paper also came in very late.
Return to QAC next month.

Infection Control

E-Coli – 43 cases with 0 cases for the month of October following actions taken to reduce transmission.

0 MRSA in 7 months

The team are currently working with Bridgewater to align policies

Cleanliness issues – Domestic have been diverted to corridors etc

TB seminar delivered

Sharps injuries – 58 incidents, 29 incidents were recorded incorrectly in Datix. This has been addressed. Taking bloods and administering insulin has been identified as the highest ranked issue.

Questions were raised to gain assurance that recording in Datix needs to be done correctly - Hot Topic for next QAC meeting

Escalation to Board

Fragile Services (ins Rheumatology), Maternity, Theatre 'never event' + Full Business Case (Integration)

Trust Board: Committee Assurance Report

Agenda Reference	BM/25/12/129a (ii)	Meeting	Trust Board	Date Of Meeting	3 December 2025
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Date of Meeting	11 November 2025
Name of Meeting & Chair	Quality Assurance Committee, chaired by Cliff Richards
Was the meeting quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda ref	Agenda item	Issue and lead officer	Delivery Assurance	Governance Assurance	Follow up/ Review date
QAC/25/11/176	Hot Topic – Rheumatology/ Big Hand EPRR incident	<p>The Committee received a presentation noting</p> <ul style="list-style-type: none"> • Increase in Pals/complaints/ delays in prescriptions • Issues re shared care agreements • Risk noted on risk register • Immediate tracker put in place • Backlog being monitored • Introduced Nurse led clinics • Reviewing GIRFT guidance to benchmark current pathways • Plan to move to electronic oversight programme <p>Big Hand EPRR incident</p> <ul style="list-style-type: none"> • 15 October issue identified with intermittent login issues leading to delays in transcriptions and distribution of clinical letters and operation notes • Backlog has been cleared • Automatic monitoring has been implemented – to detect issues • Teams calls held 3 x daily to address any issues 	<p>Moderate</p> <p>Plans in place need to monitor improvements.</p> <p>More detail to be provided to PSCESC</p>	<p>Substantial: Review via Quality Assurance Committee Quarterly, monthly oversight via Patient Safety and Clinical Effectiveness Committee (PSCESC)</p>	<p>Progress report via fragile services to QAC in December</p> <p>Monthly oversight via Patient Safety and Clinical Effectiveness Committee (PSCESC) as part of fragile services reports</p>

		<ul style="list-style-type: none"> • AVT pilot commenced on 1 November 			
QAC/25/11/177	Deep Dive – MIAA update re Theatre safety	<p>The Committee received a presentation noting</p> <ul style="list-style-type: none"> • Update following concerns raised in previous MIAA report • Governance structure strengthened • Observational audits undertaken weekly • Documented audits undertaken 3 x weekly • Digital audit tool being developed • Training developed- 72 staff completed • Action plan fully completed • 1 further Never Event noted 	<p>Limited</p> <p>Despite actions being complete, further Never Event reported. Further work required regarding culture.</p>	<p>Substantial: Review via Quality Assurance Committee Quarterly,</p>	<p>Update to QAC in December 2025. Monthly monitoring via PSCESC</p>
QAC/25/11/182	Patient Safety and clinical Effectiveness Sub Committee (PSCESC) Report.	<p>An update from Patient Safety and Clinical Effectiveness Sub-Committee (PSCESC) was provided to the Committee.</p> <p>Key areas to note</p> <ul style="list-style-type: none"> • Cardiology – looking to step down from fragile services– staffing issues addressed • Chronic Pain – limited progress, new clinical lead appointed, validation exercise ongoing • Cancer –SOP approved and in place • Urology – improved outpatient waiting list position. P2, 3 and 4 lists have reduced. • Plans in place to address key issues. • Rheumatology escalated into fragile service – deep dive to 	<p>Moderate</p> <p>Assurance received, areas of concern have plans in place and are being monitored monthly via PSCESC.</p>	<p>Substantial</p> <p>Monthly oversight at QAC</p> <p>Executive oversight monthly of all fragile services is conducted through PSCESC</p>	<p>Update to QAC December 2025</p>

		<p>come back next month</p> <ul style="list-style-type: none"> Fractured neck of femur-mortality has increased to 99 centile – submitted data incomplete which can affect data, crude mortality remains high. 			
QAC/25/11/183	Integration Full Business Case	<p>The Committee received a report noting</p> <ul style="list-style-type: none"> Working draft document was presented to the Quality Committee The draft Full Business Case has been presented to both Board of Directors Draft due diligence reports have been shared with boards Further feedback requested from all sub committees Mitigating actions against all key risks to be monitored via relevant sub committees 	<p>Moderate</p> <p>Clear governance and actions in place to meet requirements.</p>	<p>Substantive</p> <p>Oversight at QAC (all sub committees) and both Board of Director meetings.</p>	<p>Update to Board of Directors in November 2025. Mitigation of risks to be managed by relevant sub committees.</p>
QAC/25/11/184	Fractured neck of femur – future plan	<p>The Committee received a report noting</p> <ul style="list-style-type: none"> October position for time to Theatre has decreased to 38% Time to ward has noted no significant improvement Average time to surgery is 42 hours (this is an improvement from previous months) Deterioration in post operative mobilisation KPI Crude mortality above upper control limit 	<p>Limited</p> <p>Despite actions being complete, further deterioration noted.</p>	<p>Substantive</p> <p>Oversight at QAC monthly.</p> <p>Monthly at Patient Safety and Clinical Effectiveness (PSEESC)</p>	<p>Update to QAC in December 2025. Monthly monitoring via PSCESC</p> <p>Full details plan to be presented at the Executive Team Meeting in 1 week.</p>

The Committee also received the following items.

QAC/25/11/178 Compliance update
QAC/25/11/179 Board assurance framework

QAC/25/11/180 Sepsis High level update
QAC/25/11/185 Maternity update
QAC/25/11/187 Infection Control Q2 Update
QAC/25/11/188 Dementia and Delerium Update
QAC/25/11/189 High level enquiries and external Assessment/Inspections
QAC/25/11/191CIP/GIRFT Quality Impact Assessment Biannual Report

Assurance Key

Delivery Assurance: Assurance in achieving outcomes.

Governance Assurance: Assurance in the internal controls in place

Level of Assurance	Description
High	There is a strong system of internal control which has been effectively designed to meet the system objectives, and that controls are consistently applied in all areas reviewed
Substantial	There is a good system of internal control designed to meet the system objectives, and that the controls are generally being applied consistently
Moderate	There is an adequate system of internal control; however, in some areas weaknesses in design and/ or inconsistent application of controls puts the achievement of some aspects of the system objectives at risk
Limited	There is a compromised system of internal control as weaknesses in the design and/ or inconsistent application of controls puts the achievement of the system objectives at risk
No	There is an inadequate system of internal control as weaknesses in control, and/ or consistent non-compliance with controls should/ has resulted in failure to achieve the system objectives

Note: Please fill the Recommendation / Assurance/mandate to receiving body column with the correct colour and state the Committees' level of assurance i.e. No Assurance, Limited Assurance, Moderate Assurance, Substantial Assurance or High Assurance

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72biii
AGENDA ITEM	Committee Observation Report
COMMITTEE MEETING ATTENDED	Quality Assurance Committee
DATE OF MEETING(s):	9 December 2025
GOVERNOR OBSERVER	Diane Nield, Public Governor Warrington and Halton
GOVERNOR COMMENTS	<p>There was 1 NED in attendance (JD) at the meeting (chair)</p> <p>The meeting papers were available on Team Engine beforehand. There was a full agenda with multiple detailed papers. The meeting was chaired very efficiently with lots of opportunities for questions. The chair also remarked that the hospital is very busy at the moment and is aware that QAC attendees time is appreciated.</p> <p>Apologies noted, minutes approved, action logs and matters arising reviewed.</p> <p>Highlights:</p> <p><u>Deep Dive – Sharps Injuries + Exposure incidents</u></p> <p>There have been several audits conducted around sharps safety over the period of Jan-July</p> <p>The audits found that in some cases the reporting suggested there were patient injuries when in fact there was not. In addition, some incidents were not reported to the health and safety team.</p> <p>Looking closer, most incidents are in Urgent and Emergency medicine CBU and in band 5 nursing staff. Most incidents involved taking blood or insulin pens.</p> <p>This data has been correlated with data from OCC Health (staff have bloods taken to detect blood born viruses). 8 staff were given Hep C booster to out-way risk. No members of staff required post exposure prophylaxis for HIV.</p> <p>Inaccurate reporting in Datix has been identified as an issue and acknowledged that the system can be confusing. The landing page has now been changed to reflect the feedback. We are not assured that ALL incidents are reported to OCC Health and follow – ups completed.</p> <p>In addition, the sharps bin supplier has been changed and staff training in place.</p> <p>Next Steps</p> <p>Information has been shared with staff via internal media pages whilst winter pressure is high. Risk assessment is to include insulin pens.</p> <p>There will be a repeat of the deep dive and audit in June '26 along with a Datix data/OCC Health data review.</p>

NB – Bridgewater do not currently use Datix. This will commence post-acquisition.

Typing Backlog Update

Lyrebird is working very well with 0 incidents since October. All specialities have now reduced backlog numbers. In addition, 197 hours of overtime has been taken up and trajectory to clear the backlog is March' 26.

We are currently 252 letters behind due to limited access to 'Big Hand' software (secretaries had been unable to access the system, this has now been rectified).

There are also a limited number of laptops available for home working, but the picture is improving. Back to QAC Feb'26

Fractured Neck of Femur Update

Action Plan – reviewed weekly with Medical Director, Chief Nurse and Operations Director

NOF's – reviewed daily at Trauma meetings. We are seeing a slight increase in NOF's on Friday/Saturday and Sunday with a decrease in theatre time.

Children are also given priority in theatre. The chair challenged this decision. The Medical Director also challenged delaying an elderly patient with pain who has also fasted vs a child. Trauma capacity is in question.

In addition, Time in Theatre is in question. 3 hours appears a long time for a NOF

The chair challenged 'are elderly patients being treated fairly?' The Medical Director also challenged around decision making and accountability especially on weekends.

Mental Health Update

WHH continues to see a lot of mental health patients.

October 13 reported MH incidents

November 11 reported MH incidents

Ligature Events There has been an increase in ligature events. 28 cases have been reviewed (19 no harm, 1 Fatal)

Many events take place in ED or Emergency Medicine. Many of these patients had no mental health needs. AMU is currently looking at the design of a patient behaviour questionnaire.

MH Plan

Investment in staff training, risk assessment more therapeutic level of enhanced care

How to respond to ligature events

Recognising patients don't always present with MH diagnosis

Offering staff support if/when they deal with a ligature patient

An Annual workplan has been developed (5 pillars)

Section 136 patients

Concerns that section 136 MH patients could be brought to WHH have been expressed in the past

There is an agreement in principle that these patients can come here for physical treatment only but there are only a small number of locations patients can be taken to.

Next Steps

Workplan sign-off

Section 136 SOP and progress by Jan'26

Escalation to Board

Sharps Injuries + exposure incidents, Fragile services, Maternity services, ED Harm, FNOF

Trust Board: Committee Assurance Report

Agenda Reference	BM/26/02/153a(i)	Meeting	Trust Board	Date Of Meeting	4 February 2026
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Date of Meeting	9 December 2025
Name of Meeting & Chair	Quality Assurance Committee, chaired by Jane Downey
Was the meeting quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda ref	Agenda item	Issue and lead officer	Delivery Assurance	Governance Assurance	Follow up/ Review date
QAC/25/12/199	Hot Topic – Review of Sharps incidents	<p>The committee received a presentation noting</p> <ul style="list-style-type: none"> • Legal requirements and moral duty in relation to sharps • Overview of Training/policies/Audits • Overview and analysis of incidents – January to July 2025 (58 incidents in total – All low or no harm) • Overview of Occupational Health Follow ups • Plan further review of data August to present. • Learning shared at key meetings – Infection Control Committee(ICC) /Chief Nurse Check In etc • Target prevention activity ongoing in areas of higher incidence • Relaunch of risk assessment on sharps safety January 2026. 	<p>Moderate</p> <p>Plans in place need to monitor improvements.</p> <p>More detail/ progress on actions to be provided to ICC following next review of incidents.</p>	<p>Substantial: Review via Quality Assurance Committee Quarterly, monthly oversight via Safer Sharps Group reporting to Health and Safety and Infection Control Committee</p>	<p>Progress report via fragile services to QAC in December</p> <p>Monthly oversight Safer Sharps Group reporting to Health and Safety and Infection Control Committee.</p>
QAC/25/12/204	Patient Safety and clinical Effectiveness Sub Committee (PSCESC) Report.	<p>An update from Patient Safety and Clinical Effectiveness Sub-Committee (PSCESC) was provided to the Committee.</p> <p>Key areas to note</p>	<p>Moderate</p> <p>Assurance received, areas of concern have</p>	<p>Substantial</p> <p>Monthly oversight at QAC</p>	<p>Update to QAC January 2026</p>

		<ul style="list-style-type: none"> • Cardiology – looking to step down from fragile services– staffing issues addressed • Chronic Pain – limited progress, new clinical lead appointed, validation exercise ongoing • Cancer –SOP approved and in place • Urology – improved outpatient waiting list position. P2, 3 and 4 lists have reduced. • Plans in place to address key issues. • Rheumatology escalated into fragile service – deep dive to come back next month • Fractured neck of femur- mortality has increased to 99 centile – submitted data incomplete which can affect data, crude mortality remains high. 	plans in place and are being monitored monthly via PSCESC.	Executive oversight monthly of all fragile services is conducted through PSCESC	
QAC/25/12/202	ED Update	<p>The committee received a report noting</p> <ul style="list-style-type: none"> • 2 improvement schemes ongoing but behind schedule • Department gone live with push model for Paediatric Assessment • A test of change has been implemented placing Emergency Frailty Team in Ed. • Increased in harm incidents recorded – medications reported as the highest theme. 	<p>Limited</p> <p>Actions behind track – further assurance requested</p>	<p>Substantive</p> <p>Oversight at QAC monthly.</p>	Update to QAC January 2025 including a deep dive on harm incidents .
QAC/25/12/205	Fractured neck of femur – future plan	<p>The committee received a report noting</p> <ul style="list-style-type: none"> • November position for time to theatre has decreased to 28%. • Time to ward shows no significant improvement. 	<p>Limited</p> <p>Despite actions being complete, further deterioration noted.</p>	<p>Substantive</p> <p>Oversight at QAC monthly.</p> <p>Monthly at Patient Safety</p>	Update to QAC in December 2025. Monthly monitoring via PSCESC

		<ul style="list-style-type: none"> • Average time to surgery has increased to 50 hours, representing a deterioration from previous months. • Continued deterioration in the post-operative mobilisation KPI. • Crude mortality is above the upper control limit. • The Executive Team is overseeing performance weekly 		and Clinical Effectiveness (PSEESC)	Capacity and demand analysis requested for next report
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The Committee also received the following items.

QAC/25/12/201 IPR metrics

QAC/25/12/203 Typing backlog update on SOP

QAC/25/12/206 Maternity update

QAC/25/12/207 Mental Health Update

QAC/25/12/208 Staffing Report-Biannual report

QAC/25/12/209 Learning from deaths review

QAC/25/12/210 Quality Strategy and Priorities update Q2

QAC/25/12/211 High level enquiries

Assurance Key

Delivery Assurance: Assurance in achieving outcomes.

Governance Assurance: Assurance in the internal controls in place

Level of Assurance	Description
High	There is a strong system of internal control which has been effectively designed to meet the system objectives, and that controls are consistently applied in all areas reviewed
Substantial	There is a good system of internal control designed to meet the system objectives, and that the controls are generally being applied consistently
Moderate	There is an adequate system of internal control; however, in some areas weaknesses in design and/ or inconsistent application of controls puts the achievement of some aspects of the system objectives at risk
Limited	There is a compromised system of internal control as weaknesses in the design and/ or inconsistent application of controls puts the achievement of the system objectives at risk
No	There is an inadequate system of internal control as weaknesses in control, and/ or consistent non-compliance with controls should/ has resulted in failure to achieve the system objectives

Note: Please fill the Recommendation / Assurance/mandate to receiving body column with the correct colour and state the Committees' level of assurance i.e. No Assurance, Limited Assurance, Moderate Assurance, Substantial Assurance or High Assurance

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72b(iv)
AGENDA ITEM	Committee Observation Report
COMMITTEE MEETING ATTENDED	Quality Assurance Committee
DATE OF MEETING(s):	13 January 2026
GOVERNOR OBSERVER	Diane Nield, Public Governor Warrington and Halton
GOVERNOR COMMENTS	<p>There was 1 NED in attendance (JD) at the meeting (chair)</p> <p>The meeting papers were available on Team Engine beforehand. There was a full agenda with multiple detailed papers. The meeting was chaired very efficiently with lots of opportunity for questions.</p> <p>Apologies noted, minutes approved, action logs and matters arising reviewed.</p> <p>Highlights:</p> <p><u>Patient Story</u></p> <p>A bereaved family member shared their experience of WHH, Primary Care and 111 following the death of her husband and subsequent complaint.</p> <p>The patient had a history of heart failure and had a defibrillator implant. He had become very unwell and after numerous calls to their GP and 111 was told to go to the emergency department. The patient waited several hours, was offered no food despite being insulin diabetic and once seen was told they were fit to go on their imminent holiday and discharged with antibiotics. Shortly afterwards the patient appeared very confused and breathless. The patient refused to go to WHH, so his wife took him to Wythenshawe Hospital where they were told he was in organ failure and he died the next morning.</p> <p>The family complained to WHH and were told to request his notes. The notes took a long time to arrive. He was found to have a pneumonia diagnosis when seen at WHH but was sent home. The family have zero confidence in WHH but they want WHH to know this. They expressed they want WHH to improve their listening and communication skills.</p> <p>In addition, the death was 12 months ago, and it has taken all this time to obtain the information.</p> <p>The Chair and committee members all gave their sincere apologies and sympathies and said WHH will learn from this experience. The family do feel they have been supported by WHH recently and are grateful to present to the QAC committee.</p> <p><u>Hot Topic - Radiology Reporting</u></p>

Presentation from the department.

In the last 12 months they have seen an increase of over 20,000 diagnostics to interpret across 18 Consultants. These include x-rays, CT scans and MRI's.

This workload has increased trust turnaround times from the norm (there are no National targets)

The December '24 capacity review identified a shortfall in capacity versus workforce whereby WLI (overtime) was granted. They do also outsource some work albeit they are now beginning to struggle.

A backlog has been identified showing 1 x cancer case, 46 MRI's and 437 plain film. This has a knock-on effect delaying patient diagnosis, increase in Datix/complaints which then takes up more time to deal with these.

Understandably the workforce is under pressure citing poor work/life balance, fatigue, low morale, increase in sickness and mistakes. They have now reached a tipping point in that they also do not have time for personal development.

They stressed that they are feeling very supported and have met with the Medical Director on a number of occasions who supported further outsourcing in the Summer. They are now looking for more support.

The committee recognised that this was one of the best capacity/demand requests they have seen and are fully supportive.

Questions arose regarding how we are communicating with GP's and the need for so many diagnostics

Return to QAC in 6 months

Deep Dive – Theatre specifics

Implant/Prosthetic implants

A deep dive into 40 Datix searches identified "Prosthetics Pause" - a SOP to check before, during and after surgery required improvement.

Actions identified:

Audit of Prosthetic Pause

Phonetic Alphabet to be used for prosthetics to avoid errors

Prosthetic Pause Check list whiteboard to be used in theatre

2 x Orthopaedic procedures were classed as 'never events' - a cluster review is underway

FNOF

Demand and capacity work complete.

Continue on a weekly basis to update board

December '25 saw 37 FNOF (higher than average) with 80% operated on within 18 hours. Prioritisation is improving, but still a way to go



Escalation to Board

Radiology, Fragile services, Maternity services, ED Harm,
FNOF

Trust Board: Committee Assurance Report

Agenda Reference	BM/26/02/153a(ii)	Meeting	Trust Board	Date Of Meeting	4 February 2025
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Date of Meeting	13 January 2025
Name of Meeting & Chair	Quality Assurance Committee, chaired by Jane Downey
Was the meeting quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda ref	Agenda item	Issue and lead officer	Delivery Assurance	Governance Assurance	Follow up/ Review date
QAC/26/01/221	Hot Topic – Radiology Reporting	<p>The committee received a presentation noting</p> <ul style="list-style-type: none"> Increased activity 18,333 cases since 2019 Radiology consistently achieved DMO1 targets Consultant shortfalls identified when plotting activity v job plans (35k reports shortfall) Outsourcing in place to mitigate Revenue Request in development Increase in PALs enquiries (no=48 April – September 25) 	<p>Moderate</p> <p>Await outcome of Revenue request , further assurance regarding long term plans.</p>	<p>Substantial:</p> <p>Review via Quality Assurance Committee . Paper presented to Patient safety and Clinical Effectiveness (PSCESC) November 25</p>	<p>Progress report back to QAC in 6 Months</p>
QAC/26/01/222	Deep Dive into Theatre prosthesis related incidents .	<p>The committee received a presentation noting</p> <ul style="list-style-type: none"> Between April – Nov 25 10 related incidents. Two incidents reported as Never Events Overview of improvement actions were provided Noted lack of documented evidence in some areas of plan 	<p>Limited</p> <p>Clear timeframes requested on all outstanding actions</p>	<p>Substantial:</p> <p>Review via Quality Assurance Committee . Theatre Safety reported monthly to Patient Safety and Clinical</p>	<p>Update to QAC February 2026. Theatre Safety reported monthly to Patient Safety and Clinical Effectiveness Committee</p>

				Effectiveness Committee	
QAC/25/12/204	Patient Safety and clinical Effectiveness Sub Committee (PSCESC) Report.	<p>An update from Patient Safety and Clinical Effectiveness Sub-Committee (PSCESC) was provided to the Committee.</p> <p>Key areas to note</p> <ul style="list-style-type: none"> • Chronic Pain – Joint injections falling outside of nice guidance will cease from February 26. Validation underway assessing 900 patients on Patient Initiated Follow up list • Urology – improved outpatient waiting list position. P2, 3 and 4 lists have reduced. • Plans in place to address key issues. • Rheumatology escalated into fragile service – monitoring action plan monthly • Emerging concern re surgical site infections for prosthetic joints. – cases presently under review 	<p>Moderate</p> <p>Assurance received, areas of concern have plans in place and are being monitored monthly via PSCESC.</p>	<p>Substantial</p> <p>Monthly oversight at QAC</p> <p>Executive oversight monthly is conducted through PSCESC</p>	Update to QAC February 2026
QAC/26/01/227	Fractured Neck of Femur Performance Assurance & future plan	<p>The committee received a report noting</p> <ul style="list-style-type: none"> • Progress against action plan • 37 patients treated for NOF in the month of December performance 38% patients to theatre within expected timeframe • Capacity modelling showing approximately 7 – 8 hours of theatre time short of requirements – updated detailed capacity and demand report requested 	<p>Limited</p> <p>Actions behind track – further assurance requested</p>	<p>Substantive</p> <p>Oversight at QAC monthly.</p> <p>Executive oversight monthly of all fragile services is conducted through PSCESC</p>	Update to QAC February 2025 including a capacity and demand study.

QAC/26/01/227	Fractured neck of femur – future plan	<p>The committee received a report noting</p> <ul style="list-style-type: none"> • November position for time to theatre has decreased to 28%. • Time to ward shows no significant improvement. • Average time to surgery has increased to 50 hours, representing a deterioration from previous months. • Continued deterioration in the post-operative mobilisation KPI. • Crude mortality is above the upper control limit. • The Executive Team is overseeing performance weekly 	<p>Limited</p> <p>Despite actions being complete, further deterioration noted.</p>	<p>Substantive</p> <p>Oversight at QAC monthly.</p> <p>Monthly at Patient Safety and Clinical Effectiveness (PSEESC)</p>	<p>Update to QAC in December 2025. Monthly monitoring via PSEESC</p> <p>Capacity and demand analysis requested for next report</p>
QAC/26/01/228	Clinical Pharmacy Service Supply, Discharge and Reconciliation	<p>The committee received a report noting</p> <ul style="list-style-type: none"> • The performance of the Clinical Pharmacy Service across medicines supply • Pharmacy screening of ward discharges had improved significantly, rising from 39% in January 2024 to 64–70% by late 2025 • Assurances seen how high-risk patients are prioritised using digital tool • Work required with Digital Teams to sustain toll 	<p>Moderate</p> <p>Good assurance regarding mechanisms and performance to manage risk. Digital tool not sustainable in its current form required Digital Team support.</p>	<p>Substantive</p> <p>Oversight at QAC monthly.</p> <p>reported monthly to Patient Safety and Clinical Effectiveness Committee</p>	<p>Progress report back to QAC in 6 Months</p> <p>monitoring via PSEESC</p>

The Committee also received the following items.

- QAC/26/01/233 Board Assurance Framework
- QAC/26/01/224 Due Diligence Risks
- QAC/26/01/225 ED Improvement
- QAC/26/01/229 Maternity Update
- QAC/26/01/230 Safeguarding Annual Report
- QAC/26/01/231 Mortuary Licenced Activity
- QAC/26/01/232 Violence reduction Strategy
- QAC/26/01/234 Clinical Audit Report
- QAC/26/01/235 Quality Improvement Progress Report
- QAC/26/01/236 Enabling Strategy Alignment Progress Report
- QAC/26/01/237 Quality Impact Assessment
- QAC/26/01/238 High Level Enquiries
- QAC/26/01/239 Information Governance and Records
- QAC/26/01/240 Infection Control BAF

Assurance Key

Delivery Assurance: Assurance in achieving outcomes.

Governance Assurance: Assurance in the internal controls in place

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No	There is an inadequate system of internal control as weaknesses in control, and/ or consistent non-compliance with controls should/ has resulted in failure to achieve the system objectives

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COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72c (i)
AGENDA REFERENCE:	Strategic People Committee in Common Governor Observation Report
COMMITTEE ATTENDED	Strategic People Committee in Common
DATE OF MEETING(s):	15 th October 2025
AUTHOR(S):	Dr Margaret Bamforth, Public Governor – Warrington and Halton
GOVERNOR COMMENTS	<p>The Committee was chaired by Julie Jarman and was well attended. Co-chair Abdul Siddique and Mike O’Connor, NED WHH, attended on-line and Elaine Inglesby, Bridgewater NED, attended in person. There was clear evidence of the progress that this Committee has made since I last observed back in May. The agenda was much more manageable and the papers contained relevant information with discussion of the issues and allowed appropriate levels of assurance to be determined. On this occasion the agenda was relatively short and straightforward compared to previous meetings.</p> <p>Julie began the meeting by acknowledging the tragic events that had occurred at a Synagogue in Manchester recently. The Committee recognised the impact this would have on the staff of both Trusts. Michelle Cloney, Chief People Officer, WHH, outlined the steps that have been taken to identify vulnerable staff members. There had been a similar response from the Bridgewater HR team and Paula Woods drew the Committee’s attention to the impact on GM colleagues working in Dental Services.</p> <p>The Hot Topic was presented by Anita Kirkham who described the service provided by the Mental Health Hub and the plans for the development of this service to address the 10 year Fit for the Future Plan. There has been increasing demand for the service as more staff are presenting with mental health concerns. A stratified approach is being developed and implemented to help manage the demand and to also ensure the appropriate level of response and treatment is provided. Both Trusts have a high level of sickness (this is particularly an issue in the Northwest) and mental health issues play a significant role in this. There is awareness that the transition of services due to the acquisition may be an additional factor in increasing staff stress and anxiety. However, it was noted that there is positivity about the future arrangements from clinical staff. There was a good discussion about the approaches that could be used to address the mental health issues with</p>

participation from NEDs from both Trusts. The discussion was well summarised by Julie and an assurance level given.

Reports were received from Michelle Cloney and Paula Woods. In the discussion that followed, it was drawn to the Committee's attention that the Finance and Sustainability Committee has been receiving papers relating to workforce reduction, in the corporate workforce. This will have an impact on the Trusts' ability to deliver some of the targets relating to people, for example sickness reduction and retention. It was agreed that a paper would be presented to SPCiC addressing this area.

Other issues of interest concerned the flu campaign, which is going well, the safer staffing report (which relates to nurse staffing levels) and a paper on Improving Working Lives of Resident Doctors. Mike O'Connor asked whether there are safe staffing levels for doctors equivalent to the approach taken to nurse staffing. There aren't and there was a good discussion about why not and what safeguards are currently in place.

In summary, the meeting was well chaired by Julie, there was appropriate participation from all, with good discussion and appropriate challenge. Assurance levels were green for governance and there were no concerns to escalate to Board. I was left with the feeling that the two Trusts are working well together and moving the Committee towards greater integration.

Trust Board: Committee Assurance Report

Agenda Reference	BM/25/12/129b (i)	Meeting	Trust Board	Date of Meeting	3rd December 2025
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Date of Meeting	Wednesday 15 October 2025
Name of Meeting and Chair	Strategic People Committee in Common, Chaired by Julie Jarman
Was the Meeting Quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda Ref	Agenda Item	Issue and Lead Officer	Delivery Assurance	Governance Assurance	Follow Up/ Review Date
SPCIC/25/10/128	Welcome, apologies and opening comments	The Committee acknowledged the current landscape and recent events which impacts on staff wellbeing and belonging, both internally and externally to the organisation. Specifically, the Committee noted the anxiety which is created for some of our staff in relation to the rise in racist remarks and actions nationally. The Committee noted actions being taken at a Trust level in relation to this and offered their support to Trust staff.	No assurance was noted for this item.	No assurance was noted for this item.	N/A
SPCIC/25/10/131	Hot Topic – Mental Health Hub – 10 Year Fit for the Future Plan	The Committee received a presentation on the work undertaken to support the Trust workforce through a mental health and wellbeing lens. The presentation outlined the alignment to the 10 Year Health Plan for England: Fit for the Future Plan as well as regional priorities for sickness absence reduction. Members noted a new model which is being introduced called the “Stratified Stepped Care Model”. This ensures efficient use of resources, a focus on prevention and early intervention and the mirroring of the 10-year plan’s emphasis on	The Committee received assurance on the delivery of the Mental Health Hub and model for supporting staff wellbeing.	The Committee received assurance on the governance aligned to the Mental Health Hub and alignment with the 10 Year Fit for the Future Plan.	N/A

		<p>prevention and targeted support.</p> <p>The Committee discussed:</p> <ul style="list-style-type: none"> • Resource and alignment for OH and Mental Wellbeing Hub • Capacity and demand • Integration 			
SPCIC/25/10/132(i)	Chief People Officer Report	<p>The Committee received the report and noted:</p> <ul style="list-style-type: none"> • The completed provider self-assessment return for approval • Staff Survey compliance • Staff Safety • Flu vaccination <p>The Committee noted the significant volume of system pressures and financial actions and agreed for a monthly report to be added to the Cycle of Business regarding the Workforce from the Delivery Unit.</p>	The Committee approved the Provider Self-Assessment Return.		N/A
SPCIC/25/10/134	Better Care Together Update	<p>The Committee discussed current progress in relation to the Better Care Together integration programme. Specifically, members discussed the workforce and corporate service integration progress. Discussions included:</p> <ul style="list-style-type: none"> - Sessions held with clinical staff and their feelings were noted as positive. - Corporate services feeling disengaged with slightly lower morale however this is being managed locally by teams. The Committee noted that this is reflective of the national picture where there is increased pressure on corporate team reduction and the impact that this has locally on staff morale. 	The Committee received moderate assurance on the delivery of the programme because of the context of risk	The Committee received assurance on the governance of the programme and steps being taken to ensure a fair, consistent approach.	November 2025

SPCIC/25/10/136	Flu Campaign (2025-26)	<p>The Committee received a report on the flu campaign for 2025/26. Members noted the work being undertaken to address the hesitancy to flu vaccination and changes to practices across the Occupational Health and Wellbeing service.</p> <p>Members noted that the Trust has a 5.2% target for improvement, set nationally and by the ICB to achieve at least 50% overall of frontline staff vaccinated.</p>	The Committee received assurance on the delivery of the flu vaccination programme for 2025/26.	The Committee received assurance on the governance of the flu vaccination programme for 2025/26.	November 2025
SPCIC/25/10/183	WHH Assessment of Compliance – Working Lives of Resident Doctors 10 Point Plan	<p>The Committee noted that Dr Eshita Hasan, Deputy Medical Director will be the senior responsible officer for the programme. Members noted the appointment of a Peer Resident Doctor - Medical Leadership Fellow Role.</p> <p>Actions with high / medium assurance were discussed by members. Specifically referencing areas of moderate assurance:</p> <ul style="list-style-type: none"> • On-call parking arrangements • Notice period for all rotations going forward • Expense payments for approved study leave <p>Areas of limited assurance:</p> <ul style="list-style-type: none"> • Resident Doctor annual leave payments (NHS England) • The management of rotational changes (NHS England) • Minimising the practical impact for Resident Doctors to move employers when they rotate (NHS England). 	The Committee received moderate assurance on the delivery noting a lot is out of control as sits with NHS England	The Committee received assurance on the governance of the Improving Working Lives of Resident Doctors 10 Point Plan	Follow up to be scheduled

Other reports received by the Committee:

- SPCIC/25/08/093 – Workforce Brief on National, Regional, ICB or Local Workforce Issues

- SPCIC/25/08/095 – Workforce Equality, Diversity and Inclusion Strategy Update
- SPCIC/25/08/097 – Safer Staffing Report
- SPCIC/25/08/098 – Midwifery Staffing Report – Q1 – approved for submission to Trust Board

Chairs Logs received by the Committee:

- SPCIC/25/08/102 – Workforce Review Group

Assurance Key:

Delivery Assurance: Assurance in achieving outcomes

Governance Assurance: Assurance in the internal controls in place

	No assurance – could have a significant impact on quality, operational or financial performance;
	Moderate assurance – potential moderate impact on quality, operational or financial performance
	Assured – no or minor impact on quality, operational or financial performance

Please complete to highlight the key discussion points of the meeting using the key to identify the level of assurance/risk to the Trust

Note: Please fill the Recommendation / Assurance/mandate to receiving body column with the correct colour and state the Committees' level of assurance i.e. No Assurance, Limited Assurance, Moderate Assurance, Substantial Assurance or High Assurance

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72c(ii)
AGENDA REFERENCE:	Strategic People Committee in Common Governor Observation Report
COMMITTEE ATTENDED	Strategic People Committee in Common
DATE OF MEETING(s):	19 th November 2025
AUTHOR(S):	Dr Carol Ann Kelly (Governor Observer), Public Governor, Warrington and Halton
GOVERNOR COMMENTS	<p>The meeting was held as hybrid in person and Teams. I attended as an observer on Teams together with Audrey Fitzpatrick, Governor BCHT. The meeting was run as per agenda and effectively Chaired. Both Chairs and two other NEDs were in attendance.</p> <p>The 'Deep Dive' featured Corporate Services Integration. Formal requirements summarised: a four-phase plan with Phase one activated last week; timescales outlined with completion due 27/2/26. Outlined the introduction of a 'Model Health System'. An anomaly identified regarding BHCT workforce costs significantly higher the WHH. Good challenge from NEDS and plans for follow-up outlined (governance – amber, delivery – red).</p> <p>Other agenda points of interest: number of MARS applications outlined; staff survey completions down in both organisations; staff 'tired' – need to rethink approaches to staff support (are we doing too much – what is making a difference?). Changes in Sickness & Absence policy to be introduced (interim measures in place). Midwifery staffing report presented – no concerns – team commended.</p> <p>Chairs' log regarding assurance and delivery decided throughout the agenda. The meeting was effectively Chaired. Members, including Governors, were invited to give feedback on the conduct of the meeting.</p>

Trust Board: Committee Assurance Report

Agenda Reference	BM/25/12/129b (i)	Meeting	Trust Board	Date of Meeting	3rd December 2025
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Date of Meeting	Wednesday 19 th November 2025
Name of Meeting and Chair	Strategic People Committee in Common, Chaired by Abdul Siddique
Was the Meeting Quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda Ref	Agenda Item	Issue and Lead Officer	Delivery Assurance	Governance Assurance	Follow Up/ Review Date
SPCIC/25/11/147	Deep Dive – Corporate Services Workstream	<p>The Committee received a presentation on the 2024/25 Corporate Benchmarking for WHH and BCH, as well as the approach for the TUPE process for Better Care Together.</p> <p>The Committee noted the significant reductions required in workforce for BCH to achieve the national median for Corporate Benchmarking across all corporate portfolios. Risks identified included the ability to achieve reductions with the current turnover rate.</p> <p>The Committee requested the need for a more thorough financial understanding of the benchmarking data and how reductions can be achieved. The presentation was referred to FSCIC for further review.</p>	The Committee received no assurance on the delivery of Model Health Corporate Benchmarking	The Committee received moderate assurance on the governance of Model Health Corporate Benchmarking	For further review at FSCIC
SPCIC/25/11/149	Chief People Officer Report	<p>The Committee received an update on:</p> <ul style="list-style-type: none"> Resident Doctor Industrial Action 	The Committee received	The Committee received	To be scheduled

		<ul style="list-style-type: none"> • Mutually Agreed Resignation Scheme • 'Be Present, Be Here, Be WHH' attendance campaign • Your Future, Your Way Cohort 3 update • Staff Survey Update • Flu Campaign Update • WRES and WDES Quarterly Oversight Meeting <p>The Committee noted the lower response rate for Staff Survey compared to last year, with a discussion regarding targeted work to develop our leaders to support teams, noting the critical role of leadership. The Committee noted the impact of the current NHS national operating environment and its negative impact on staff morale. The survey closes on 28 November 2025.</p> <p>In addition, the Committee noted the national Flu Vaccination target of 50% uptake for patient facing staff and a local ICB target of a least a 5% improvement since 2024/5 (WHH 44.8% to 50% and BCHT 53.1% to 58.1%) and noted that there continued to be active engagement with staff to encourage uptake including taking vaccine clinics into wards and departments in both WHH and BCHT, but despite this the uptake remained slow. The campaign continues until 31 March 2026.</p>	<p>moderate assurance on delivery due to the current low response rate to Staff Survey and morale of staff and uptake for the Flu Vaccination.</p>	<p>assurance on the governance of the topics reported.</p>	
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SPCIC/25/11/153	Better Care Together	<p>The Committee received the Better Care Together full business case with a specific focus on the 'People' section.</p> <p>The Committee noted the thoroughness of the report and detail regarding supporting our people before, during and after the transaction.</p> <p>The Committee approved the full business case noting the pace at which it had been completed to meet 1st April 2026 deadline.</p>	The Committee received assurance on the delivery of the full business case.	The Committee received assurance on the governance of the full business case.	N/A
SPCIC/25/11/158	WHH & BCH Joint Safer Staffing Report (including red flag data)	The Committee received the report highlighting fill rates, bank and agency usage and challenges in ward management, with discussion on the need for updated nursing indicators and the impact of moving staff between teams.	The Committee received moderate assurance on delivery due to some red flags, staffing and fill rate issues identified.	The Committee received assurance on the governance of Safer Staffing.	December 2025
SPCIC/25/11/159	Midwifery Safe Staffing report (Q2)	<p>The Committee received the report which provided assurance on midwifery staffing, red flag incidents and action plans with assurance provided that current gaps are being managed without impacting continuity of care, and that recruitment and retention remain positive.</p> <p>The Committee noted how proud they were of Maternity Services and the support provided by Tina Moors, Interim Director of Midwifery.</p>	The Committee received assurance on the delivery of Midwifery Safer Staffing.	The Committee received assurance on the governance of Midwifery Safer Staffing.	As per Cycle of Business

Reports received by the Committee for assurance:

- SPCIC/25/11/148 – Board Assurance Framework and Corporate Risk Register

- SPCIC/25/11/150 – ICB Workforce Programmes
- SPCIC/25/11/151 – Workforce Brief on National, Regional, ICB or Local Workforce Issues
- SPCIC/25/11/152 – Workforce Integrated Performance Reports
- SPCIC/25/11/154 – Equality, Diversity and Inclusion Strategy Update BCHAT Bi-Annual Update
- SPCIC/25/11/155 – Workforce Policies and Procedures Overview Report
- SPCIC/25/11/156 – Freedom to Speak Up Bi-Annual report
- SPCIC/25/11/157 – Improving Working Lives Update Report
- SPCIC/25/11/161 – Guardian of Safe Working Q2 Report

Chairs Logs received by the Committee:

- SPCIC/25/11/162- WHH Operational People Committee
- SPCIC/25/11/163 – Workforce Review Group
- SPCIC/25/11/164 - BCH POD Council

Assurance Key:

Delivery Assurance: Assurance in achieving outcomes

Governance Assurance: Assurance in the internal controls in place

	No assurance – could have a significant impact on quality, operational or financial performance;
	Moderate assurance – potential moderate impact on quality, operational or financial performance
	Assured – no or minor impact on quality, operational or financial performance

Please complete to highlight the key discussion points of the meeting using the key to identify the level of assurance/risk to the Trust

Note: Please fill the Recommendation / Assurance/mandate to receiving body column with the correct colour and state the Committees' level of assurance i.e. No Assurance, Limited Assurance, Moderate Assurance, Substantial Assurance or High Assurance

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72c (iii)
AGENDA REFERENCE:	Strategic People Committee in Common Governor Observation Report
COMMITTEE ATTENDED	Strategic People Committee in Common
DATE OF MEETING(s):	17 December 2025
AUTHOR(S):	Dr Margaret Bamforth, Public Governor Warrington and Halton
GOVERNOR COMMENTS	<p>The SPCiC alternates Chairs and this meeting was chaired by Julie Jarman. Abdul Siddique (BCH SPCiC Chair) attended, with Mike O'Connor joining online. The agenda consisted of a wide and varied range of items, many of which were complex involving local partners and systems. The increase in complexity of the work would appear to be due in part to the workstreams relating to integration which is escalating the nearer the end of March approaches. Papers are still being presented from both organisations for several of the agenda items. I have provided a little more detail of the content of the meeting than usual to give a flavour of the scope of the demands currently on the HR teams and the pressure they are under.</p> <p>Agenda items included, a deep dive presentation on the WEG, a multiagency workstream that has been led by BCH aimed at workforce and organisational development, a Hot Topic presentation on TUPE arrangements, workforce briefs on National, Regional, ICB and local workforce issues, Better Care Together Integration Updates, as well as the Health and Wellbeing Updates.</p> <p>The TUPE arrangements for BCH staff were described by Adam Harrison-Moran (Head of Strategic and Workforce Development) which require working through several detailed processes to ensure smooth transition for staff. MARS (Mutually Agreed Resignation Scheme) was also discussed and there are 39 BCT staff who are moving forward with applications and 127 expressions of interest from WHH staff. Wellbeing featured significantly in the agenda items which could reflect the multi-factorial pressures that staff find themselves under. BCH has an increased sickness rate which may be linked to integration issues and this is being addressed.</p> <p>Other items of interest were an update from the ICB regarding the on-going workforce strategy following the departure of Mandy Nagra. Future arrangements are unclear currently. I also need to mention that the WHH Business Partnering Team have received a Highly Commended Award from the HPMA. Fudge, the therapy dog</p>

who recently visited ED also deserves a quick mention. There was a very positive response from staff.

The meeting was skilfully chaired by Julie who summarised and gave assurance levels where required. There were no items for escalation to the Board. There was good and helpful discussion of the agenda items with contributions and question from members of the Committee. I was left with the impression that it is impressive how both HR departments are managing a great deal of organisational change and holding their own.

Trust Board: Committee Assurance Report

Agenda Reference	BM/26/02/153b(i)	Meeting	Trust Board	Date of Meeting	4th February 2026
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Date of Meeting	Wednesday 17 th December 2025
Name of Meeting and Chair	Strategic People Committee in Common, Chaired by Julie Jarman
Was the Meeting Quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda Ref	Agenda Item	Issue and Lead Officer	Delivery Assurance	Governance Assurance	Follow Up/ Review Date
SPCIC/25/12/170	Deep Dive – Workforce & Organisational Development Enabling Group (WEG)	<p>The committee received an update on the journey of the WEG and the phased approach which led to the development of the three priorities over a five-year period:</p> <ol style="list-style-type: none"> 1. A Workforce Data Set and Dashboard for Warrington place. 2. A Staff Health & Wellbeing Offer and Directory for Warrington place. 3. Care Leaver employment, support and training offers for Warrington place. <p>The WEG however faced barriers relating to engagement and turnover with no successions plans, which led to a lack of quoracy and decision making.</p> <p>Despite the challenges there were a number of outputs; a Care Leavers network is still operating successfully, and Wellbeing offers remain available across the organisations involved.</p>	<p>No assurance level provided by the Chair, due to the programme being led by an external organisation.</p> <p>The committees update clarified that both WHH and BCH would be stepping away from the leadership of the programme due to the lack of engagement from partners to deliver the requirements of the programme.</p>		

		<p>These matters affecting ongoing programme and project delivery have been escalated to Warrington Together Partnership Board.</p> <p>Programme on pause until Feb-26, where a decision about the future of the WEG will be made by the Partnership Board.</p>			
SPCIC/25/12/171	Hot Topic – TUPE	<p>The committee received an update on TUPE, Transfer of Undertakings (Protection of Employment) Regulations and the structured approach to ensure legal assurance and people focus.</p> <p>The consultation timeline and phases are: Phase 1: Open Group Consultation Meetings - Complete Phase 2: Targeted Group Consultation Meetings – Launched on 8th Dec 2025 Phase 3: One-to-One/Small Group Meetings – end of Jan/early Feb 2026 Phase 4: Mop-Up Sessions – mid Feb/end of March 2026</p> <p>The committee received a summary of the key principles being followed.</p> <p>Consultation outcome report to be presented to SPCIC in May 2026.</p>	The Committee received assurance on delivery of the TUPE process.	The Committee received assurance on the governance of relating to TUPE.	Jan 2026
SPCIC/25/12/172	Chief People Officer Report(s)	<p>The Committee received the paper with updates on relevant programmes of work.</p> <p>The Committee noted the pressures on the organisation due to industrial action and the</p>	The Committee received moderate assurance on delivery due to the current staff	The Committee received assurance on the governance of the topics reported.	Jan 2026

		<p>assurance that risks in relation to IA are being managed well.</p> <p>The Committee noted the lower response rate for Staff Survey compared to last year for both WHH and BCH.</p> <p>The Committee also noted the challenges in encouraging the workforce to have their flu vaccine with low uptakes. The Committee acknowledged the work being undertaken by the organisation to encourage uptake.</p> <p>The Committee discussed current staff morale with low response rates to Staff Survey and flu vaccine a potential indicator.</p> <p>The Committee praised the HR Business Partnering Team who received 'Highly Commended' Award from the HPMA for their development programme. The Committee also acknowledged the award of the Menopause Friendly Accreditation.</p>	<p>resistance to flu vaccination and low response rate to Staff Survey.</p>		
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SPCIC/25/12/176	Improving People Practices Report (including Employee Relations data)	<p>The committee received reports that provide an overview of the level of employee relations activity, areas of risks, suspensions and wider actions to improve employee relations case management performance.</p> <p>WHH The employee relations caseload is extremely high in comparison to previous years; however, the impact is yet to be seen in the timeliness of resolution.</p> <p>The pressure on the HR team was noted, and thanks was passed onto the team.</p> <p>BCH The employee relations caseload is higher than previous period. Lower staff engagement and satisfaction, due to workforce pressures are the themes causing the spike in employee relations cases.</p> <p>The committee heard about the informal Fact-Finding/Just Culture resolution approach, which resolved 26 cases, preventing formal casework.</p> <p>The pressure on the HR team was noted, and thanks was passed onto the team.</p>	<p>The Committee received assurance on delivery of the management of employee relations cases.</p>	<p>The Committee received assurance on the governance of how employee relations cases are managed.</p>	
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Reports received by the Committee for assurance:

- SPCIC/25/12/173 - Workforce Brief on National, Regional, ICB, or Local Workforce Issues
- SPCIC/25/12/174 - ICB Workforce Programmes Assurance
- SPCIC/25/12/175 - Better Care Together Integration Update
- SPCIC/25/12/177 - Health and Wellbeing Update (including the Health and Wellbeing Guardian Report)

- SPCIC/25/12/178 - WHH & BCH Joint Safer Staffing Report (including red flag data)
- SPCIC/25/12/179 - BCH Internal Audit Action Plans

Chairs Logs received by the Committee:

- SPCIC/25/12/180 - WHH Workforce Review Group
- SPCIC/25/12/181 - WHH Workforce Inclusion and Culture Sub-Committee

Assurance Key:

Delivery Assurance: Assurance in achieving outcomes

Governance Assurance: Assurance in the internal controls in place

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	Moderate assurance – potential moderate impact on quality, operational or financial performance
	Assured – no or minor impact on quality, operational or financial performance

Please complete to highlight the key discussion points of the meeting using the key to identify the level of assurance/risk to the Trust

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COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72c(iv)
AGENDA REFERENCE:	Strategic People Committee in Common Governor Observation Report
COMMITTEE ATTENDED	Strategic People Committee in Common
DATE OF MEETING(s):	21 st January 2026
AUTHOR(S):	Dr Carol Ann Kelly (Governor Observer), Public Governor, Warrington South
GOVERNOR COMMENTS	<p>The meeting was held as hybrid in person and Teams. There were no other governors in attendance. NEDs included the two committee chairs, one NED on Teams and the in-coming Trust Chair. The meeting was run as per agenda.</p> <p>BCH staff story featured ‘flexible working’ and ‘flexible retirement’ in children’s services. There was an emphasis for the requirement for data/evidence to support initiatives, particularly sickness, retention, productivity etc., not just to rely of anecdotal staff experience.</p> <p>The ‘Deep Dive’ featured the Post Transaction Implementation Plan. The plan focuses on Workforce and Peoples Services. Three phases were outlined (0-6 months; 6-24 months; 2+ years). Stabilisation and information dissemination are seen as priorities. Challenge regarding meeting benchmark targets for workforce reduction was evident.</p> <p>Other agenda points of interest: Staff survey early results; MARS; 1st presentation on the due diligence report required for acquisition was presented. Discussions illustrated the complexity of issues affecting the workforce as we move towards full integration.</p> <p>The CN staffing report highlighted a few issues where further clarification/assurance was sought: ED nursing recruitment/vacancies; Padgate House – ongoing sickness and recruitment issues.</p> <p>Items for escalation to the Board were noted. The meeting was effectively Chaired. Members were invited to give feedback on the conduct of the meeting.</p>

Trust Board: Committee Assurance Report

Agenda Reference	BM/26/02/153b (ii)	Meeting	Trust Board	Date of Meeting	4th February 2026
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Date of Meeting	Wednesday 21 st January 2026
Name of Meeting and Chair	Strategic People Committee in Common, Chaired by Julie Jarman
Was the Meeting Quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda Ref	Agenda Item	Issue and Lead Officer	Delivery Assurance	Governance Assurance	Follow Up/ Review Date
SPCiC/26/01/189	Deep Dive – Post Transaction Implementation Plan (PTIP) – Organisation and the People Directorate	The Committee received	The Committee received assurance on delivery of the PTIP.	The Committee received assurance on the governance relating to the PTIP.	April 2026
SPCiC/26/01/193	ICB Workforce Programmes	The Committee noted the report and an update was provided regarding the arrangements in place to transfer the workforce priorities that were being overseen by the Financial Control and Grip structure (FCOG) to the C&M Provider Collaborative governance arrangements, with recommendations made by the CPO Network on what should continue with delivery via the CPO group, and what was a matter for local determination.	N/A – update provided for Trust Board on regional changes	N/A – update provided for Trust Board on regional changes	Monthly

<p>SPCiC/26/01/198</p>	<p>Annual Equality Delivery System (EDS) 2025/26</p>	<p>The Committee received this report for approval.</p> <p>It provided a summary of the results for the Equality Delivery System annual assessment, linked to the Public Sector Equality Duty requirements. The paper highlighted significant evidence which has been collated to indicate the impact of workstreams across departments to reduce inequalities in terms of access, promotion of equity and celebrating diversity.</p> <p>The report provided a summary review of the stakeholder engagement which has been undertaken to formally score both the patient and workforce elements of the EDS.</p> <p>The report details the Trust overall score as “achieving”, the same as the previous year with some increase in scores. Publication of the EDS is required by 28 February 2026 on both the Trust’s external website and also to NHS England’s Equality, Diversity and Inclusion team.</p> <p>The Committee approved the report.</p>	<p>The Committee received assurance on delivery of EDS and approved the submission.</p>	<p>The Committee received assurance on the governance relating to EDS and approved the submission.</p>	<p>January 2027</p>
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SPCiC/26/01/199	Safer Staffing Report (Including Q3 Red Flags)	<p>The Committee received this report for information. It provided an oversight of ward staffing data for November 2025.</p> <p>The Committee noted that vacancies for Band 5 Nurses within ED remain high. This rate has continued since the establishment was increased circa 18 months ago. Further review of data to identify when and why people leave is to be undertaken. The Trust is awaiting the outcome of a charitable bid to support the implementation of self-rostering.</p> <p>The Committee also noted the high rates of sickness absence in some areas and the need to focus on reducing absence.</p>	The Committee received moderate assurance on the delivery of Safer Staffing.	The Committee received assurance on the governance of Safer Staffing.	
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Reports received by the Committee for assurance:

- SPCiC/26/01/188 – BCH Staff Story – Children’s Services (Flexible Working)
- SPCiC/26/01/190 - BAF and Corporate Risk Register
- SPCiC/26/01/191 – Chief People Officer Report
- SPCiC/26/01/192 - Workforce Brief on National, Regional, ICB, or Local Workforce Issues
- SPCiC/26/01/194 - Better Care Together Integration Update (Workforce and Corporate Services)
- SPCiC/26/01/195 – Due Diligence Report
- SPCiC/26/01/196 – Workforce Integrated Performance Reports
- SPCiC/26/01/197 – BCH People Strategy Bi-Annual Update
- SPCiC/26/01/200 – Exception Reporting Reforms for Resident Doctors

Chairs Logs received by the Committee:

- SPCiC/26/01/201 - WHH Workforce Review Group

Assurance Key:

Delivery Assurance: Assurance in achieving outcomes

Governance Assurance: Assurance in the internal controls in place

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■	Moderate assurance – potential moderate impact on quality, operational or financial performance

Please complete to highlight the key discussion points of the meeting using the key to identify the level of assurance/risk to the Trust

 Assured – no or minor impact on quality, operational or financial performance

Note: Please fill the Recommendation / Assurance/mandate to receiving body column with the correct colour and state the Committees' level of assurance i.e. No Assurance, Limited Assurance, Moderate Assurance, Substantial Assurance or High Assurance

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/06/72d (i)
AGENDA ITEM	Committee Observation Report
COMMITTEE MEETING ATTENDED	Audit Committee
DATE OF MEETING(s):	20 November 2025
GOVERNOR OBSERVER	Margaret Bamforth, Public Governor Warrington and Halton
GOVERNOR COMMENTS	<p>The Committee was held face to face with some participants attending online. Jayne Downey and John Somers gave apologies. The meeting was chaired by Mike O'Connor, with Cliff Richards and Julie Jarman also in attendance. The agenda covered the usual items with contributions from the internal and external auditors.</p> <p>The first paper for discussion was the Board Assurance Framework (BAF) which is a standing item and is reviewed at each Audit Committee as part of the Committee's responsibilities. The Chair reviewed the first six risks to ensure that they represent the most significant risks facing the Trust. He sought the views of the Committee members and there was agreement that these six risks, which include clinical, financial and cyber defence risks were appropriate, relevant and correctly positioned on the BAF. Currently there are 11 risks on the BAF with the Corporate Risk Register sitting below this. There has been some active reviewing of the Corporate Risk Register and six risks have been closed. The BAF risk which addresses the integration of WHH and BCHT is being reviewed in the light of the due diligence recently undertaken and additional financial considerations.</p> <p>Julie Jarman fed back on both the Strategic People Committee in Common and the Financial Sustainability Committee in Common.</p> <p>Starting with FSC, productivity continues to be an issue, both in the Emergency Department and with elective waiting times. CIP is on target but there is not enough saving from recurrent spending. There continues to be significant pressure on both the Trust and the wider system from the oversight group. Julie then moved on to feed back from SPC and highlighted the issues of high corporate costs in particular in BCHT. The SPC is also monitoring staff morale as several indicators suggest this may be a concern as staff come under increasing pressure. Sickness remains high but long term sickness is</p>

reducing in WHH.

Cliff Richards, Chair of Quality Committee, then handed over to Dr Paul Fitzsimmons, Executive Medical Director, who presented two papers addressing concerns about care and treatment of patients presenting with fractured neck of femur and the typing backlog. These issues had been escalated from Quality assurance Committee and been previously discussed at Audit These are both complex issues which are difficult to summarise. There are action plans in place to address the concerns.

There was a good discussion about the service for fractured neck of femur with several pertinent questions from the Chair and other challenges from the NEDs. This resulted in additional insight into the difficulty of addressing both the clinical risks and patient safety aspects of this service. However, it was felt that assurance could not be given at this stage and therefore it was agreed the Audit Committee should receive an update in February.

There are actions in place to address the typing backlog which involves using software solutions to enable letters to be dictated by clinicians and then typed digitally. Lyrebird, ambient voice technology, is being piloted in the Trust and initial feedback is very positive. This software is being used by other Trusts and has been rolled out successfully by Alder Hey Children's Hospital. The backlog is projected to be cleared by March and there are no reports of direct harm. An update in February was also required.

The rest of the agenda was considered and discussed and, as the papers were straightforward with little discussion or questions needed, the meeting closed early. There were no items for escalation to the Board.

The meeting was well chaired by Mike who invited further questions and discussion. There were appropriate challenges from all participants. Having the two presentations was a departure for the Committee but worked well and gave additional information on which the level of assurance could be assessed.

Trust Board: Committee Assurance Report

Agenda Reference	BM/25/12/129d	Meeting	Trust Board	Date Of Meeting	3 December 2025
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Date of Meeting	20 November 2025
Name of Meeting & Chair	Audit Committee, Chaired by Mike O'Connor
Was the meeting quorate?	Yes

The Committee wishes to bring the following matters to the attention of the Board:

Agenda ref	Agenda item	Issue and lead officer	Delivery Assurance	Governance Assurance	Follow up/ Review date
AC/25/11/66	Clinical Typing Backlog/ Big Hand	The Committee received a detailed update as escalated from the Quality Assurance Committee regarding the ongoing clinical risk posed by the backlog of untyped letters, which had been exacerbated by a recent outage of the Big Hand digital dictation system. Assurance was provided that actions are underway, including the rollout of ambient voice technology and repurposing of typing staff to address the backlog. The Committee requested continued reporting and a further update in the coming months.	Moderate – Concerns remain regarding the pace of improvement and the need for sustained focus, but clear actions and escalation are in place.	Assured - The Committee received high assurance on governance, escalation, and oversight mechanisms through the Quality Assurance Committee.	Updates to be received at QAC and Audit Committee throughout Q3 and 4
AC/25/11/67	Fractured Neck of Femur Performance Assurance & future plan	The Committee received a detailed update as escalated from the Quality Assurance Committee. The Committee scrutinised the service's performance following a national alert on mortality rates. There was robust discussion about theatre capacity, consultant variation, and the need for improved operational management. Immediate actions were agreed, including daily reporting, formal performance management, and escalation to the CEO. The Committee emphasised the need for ongoing scrutiny and improvement, with further assurance to be	Moderate – Concerns remain regarding the pace of improvement and the need for sustained focus, but clear actions and escalation are in place.	Moderate - The Committee received moderate assurance on governance, escalation, and oversight mechanisms through the Quality Assurance Committee, given	Updates to be received at QAC and Audit Committee throughout Q3 and 4

		sought at future meetings.		that less progress had been made against actions than expected	
AC/25/11/68–70	Internal Audit Progress and Follow Up Reports	The Committee received comprehensive reports on internal audit progress and follow-up actions. The follow-up review included all recommendations past their original or revised review dates, providing a position statement on implementation. Most recommendations had been implemented, with outstanding items subject to revised timelines and ongoing monitoring. Particular attention was given to consultant job planning, where significant progress has been made, and to cyber/data security risks, which are being addressed with a target completion date of February 2026.	Assured – The Committee received assurance that there are no significant weaknesses or delays were identified, and recommendations are being actioned	Assured - The Committee received assurance robust processes are in place	Further update to be provided to Audit Committee in Feb 2026.
AC/25/08/50	Review Losses & Special Payments	The Committee reviewed the quarterly report on losses and special payments, noting a significant reduction compared to the previous year. The decrease was attributed to improved risk management and fewer claims, with two notable employee liability claims partially reimbursed. The Committee agreed that the figures reflected positive progress and effective financial controls	Assured – the Committee agreed that improvements had been made and there was clear and measurable progress.	Assured - the Committee received assurance of embedded process	Update to be provided to Audit Committee in November 2025
AC/25/08/52	Review of Scheme of Reservation & Delegation (SoRD) and Standing Financial Instructions (SFIs)	The Committee received and noted the review of SoRD and SFIs, confirming that changes had been approved and that the Trust's model would be adopted post-integration.	Assured – the Committee agreed that All required updates completed and approved to support integration	Assured - the Committee received assurance on robust governance and compliance.	n/a

Other agenda items:

AC/25/11/64– Board Assurance Framework

AC/25/11/65– Committee Assurance Updates
AC/25/11/71– Report and Update External Audit
AC/25/11/73 - Review of Quotation & Tender Waivers

Delivery Assurance: Assurance in achieving outcomes

Governance Assurance: Assurance in the internal controls in place

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	Moderate assurance – potential moderate impact on quality, operational or financial performance
	Assured – no or minor impact on quality, operational or financial performance

Please complete to highlight the key discussion points of the meeting using the key to identify the level of assurance/risk to the Trust

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COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/72e
COMMITTEE ATTENDED	Charitable Funds Committee
DATE OF MEETING(s):	11 December 2025
AUTHOR(S):	Sue Fitzpatrick, Lead Governor (Public Governor Warrington and Halton)
GOVERNOR COMMENTS	<p>The meeting was conducted via email. There was a full and detailed pack of papers accessed by Team Engine. The link was circulated before the scheduled meeting. The papers were presented in a clear and concise way.</p> <p>The members of the committee reviewed the documents and provided their acceptance/approval of the content by email. JC collated the responses.</p> <p>The minutes of the previous meeting were reviewed and accepted.</p> <p>There were no declarations of interest. Action log - there was one action highlighted ...the accounts are to go to the audit committee to provide additional oversight.</p> <p>A number of reports were circulated: There was an update on the fundraising and quarterly work plan. The finance report, was reviewed and accepted. There was a note that there is a requirement for fundraising to support future overheads on a continuing basis.</p> <p>The table of bid applications was appended and approved.</p> <p>The Charities commission for England and Wales set out guidance which included a checklist. The content of WHH completed checklist was accepted.</p> <p>The committee supported the Final Annual Report and accounts for 2024/2025 for submission to the Trust board for approval prior to submission to the Charities Commission.</p> <p>The results of the effectiveness review of the committee, undertaken in Nov 2025, were noted and accepted with improvements to be taken forward and monitored in 2025/2026.</p> <p>The Chair agreed that bids can be approved by email in the knowledge there is good governance in place.</p>

COUNCIL OF GOVERNORS

12 February 2026

SUBJECT	Governor Questions	AGENDA REF	COG/26/02/73
QUESTION 1	<p>Are we assured that the Trust is forward planning a shift of service and focus from acute to community?</p> <p>Responder(s): Cliff Richards, Deputy Chair and Chair of QAC, John Somers, Non-Executive Director Chair of FSPCiC,</p>		
QUESTION 2	<p>Are we assured that the planned recruitment for PALs member of staff is on schedule will the service be up and running in February?</p> <p>Responder(s): Cliff Richards, Deputy Chair and Chair of QAC</p>		
QUESTION 3	<p>Considering recent media reporting on waiting list reductions at WHH, are we assured that there is a robust and transparent process for sharing such information with the Council of Governors to support effective scrutiny before it hits the press?</p> <p>Responder(s): Cliff Richards, Deputy Chair and Chair of QAC, , John Somers, Non-Executive Director Chair of FSPCiC,</p>		
QUESTION 4	<p>Are we assured that improvements recently reported in patient flows and planned hospital discharge projects, can be adopted and sustained for continual improvements in 'No Criteria to Reside'?</p> <p>Responder(s): John Somers, Non-Executive Director Chair of FSPCiC, Cliff Richards, Deputy Char and Chair of QAC</p>		

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/74
COMMITTEE ATTENDED	Trust Board Meetings (December)
DATE OF MEETING(s):	3 December 2025
AUTHOR(S):	Sue Fitzpatrick, Lead Governor
GOVERNOR COMMENTS	<p>Part 1 - Public Board</p> <p>The papers for the Public Board were sent in advance of the meeting via Team Engine. Five NEDs including the Chair, SMcG, were present.</p> <p>The meeting opened with an Engagement Story</p> <p>“Angela’s Story”. The story on the rainbow pathway and butterfly suite demonstrated that people did not have to face things alone. The midwives were very helpful their empathy, continuity and understanding showed patient centric care. Lessons learnt were to keep listening and keep improving and maintain peer support. The Willow Tree hub requires £200,000 and £128,000 has already been raised.</p> <p>Minutes were accepted with a few amendments made and the action log was up to date. No matters arising.</p> <p>There was a large agenda and the Chair asked that we take the papers as read and that we use the time for best value.</p> <p>The CEO gave a written report of his activities. The report was included in the Board papers. Key items: The appointment of Andy Carter as the Chair of the Board. A lot of activity is centred on winter planning operationally but ensuring safety is maintained. Finances - we are still working with PwC and have introduced MARS, There was some good news with the partnership team shortlisted for HSJ award and WHH HR team highly commended at HPMA. We continue to monitor the industrial action and its impact. David Henshaw has been appointed as interim chair of the ICB. There is push on Flu vaccine from NHSE.</p> <p>The Chair gave a verbal report of his meeting meeting with the ICB, David Henshaw and Penny Dash. The main discussion was on landing performance, elective recovery and the need to maximise the use of resources. There is no sign of NHSE moving towards abolition. The position of regional chairs of NHSE is a very vague proposition.</p>

The Board Assurance Framework (BAF) was discussed. There were few changes since the last meeting. There was a discussion around risk 2253 updating the risk around integration. The updates were accepted. There is to be a sense check of BAF to ensure that it matches anything agreed at today's meeting and QAC. The governor election results were presented.

LG updated the committee on the transition. There were a lot of papers that were taken as read. There was a requirement to review documents underpinning the FBC and certificate. The post integration plan and strategic case have been reviewed in depth at other meetings. We received an amber risk assessment from formal review by NHSE and we have permission to proceed with the FBC. The key documents were presented today for Board approval. NHSE is very proactive and working to the same timeframe as WHH. The final approval letter will go through the Governors the second week of March and we may need extraordinary COG. Board agreed the FBC, certificate, PTIP and SOS. The Chair congratulated LG for all her hard work.

The IPR reports were in the pack and the CEO went through the KPIs. COO outlined the actions being taken to improve performance. There were 6 IPR indicators and the NEDs challenged and discussed the actions.

There were several reports, including those of the various committees that were taken as read. Some areas were highlighted. **QAC**: There is a big risk for the organisation around time to theatre and NOF. MIAA and Audit committee are working on theatre times and culture. **SPC**: No assurance of hospital health at a corporate level. We need proactive effort when we get the transaction through. **FSC**: Five points 1) we are very low ranking on performance level 4 hr 12 hr and 52 weeks 2) We will deliver CIP but not the stretched one. 3) Need to challenge delivery of overall financial plan 4) There is a shortfall in income delivery which increases risk which may be further impacted by industrial action. 5) Deficit – improvement on last year. Productivity clawing back but not seeing major changes. There was a lot of discussion on stress testing the 12 hour wait which is a core reason why we are last on the tiering. Physician Associates in ED means bank resident doctors have to fill in. Got a new team in Nov during the strike which led to a drop in 12 hour waits of 8-10%. JH stated that we should focus on sustainability. We may be bottom on performance but what about safety. Patient have

1:5 care on the corridor which is good from a safety perspective but not from patient experience perspective. There was a lot of discussion on league tables. **Audit committee** Just to note the red on FNOF and nothing to add to reports from the **Charities committee**.

Chair thanked everyone for their contribution to the discussions around performance.

The maternity review of services as per papers. We are MIS compliant as we escalate to the Board. Confident that our maternity service is safe and interviews for a new DOM underway. Board accepted the papers for assurance.

There was an update of communications and engagement as per papers. The team are undertaking a review of patient information and have put in a process to remove expired information. NCMHP – patient website to inform about transaction changes. Still got increase in disclosures around culture and work is being conducted into barriers to speaking up.

Bimonthly strategy – new strategic board for Widnes. New CEO Sarah Smith for Warrington borough council. The Runcorn hub due to open end Jan/Feb.

EPRR paper taken as read. Core standards compliance is 85% an improvement on the 68% last year. SORD Board approval given for a 2 year extension.

Code of governance is compliant and details as per papers. Membership strategy extended to 2026. Fit and Proper persons has been through audit and is fully compliant. Will get consolidated changes in place.

The supplementary papers were all noted.

The Chair reviewed the meeting which overran by a few minutes. There were a large number of papers, it was noted that there were over 1000 pages. Only the highlights were reviewed but time was afforded to full and open discussion on our position in the league tables and productivity.

Part 2 – Private Board

Following Part 1 in the afternoon I observed the Private Board. Five NEDs, including the Chair, were present. The meeting started on time and was chaired by SMcG.

The original minutes from the last meetings, 5th Nov were expanded and accepted and there were no outstanding actions.

There were no matters arising.

There were a number of presentations: Integration, update on clinical services integration and accelerating our transaction. The NEDs challenged the Executives on aspects of the presentations.

The following topics were discussed;

CIP Challenge –follow up; Enforcement Undertakings (current position and next steps);

Revenue Requests (planned care quality and safety waiting list initiatives);

Maintaining High Professional Standards (medical disciplinary)

Shared Single Contract and incidence EPR contracting

Chair summed up that our principles are in place there are CIP challenges but we have our agreed principles which can only be changed by exception via Executive team.

The meeting was well chaired, each item was given ample time for explanation and in-depth questioning and scrutiny by NEDs, The meeting concluded slightly before time. I was satisfied that all agenda items were discussed in full and in an open honest way.

COUNCIL OF GOVERNORS

AGENDA REFERENCE	COG/26/02/74
COMMITTEE ATTENDED	Trust Boards - February
DATE OF MEETING(s):	4 February 2026
AUTHOR(S):	Sue Fitzpatrick. Lead Governor
GOVERNOR COMMENTS	<p>Purpose of this report</p> <p>To provide assurance to the Council of Governors that the Non-Executive Directors (NEDs) are effectively holding the executive team to account, providing independent challenge and ensuring robust governance during the Board meetings.</p> <p>Assurance on NED Effectiveness</p> <p>1. Strong and disciplined chairing. The meeting started on time and was chaired effectively by Steve McGuirk, who ensured that the agenda was managed in a structured way, taking into account the availability of external participants. Papers were reviewed, and discussion time was allocated proportionately to areas of highest risk.</p> <p>2. High-quality independent scrutiny</p> <p>Throughout the meeting the NEDs challenged the Executives. Overall while the operating environment remains challenging and some risks persist, the NEDs could take assurance that key issues are recognised, appropriately escalated and subject to clear plans, oversight and ongoing monitoring. This challenge was conducted constructively, without being adversarial, and ensured that executives were held to account while also supported in identifying solutions.</p> <p>3. Clear focus on assurance rather than operational management</p> <p>NEDs consistently steered the conversation back to assurance. Governance and leadership arrangements remain stable with continued focus on transparency, learning and staff support. NEDs sought evidence that controls were functioning, risks were understood, and planning addressed performance, productivity and financial sustainability. They avoided drifting into operational detail and instead required executives to explain the effectiveness of governance, decision-making processes and oversight arrangements. The following committees chaired by the NEDs provide assurance to the Trust Board.</p> <ul style="list-style-type: none"> • Finance and Sustainability and Performance

Committee in Common;

- Quality Assurance Committee
- Strategic People Committee in Common.

This reflects appropriate role boundaries of NED oversight.

4. Constructive but direct challenge

The tone of the meeting struck the right balance: respectful, collegiate and supportive, but also firm and direct where proposals carried material risk. The NEDs focussed their questioning on the key strategic issues.

Overall Governor Assurance

Based on the observation of this meeting, I am assured that: ·
NEDs are actively engaged, well-prepared, asking appropriate questions and operating with appropriate independence. ·

The Chair is providing effective leadership, ensuring the NEDs fulfil their assurance role.

Scrutiny applied is timely, evidence-based and proportionate, and strengthens the quality of executive reporting and decision-making. ·

The NEDs are functioning as an effective part of the Trust's governance structure, providing the Council of Governors with confidence that they are discharging their statutory duties.

Part 2 of the Board.

Assurance on NED Effectiveness

The second part of the meeting was effectively chaired by Steve McGuirk, with discussions well-structured and appropriately focused. There was robust discussion and constructive challenge from the NEDs particularly in relation to operational plans.

From an assurance perspective, the level of challenge and scrutiny provided confidence that the matters discussed are subject to effective oversight. Overall, the NEDs gained assurance that the agenda items are being managed in line with the Trust's values, strategic objectives, and statutory responsibilities, with appropriate controls and governance arrangements in place.

GOVERNORS OBSERVATION PRO-FORMA (Ward Based)

Date: 17 November 2025	Department Manager:	Governors Present: S Fitzpatrick, C Ardern, A Davies and C Jenkins		
Ward: B14				
Number of Patients: Capacity 25 Total on day of visit: 25 but 13 were not stroke patients	Staff on duty:	Days	Nights	CBU Manager:
	Nurses	3	2	
	Medical Team			Matron: Katie Nixon
	Healthcare Assistants	3 (should be 5/6)	4	
	AHP's			
	Students	1		Lead Nurse: Midwife in charge: Janet Pye
	Domestic Assistants			
	Administration			Ward Manager: Petra Rowlands
	Housekeepers			

As part of the observation process speak with all staff on the ward, both clinical and non-clinical and patients.

SHARING FINDINGS

IF ANY IMMEDIATE CONCERNS:

Escalate to:
Deputy Chief Nurse, Head of Patient Experience and Inclusion or Associate Chief Nurse for Planned / Unplanned Care.

FOR ROUTINE VISITS:

Once visit is completed send copy of document within 5 working days to Tracy Fernell, Deputy Chief Nurse tracy.fernell@nhs.net
Susan Dean, Head of Patient Experience, and Inclusion susan.dean11@nhs.net
cc whh.patient.experience@nhs.net

FIRST IMPRESSION	First Impressions	Confidence Score
	Based on your first impressions on entering this ward, how confident are you that patients are experiencing good care?	0 / 1 / 2 / 3
	<p><i>Using your senses, what do you hear? What do you see? What do you smell? What do you feel? How does that make you feel? What do you notice? Does that build your confidence and trust? Is information relevant, within date and displayed appropriately?</i></p> <p>The first impression - the décor was very tired. The ward was not very inspiring for stroke patients, no wall art or pictures. Extended stroke recovery patients need stimulation the ward appeared depressing and decoration could make it more environmentally friendly. The matron did say that too much information may overwhelm the patients</p> <p>The ward smelt of food as the patients were still having lunch as stroke patients take longer to eat. The information on the wall outside the ward showed a number of therapy groups with lots of activities, readers group, art group and music group. The staff encourage relatives to join in activities and physio so that they will be able to help when the patients go back into the community. The staff also train relatives to continue with physio and activities.</p> <p>This was a very busy ward with 2 female and 1 male bays, there were 2 enhanced bays. They were understaffed with only 3 of the required 5/6 HA/Carers in attendance.</p> <p>The Ward felt cluttered (blocked access to Ladies)</p>	3
	Well Led	Confidence Score

WELL LED	How confident are you that this ward is WELL LED?	0 / 1 / 2 / 3
	<p>What is it like to work here? <i>(ASK ALL STAFF about staffing, leadership, team culture, uniforms, personal and professional development, feeling valued, feel supported, what matters most to you? etc.) How could this be improved further?</i></p> <p>The staff worked well together and were very complimentary about the leadership team. All were very happy working on the ward and love what they do. Many have been at Warrington for a number of years.(20+ years)</p> <p>They were hoping that the strike would not impinge on their working practices. The Staff stated they were not sure that the crash team is available.</p> <p>There was a student nurse on the ward who was on a 7 week placement at first she was worried that the ward was so busy that the staff would not have time to help her with her studies but she said the staff had been brilliant. Even though the staff were very busy they still ensured that they helped the student.</p>	3
	<p>Do the ward staff know their data? <i>(ASK ALL STAFF about any recent incidents, complaints, safety messages, safety thermometer/harm free care, staffing, patient experience etc.) - (CHECK Is data on display? Are improvements underway?) What quality improvement initiatives are in place in this area? Are staff aware of any specific risks? Is there good MDT working?</i></p> <p>The patients said the staff were very caring. They knew their patients. The boards were very clear and the number of falls has been reduced this month from 3 to 1. The 4 hour turning times were also on display. The board on bay A time to turn chart was not up to date.</p> <p>The staff did struggle when they were unable to use the hoists.</p> <p>The matron was praised for trying to get more staff and at our visit one HA was from outpatients.</p>	3

	<p>Is there anything that you notice that could improve how the department is led? <i>(provide details)</i></p> <p>13 of the 25 patients on the ward were not stroke patients. What would the impact of this be to the physios? Managers have to beg for beds for stroke patients to allow people to be transferred back to WHH. Would it be feasible to ring-fence a certain % of beds for stroke patients</p>	<p>1 score not reflective of staff but due to number of non stroke patients</p>
SAFE	<p>Safe</p>	<p>Confidence Score</p>
	<p>How confident are you that this ward is SAFE?</p>	<p>0 / 1 / 2 / 3</p>
	<p>Do staff know how to escalate issues if they have concerns about either a patient or the ward? <i>(ASK STAFF do they know how to contact senior nursing staff if needed, do they understand the importance of timely multi-professional team response to acutely unwell patients etc.) Do staff feel confident to raise any concerns?</i></p> <p>They said they would have no hesitation to talk to Petra and her door is always open. Staff did not seem to be aware of speak up champions but that may be because they were happy to speak to their managers.</p>	<p>3</p>
	<p>Is ward security appropriate? <i>(NOTICE Does anyone check who is arriving on ward? Could patients wander off ward without staff knowing? Do patients have ID wristbands? etc.) Is confidential information stored appropriately?</i></p> <p>The door at the entrance of the ward was locked. Door ring for entry to the ward.</p>	<p>3</p>
	<p>Are there any visible 'hazards' on this ward? <i>(NOTICE Corridors / fire escapes blocked? Sharps bins over filled. Storerooms and cupboards not locked, medicines left on the side? etc.)</i></p> <p>Bit cluttered as the space on the ward was limited. Often it is difficult because therapy chairs are very bulky. Store cupboard doors were open.</p>	<p>2</p>

	<p>Are there any medication safety issues? <i>(NOTICE Are any medications not locked away? Are there any delays in giving medications?)</i> The door to the pharmacy was left open and room unattended. The drugs trolley was in use while we were there.</p>	2
	<p>Does the ward have two entrances? Are processes in place to ensure this is managed? Are doors locked in areas that this is required? Entrance to the ward was locked.</p>	3
CARING	<p>CARING</p>	Confidence Score
	<p>How confident are you that the staff on this ward are CARING?</p>	0 / 1 / 2 / 3
	<p>Do staff communicate / interact with patients and carers in a caring and compassionate manner? <i>("Hello, my name is")</i> One patient felt they were comfortable talking to the staff. The nurses were described as very nice. The patient suffered from anxiety and depression but the staff spent time helping the patient take medication. Unfortunately the patient wanted to get outside to smoke!</p>	3
	<p>Do staff provide care that meets patient's individual needs? <i>(ASK PATIENTS Do staff ask what matters most to you? Do staff call you by your preferred name? Does this ward support your family and friends to visit at an appropriate time? etc.) Is there positive MDT working?</i> The staff were satisfying patient's needs. They had patients that were end of life and they were very caring. We asked about the Z beds and not all staff were aware of them. Petra however said that they used to have their own bed which they could no longer use due to infection risk. She reported that the ward was in the process of purchasing their own bed for the ward.</p>	3

	<p>Are noise levels appropriate? <i>(NOTICE / ASK PATIENTS including noise at night)</i></p> <p>The noise level was acceptable. No patients complained about noise in the night.</p>	3
	<p>Do patients feel involved in their care and treatment? <i>(ASK PATIENTS AND CARERS Do staff include you in conversations? Do staff explain what is happening next? Do you get enough opportunity to ask questions? Are you involved in making decisions about your care and treatment? etc.)</i></p> <p>One patient said that they felt that they were kept informed.</p>	3
FOOD and NUTRITION	<p>Food and Nutrition</p>	Confidence Score
	<p>How confident are you with the standards and experience of patient food and nutrition on this ward?</p>	0 / 1 / 2 / 3
	<p>Are standards met regarding meals and drinks? <i>(NOTICE / ASK PATIENT about quality, quantity, choice, timeliness, and help given if needed)</i></p> <p>A number of the patients required assistance with the food and assistance was given when required.</p>	3
	<p>Do patients feel there is enough choice at mealtimes? <i>(NOTICE / ASK PATIENT about options and presentation and help given if needed)</i></p> <p>One patient did not like or eat Breakfast. They had been in for a number of days and stated that they did not eat the sandwiches but they did eat the evening meals. They did not complain about the evening meals and thought there was sufficient choice. They particularly enjoyed the pork steak.</p>	3

	<p>Do patients feel they have enough to drink throughout the day? Is this appropriately recorded where required? There were jugs of water available for patients use.</p>	3
	<p>Notice - are patients prepared for mealtimes? (e.g., do staff support patients out of bed in advance of mealtimes where possible) Many patients were not able to get up but were sat up for meal times. Many require assistance to eat.</p>	3
RESPONSIVE	<p>Responsive</p>	Confidence Score
	<p>How confident are you that staff on this ward are RESPONSIVE to patient's needs?</p>	0 / 1 / 2 / 3
	<p>Do patients know their plan of care and discharge plan? Are measures in place to ensure efficient and safe discharge? (ASK PATIENTS / STAFF how this is done?) The staff are very caring and care for the same patients for some time and will ensure patients are capable and safe on discharge</p>	3
	<p>Are call bells responded to appropriately? (NOTICE - are lots of call bells ringing, are they answered quickly? Do patients report any issues with using call bells?) We did not view a call bell being rang.</p>	N/A

	<p>Are patient's specific needs met? (ASK PATIENTS about pain management, or any other specific needs that they have) Patients needs are addressed they were no issues observed.</p>	3
	<p>Are reasonable adjustments and/or steps in place to support patients who require additional support? (ASK/NOTICE PATIENTS AND STAFF - how is this done? Do staff know how to access interpretation services? Who to speak to for support?) Yes one nurse was permanently in the enhanced bay to ensure patients receive the support they need.</p>	3
EFFECTIVE	Effective	Confidence Score
	How confident are you that the ward processes are EFFECTIVE?	0 / 1 / 2 / 3
	<p>Does the ward / department appear to be clean and organised? Are there any visible risks present? (NOTICE general cleanliness, lockers and bedside tables, storage issues etc.)</p> <p>Generally clean The staff room had lockers for staff to keep their valuables in. Sometimes the doctors room has patients put in from ED.</p>	3

	<p>Is patient flow managed well on this ward? (NOTICE / ASK STAFF & PATIENTS, Are there delays for admissions, transfers, and discharges? Is there a reliable process for multi-professional team to communicate about patient flow?) Patient flow managed very well just the fact that 13 were not stroke patients was alarming. Some patient unaware of the process.</p>	1
<p style="writing-mode: vertical-rl; transform: rotate(180deg);">FURTHER FEEDBACK</p>	<p>Please use this section to record any other observations / interactions.</p>	
	<p>The doctors' strike is having an impact on the ward. The ward sister said she was very worried over the weekend thinking the consultants were overstretched. Others felt that it did not impact on the ward.</p>	
<p style="writing-mode: vertical-rl; transform: rotate(180deg);">LASTING IMPRESSIONS and EVIDENCE of GOOD</p>	<p>Lasting Impressions</p>	Confidence Score
	<p>Having carried out this observation, how confident do you now feel about whether patients are experiencing good care in this ward?</p>	0 / 1 / 2 / 3
	<p><i>Provide reasons for any change, from first impressions to your confidence levels:</i> A well led supportive environment where staff feel supported and therefore patients feel supported. Staff are exemplary they are very busy but enjoy the work. They are understaffed but patients still have 1-1 or 2-1 therapy care. Too many non stroke patients on the ward.</p>	3

Governor Observation Visit

Date / Time: 17 November 2025 1.30pm

Ward / Department: B14

Governors: S Fitzpatrick, C Ardern, A Davies and C Jenkins

First Impressions

Positives	Recommendations
Very good staff	Décor looked very tired not very inspiring for stroke recovery patients. Is there any scope in "sprucing" the ward up?
Good number of activities and therapy care	
Clear information boards	

Well Led

Positives	Recommendations
Excellent team. All staff loved their jobs	Some staff again did not appear to know about speak up champions. Can this be featured again in CEO bulletin?
All staff said they could talk to the management team if they had any issues	Not a reflection of the ward staff but 13 of the 25 patients were not stroke patients. This means patient cannot come back to WHH for rehabilitation. Is there the possibility of ring-fencing a certain % of beds for stroke patients?
Student nurse felt very well supported	

Safe

Positives	Recommendations
Clean and tidy	The ward felt cluttered due to lack of space is there anything that can help the situation?
Matron praised for efforts to get more staff	Only 3 of the required 5/6 HAs available efforts are made to increase numbers but why are there insufficient numbers?
	Door to pharmacy left open and unattended. Need to ensure door remains closed.
	Store cupboard doors also open need to ensure doors closed
	In wards with high numbers of non-ambulatory or high-dependent patients, is there sufficient staff (appropriately trained) to evacuate their ward(s) in an emergency?

Caring

Positives	Recommendations
Staff really do care for the patients	
Patient said staff are nice and listened to them	
The ward is buying z beds for use of relatives especially those at end of life	

Food and Nutrition

Positives	Recommendations
Patients made ready for meals and are sat up if capable	
Patients given assistance when required	

Responsive

Positives	Recommendations
All needs met	
Patient felt staff listened to them	

Effective

Positives	Recommendations
Generally clean	Doctors room sometimes used for housing patients will this get worse during winter pressures?
Staff room with lockers for personal belongings	

Further Feedback

Positives	Recommendations
	Impact of Doctors' strike made staff concerned about consultants being overstretched over the weekend. Is this concern justified?

Lasting Impressions

Positives	Recommendations
Well led exemplary staff	Too many non stroke patients
Very busy but love their work	
Good 1-1 and 2-1 therapy	

GOVERNORS OBSERVATION PRO-FORMA (Non-Ward Based)

Date: 12 December 2025	Department Manager:	Governors Present: S Fitzpatrick and C Jenkins		
Department: UTC Halton		Staff on Duty: S Caine, Dr Sadaf		
Number of Patients: 127 patients seen Monday 8 th Dec 111 patients seen Tuesday 9 th Dec Capacity: Total on day of visit: 12 waiting in waiting area with several patients undergoing scans x rays and other test.	Staff on duty:	Days	Nights (if applicable)	CBU Manager: There was a picture of the unit manager but no name
	Nurses/Radiographers	6		Matron:
	Healthcare Assistant			
	AHP's/RDAs	1		Lead Nurse Yasmin Habib
	Students			
	Domestic Assistants			
	Administration			Departmental Manager(s): Melanie (Knigton)
	Housekeepers			
FIRST IMPRESSIONS	First Impressions			Confidence Score
	Based on your first impressions on entering this department, how confident are you that patients are experiencing good care?			
	Using your senses, what do you hear, see, smell and feel? Why? What do you notice? Does that build confidence and trust? Does your experience or score change as you are in the department? Is appropriate information displayed? Clean, fresh smelling. Feels safe calm and quiet. Around 12 Patients waiting to be seen all felt that they were kept informed and the tannoy system kept them up to date on the wait times. Walked in and spoke to the reception staff. Neat and clear information on the board. 78% friends and Family satisfaction rate. Topic of the month safeguarding and learning disabilities			0 / 1 / 2 / 3
			3	

WELL LED	Well Led	Confidence Score
	How confident are you that this department is 'well led'?	
SAFETY, CARING and RESPONSIVE	What is it like to work here? - Ask staff about staffing, leadership, culture, development opportunities. Do they feel valued and supported? Nurse led department. Meant to be GP led but GP only available for 6 hours. There used to be GPs for 13 hours 6 hr funded by ICB. Understaffed compared to Pre Covid levels. Do staff know about their data? - Ask staff about recent incidents, complaints, safety messages, patient experience. Staff work as a team there is a good team spirit but staff do have concerns about their personal safety and safety of patients but do have web cams Is there anything you notice to suggest this department/area is not well led? Example of a patient safety incident. A patient attended with a head injury who deteriorated in waiting area. The staff called all the 2s and requested an ambulance. The ambulance took 3 hours to attend then they have to be transported to Whiston. If the patient required thrombolisation has to be done within 5 hours it is time sensitive and could have caused issues for the patient.	0 / 1 / 2 / 3
	Safety, Caring and Responsive	Confidence Score
SAFETY, CARING and RESPONSIVE	How confident are you that this department is safe and caring?	1 (safety because of unauthorised persons)
	Do staff know how to escalate concerns and are there any visible hazards? The staff know who to escalate issues to they knew of speak up champions but felt they would feel happy going to the ward manager. Have requested card swipe cards for exits to prevent unauthorised persons in the department. Patients are letting family and friends in the side entrance to the area. No visible hazards. Do staff communicate and interact with patients or service users in a caring manner? Yes and keep patents up to date with waiting times. The patients I spoke to looked at waiting times on line and decided to attend as less wait time. Felt staff were good at keeping them informed, they had been triaged within 30 mins and all in all felt it was a good experience. Another attended for wound dressing thought it was a lovely, clean, calm, hospital with great staff. Previously waited 12 hours at Warrington. The only issue identified was again signage. Do staff provide care that meets individual needs of patients? Yes patient well looked after - short term patients Do patients feel involved in their care and treatment? Yes Tannoy system good Are staff aware of any risks in their areas? The staff do feel vulnerable not being able to prevent unauthorised people being let in by patients. There was an incident where the staff had to call security and it took 30 mins for them to arrive from CTMS. Why are they based in CTSM? A member of staff that	

	<p>felt so intimidated by a traveller family that she left the trust, presumably because they felt vulnerable. A door entry system upgrade and moving the security in the evening closer to the area of greatest</p>	
EFFECTIVE	Effective	Confidence Score
	How confident are you that the department processes are effective?	0 / 1 / 2 / 3
	<p>Does the department appear to be clean and organised? Yes. Understaffed especially in Paeds 2 staff vacancies. Are patients' appointments managed well? It is a drop in so no appointments but patients kept in the loop</p> <p>In the evenings patients may be sent home to come back the following morning. There are often queues outside the next morning.</p> <p>Patient dashboards on website (not WHH) states 20 minute wait at UTC Halton when the actual wait time is more than 1 hour. The staff have reported this and are trying to get the site taken down. I checked the published data on WHH site and stated 2 hours 14 minutes so appears to have real time figures.</p> <p>The wait time in Warrington more than 4 hours but often that is not the case for minors the minors board is comparable to Halton. Could ED spilt into minors and majors with separate reception areas?</p>	2
FURTHER FEEDBACK	Please use this section to record any other observations / interactions.	Confidence score
		0 / 1 / 2 / 3

	<p>Parking machine outside UTC not working. Patients driving to another machine to pay, in doing so they leave the car park and come back in and are being chased for additional fees. What is the procedure for follow up of submitted business cases?</p>	<p>N/A</p>
<p>LASTING IMPRESSIONS and EVIDENCE of GOOD PRACTICE</p>	<p>Having carried out this observation, how confident do you now feel about whether patients are experiencing good care in this department?</p>	<p>Confidence Score</p>
	<p>Are there any specific areas of learning identified?</p> <p>The staff do not feel safe even with webcams due to the time taken for security to arrive (30 mins). They do not know who is in the department due to family and friends of the patient being admitted through the side door. Despite the issues staff are doing a really good job</p>	<p>0 / 1 / 2 / 3</p> <p>1 (due to safety)</p>

<p>SHARING FINDINGS</p>	
<p>IF ANY IMMEDIATE CONCERNS: Escalate to Deputy Chief Nurse, or Associate Chief Nurse for Planned or Unplanned Care.</p>	<p>FOR ROUTINE VISITS: Once visit is completed, please send a copy of this document to Tracy Fennell, Deputy Chief Nurse tracy.fennell1@nhs.net ; Susan Dean, Deputy Head of Patient Experience, and Inclusion susan.dean11@nhs.net cc whh.patient.experience@nhs.net within 5 working days.</p>

Governor Observation Visit

Date / Time: 12 December 2025 11.30pm

Ward / Department: UTC Halton

Governors: S Fitzpatrick and C Jenkins

First Impressions

Positives	Recommendations
Very good staff	
Clean calm and quiet	
Clear information boards	

Well Led

Positives	Recommendations
Good team spirit	Staff have issues around security with unauthorised people being admitted via a side door. They have put a business case for swipe card entry. What is the feedback mechanism for business cases and can we provide feedback?
All staff said they could talk to the management team if they had any issues but knew about speak up champions	Security staff in CTSM took 30 mins to respond. Where are security staff housed can they be brought near to UTC?
	Used to be GP led but the hours that GP attends has been reduced. Does this reflect on patient care?

Safe

Positives	Recommendations
Clean and tidy	Staff feel unsafe as above took 30 mins after ringing 222.
	A member of staff that felt so intimidated by a traveller family that she left the trust, presumably because they felt vulnerable. . A door entry system upgrade and moving the security in the evening closer to the area of greatest potential for trouble could make the staff feel more secure
Have webcams to help with security	Staff also feel that patients' safety is put at risk. In emergency took 3 hours for an ambulance to turn up for a patient who deteriorated in the department. Can anything be done to improve this situation?

Caring

Positives	Recommendations
Staff really communicate well with the patients	Still getting the wrong patients attending the unit. Need to continue to provide information to educate patients on which site to attend.
Patient said staff are nice friendly	

Food and Nutrition

Positives	Recommendations
Short stay but good facilities in Lloyd George restaurant	

Responsive

Positives	Recommendations
All needs met	
Patient felt staff listened to them	

Effective

Positives	Recommendations
Generally clean tidy and calm	

Further Feedback

Positives	Recommendations
	Parking machine outside UTC not working. Patients driving to another machine to pay. In doing so they leave the car park and come back in and are being chased for fees. Is there anything we can do? Can we warn people with a notice?
	The usual complaints about signage throughout the hospital. We know this is being dealt with.
	There was a suggestion by the staff that the signs for UTC should not be red as this adds to the confusion between A&E and UTC.

Lasting Impressions

Positives	Recommendations
Well led	Ensure the staff are supported to feel safe
Despite safety issues the staff are doing a good job	

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/76			
SUBJECT:	Membership Strategy Implementation and Progress Report – Q3 2025/26			
DATE OF MEETING:	Thursday 12 February 2026			
ACTION REQUIRED:	To note			
AUTHOR(S):	Emily Kelso Corporate Governance and Membership Manager & Gina Coldrick. Corporate Information Specialist			
EXECUTIVE DIRECTOR SPONSOR:	Steve McGuirk, Chair			
LINK TO STRATEGIC OBJECTIVE	SO1: We will ... Always put our patients first delivering safe and effective care and an excellent patient experience.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients ✓	Workforce ✓	Public ✓
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A ✓
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>This report updates on activity against the three strategic objectives of the Trusts Memberships strategy, and the priorities agreed against each of these objectives:</p> <p>Strategic Objective 1: High Quality Information Provision of high-quality Information to WHH Members to provide them with the knowledge they need to understand the offer of membership at WHH and to be ambassadors for the Trust.</p> <p>Strategic Objective 2: Inclusivity Ensure our membership is reflective of the different people and communities, we serve, with a focus on attracting younger members and those from groups that are currently underrepresented.</p> <p>Strategic Objective 3: Sustainability Taking meaningful steps so we can make sure that we are promoting sustainability in all membership communications and activities.</p> <p>The report consists of:</p> <ul style="list-style-type: none"> • Overview of Q3 activity • Details of the plan of engagement events for the last quarter of 2025/26 into 2026/27. 			

PURPOSE: (please select as appropriate)	Approval	To note ✓	Decision
RECOMMENDATION:	The Council of Governors is asked to note the progress made on the strategy objectives.		
PREVIOUSLY CONSIDERED BY:	Committee	Governor Engagement Group	
	Agenda Ref.	GEG/26/01/41	
	Date of meeting	30 January 2026	
	Summary of Outcome	Noted	
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		

Membership Strategy Update

Quarter 3
2025/26



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Strategic Objective 1: High Quality Information (1)

Provision of high-quality Information to WHH Members to provide them with the knowledge they need to understand the offer of membership at WHH and to be ambassadors for the Trust.

Priorities	Activities in Quarter 3	Expected Completion
Educate current and prospective members on the membership offer at WHH.	<ul style="list-style-type: none"> Members Newsletters – December edition was circulated Monday 1 December 2025, with a 35% open rate. Next one Monday 2 March 2026. Engagement stand dates agreed with governors to support. Space has been booked across sites to engage with and recruit new members. Each took place after Governor Engagement Group meetings: Birchwood Shopping Centre, 29 January 2026. Welcome letter – to go to members who join and then will be issued monthly to capture all new members who join between newsletters. Next issue will be end of January 2026. 	<p>Ongoing</p> <p>Ongoing</p> <p>Ongoing</p>
Reinforcing the various ways members can contribute their views, thoughts and ideas to help shape WHH and showcasing what the Trust is doing in response to the feedback received.	<ul style="list-style-type: none"> Members Newsletter – Next edition will be circulated on Monday 2 March 2026 Experts by Experience (EbyE) programme is promoted via member newsletters. Governors have attended the following EbyE events: <ul style="list-style-type: none"> Equality Delivery System (EDS) public engagement programme (3 to 9 October 2025) (Sue Fitzpatrick, Paula Jones) Urgent and Emergency care waiting times Trust webpage feedback – October 2025 (Colin Jenkins) Patient letters - AI / 'Lyrebird Health' demonstration – 27 November 2025 (Sue F, Diane N, Colin J, Catherine A, Margaret B, Jack R, Anne R) 	<p>Ongoing</p> <p>Ongoing</p> <p>Complete</p> <p>Complete</p> <p>Complete</p>



Strategic Objective 1: High Quality Information (2)

Provision of high-quality Information to WHH Members to provide them with the knowledge they need to understand the offer of membership at WHH and to be ambassadors for the Trust.

Priorities	Activities in Quarter 3	Expected Completion
Keep members and partners updated on developments at WHH plus the activity of the Council of Governors so that we can promote engagement and also attract new members.	<ul style="list-style-type: none">• Members Newsletter provides details on upcoming Trust and community events.• Engagement stands (as on previous slide).• As mentioned above new members updates issued via Civica as and when required	2 March 2026 Ongoing Ongoing
Retention of active members and recruitment of new Members.	<ul style="list-style-type: none">• Governor engagement and recruitment stands (as above)• Local community and internal WHH engagement events being utilised to recruit new members and engage with current members.	Ongoing Ongoing
Development of suitable Induction Training for newly elected Governors & Development Training for current Governors	<ul style="list-style-type: none">• Adhoc visits to departments/areas after GEGiC dependent on time.	Ongoing
Governors Development Day	Welcome to new governors and an introduction to WHH and the role of governor	22 January 2026



Strategic Objective 2 : Inclusivity

Ensure our membership is reflective of the different people and communities, we serve, with a focus on attracting younger members and those from groups that are currently underrepresented.

Priorities	Activities in Quarter 3	Expected Completion
Focusing on reaching out to the target groups which are underrepresented such as under 35's, public male members as well as those in ethnic minority groups.	<ul style="list-style-type: none">Upcoming engagement events to be utilised to recruit members from underrepresented groups. Recruitment/engagement packs produced for governors to support recruitment events - including a limited number of paper membership forms, QR leaflets to complete membership in own time, an iPad for online applications, Governor Handbooks, NHS Feedback Forms produced, to ask questions: In a sentence, tell us of a time when the NHS made a difference to you; Tell us 3 words you would use to describe the NHS; Tell us your 3 top priorities to help improve patient experience.	Ongoing
	<ul style="list-style-type: none">Rota has been devised for Governors to attend upcoming Engagement Events (see slide 5). Governors invited to attend.	Ongoing
Simplifying our communications so that the message is clear and accessible.	<ul style="list-style-type: none">Civica Engage is being used with new Trust branding to circulate members newsletters.Members updates via Civica Engage – plans to send out updates on integration between WHH and BCH as required following briefing from the Communications TeamWelcome letter to new members via Civica Engage – informing them of the benefits of being a member and links to important information on the WHH website	Ongoing Ongoing



Strategic Objective 3: Sustainability

Taking meaningful steps so we can make sure that we are promoting sustainability in all membership communications and activities.

Priorities	Activities in Quarter 3	Completion Deadline
Being environmentally conscious in production of our marketing material.	<ul style="list-style-type: none">• Membership stands will primarily use digital membership application rather than paper forms.• QR codes will be used to direct members to the Governor Handbook available on the Trust website, very few hard copies will be made available.	Ongoing Ongoing
Playing an active role in contributions to the sustainability agenda at WHH.	Reduced printing <ul style="list-style-type: none">• Members Newsletter now circulated via email only• December newsletter achieved an open rate of 35% was achieved• All future Governor elections communications including voting to be electronic unless specifically requested to be via post.• All new members are asked to add their email address via the application form; engagement stands will encourage current members to provide their email addresses if we do not have on file.	Ongoing Ongoing Ongoing
Carrying out a database cleanse to Improve the quality of the data we hold for public members, retaining active members only and recruit new members particularly from underrepresented groups.	<ul style="list-style-type: none">• The Trust currently has 3,096 active members (a reduction from 9,940 - 31 March 2023). Membership figures alter throughout the year, with new joiners and leavers.	November 2024

Governor Engagement Activities – Q3



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust



**GEGiC –
06 November 2025**



**Members stand, Warrington
Hospital
06 November 2025**



**Farewell to Anne Robinson after
nine years as public governor
December 2025**



Forthcoming Engagement Events: 2025/2026 into 2026/2027

Date	Event	Time	Venue	Event Purpose	Governors Attending
29 January 2026	Member Engagement & Recruitment Stand	12.30pm – 1.30pm	Birchwood Shopping Centre, Birchwood, Warrington	Governors hosting a member engagement and recruitment stand at Birchwood Shopping Centre to engage with current members and members of the public and recruit new members with a focus on underrepresented groups.	TBC
20 May 2026	International Clinical Trials Day	10am – 2pm	Main entrance, Warrington Hospital and George Lloyd Restaurant, Halton Hospital	Trust-led, annual event promoting the accomplishments of clinical research professionals in public health/medicine and their efforts in clinical trials.	TBC
13 June 2026	Warrington Pride	9am-4pm	Warrington town centre/Golden Square	Annual partnership event celebrating the LGBTQIA+ community.	TBC
27 June 2026	Warrington Armed Forces Day	10am – 6pm	Crosfields Rugby Club, 131 Hood Lane North, Great Sankey, Warrington, WA5 1XU	Annual partnership event comprised of Armed Forces Rugby League games, military vehicle displays, stands and activities.	TBC
13 July 2026	Disability Awareness Day	10am – 4pm	Walton Hall and Gardens, Higher Walton, Warrington, WA4 6SN	Annual family fun day and pan-disability event led by Warrington Disability Partnership.	TBC
30 August 2026	Warrington Mela	11am – 4pm	Queens's Garden, Palmyra Square, Warrington, WA1 1JN	Annual open event supporting cultural diversity and community inclusion within the town.	TBC

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/77			
SUBJECT:	Communications and Engagement Update Report September to October 2025 & November to December 2025			
DATE OF MEETING:	Thursday 12 February 2026			
ACTION REQUIRED:	To note			
AUTHOR(S):	Alison Aspinall, Head of Communications and Engagement & Esstta Griffiths, Engagement and Involvement Officer			
EXECUTIVE DIRECTOR SPONSOR:	Kate Henry, Director of Communications & Engagement			
LINK TO STRATEGIC OBJECTIVE	SO3: We will ... Work in partnership with others to achieve social and economic wellbeing in our communities.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients ✓	Workforce ✓	Public ✓
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No ✓	N/A
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>This report comprises an overview of communications and engagement activity.</p> <p>New reporting formats will be introduced for the combined Communications and Engagement Team at the point at which the organisations integrate as North Cheshire and Mersey Foundation Trust.</p> <p>The new NHS North Cheshire and Mersey Partnership website will be helpful to governors discussing integration with FT members and communities.</p> <p>The following reports are enclosed for information and are to be taken as read:</p> <ul style="list-style-type: none"> ○ WHH Communications and Engagement Team update to Trust Board covering: ○ September - October 2025 ○ November - December 2025 <p>Dates for the diary Slide 18 contains details of engagement events which governors are invited to attend.</p>			
PURPOSE: (please select as appropriate)	Approval	To note ✓	Decision	

RECOMMENDATION:	The Council of Governors is asked to note the contents of this update.	
PREVIOUSLY CONSIDERED BY:	Committee	Trust Board
	Agenda Ref.	BM/25/12/133 BM/26/02/157
	Date of meeting	Thursday 3 December 2025 Thursday 4 February 2026
	Summary of Outcome	To note
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	

Communications and engagement update

Bi-monthly report (September to October 2025)

Trust Board meeting

3 December 2025



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Our role within WHH

The Communications and Engagement Team remit covers:

- Communications and Engagement Strategy development
- Communications planning and evaluation to support strategic projects
- Internal communications including content production for The Week and Team Brief
- External communications including media relations and stakeholder updates
- Digital communications including content development for the Trust's corporate social media channels and updates to the website
- Identity, branding and design
- Engagement in our communities
- Experts by Experience programme
- Processing and review of clinical patient information

During the period (September to October 2025) the Communications and Engagement Team...

- processed and allocated **27** communications 'job requests' for design, film, photography and communications campaign support
 - issued **6** Trust media releases (plus **1** WHH Charity media release)
 - published **23** stories across our main Trust website, charity website and breast screening services website
 - prepared / issued **5** media statements
 - handled **13** enquiries from local, regional and national print and broadcast media
- 

September / October activity and achievements overview

- Promoted new campaign materials and resources for Martha's Rule, including a dedicated [webpage](#), screensavers, posters and a patient information leaflet
- Provided internal and external communications for our Annual Members' Meeting (1 October)
- Continued to improve accessibility of the Trust website, with the site now rated 'Excellent' with a 96% accessibility score on [Silktide](#)
- Supported development and promotion of WHH Charity's annual Impact Report
- Shared national resources and promoted Trust activity for our annual flu vaccination campaign e.g. roaming clinics, drop-in sessions
- Promoted the national Staff Survey 2025 across all internal platforms and channels
- Encouraged all staff to encourage patient activity, in line with WHH's Active Hospitals initiative



Details of other communications and engagement activity is included in the highlights section of this update

Media

Media releases issued during September and October 2025, including:



WHH HR Team shortlisted for excellence in people award

[Read the release](#)



Work to support d/Deaf community at Warrington and Halton Teaching Hospitals shortlisted for award

[Read the release](#)



WHH invites local residents to join Council of Governors and help shape healthcare services

[Read the release](#)



Healthwatch Warrington launches awareness card pilot to support inclusive healthcare

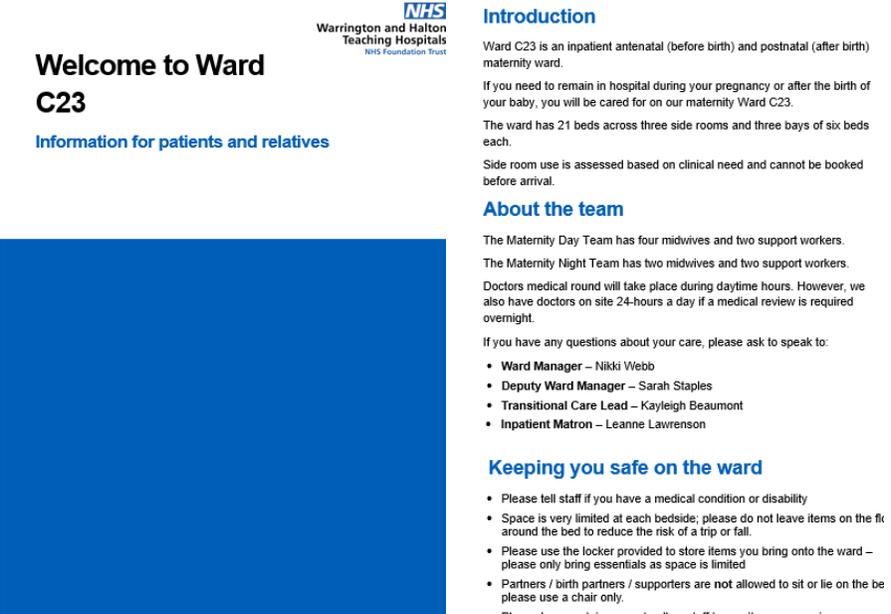
[Read the release](#)

All media releases / news items can be viewed on our [website](#).

Production of Patient Information (PINFO)

From September to October the Communications and Engagement Team:

- supported clinical teams in putting 5 new leaflets through the PINFO process
- reviewed and edited **18** existing leaflets to ensure content remains clinically appropriate and reflects WHH style guidelines
- identified a total of **137** expired leaflets
- archived **35** leaflets
- reviewed the process and carried out a benchmarking exercise to inform how we approach integration with BCH patient information process



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Welcome to Ward C23

Information for patients and relatives

Introduction

Ward C23 is an inpatient antenatal (before birth) and postnatal (after birth) maternity ward.

If you need to remain in hospital during your pregnancy or after the birth of your baby, you will be cared for on our maternity Ward C23.

The ward has 21 beds across three side rooms and three bays of six beds each.

Side room use is assessed based on clinical need and cannot be booked before arrival.

About the team

The Maternity Day Team has four midwives and two support workers.
The Maternity Night Team has two midwives and two support workers.

Doctors medical round will take place during daytime hours. However, we also have doctors on site 24-hours a day if a medical review is required overnight.

If you have any questions about your care, please ask to speak to:

- **Ward Manager** – Nikki Webb
- **Deputy Ward Manager** – Sarah Staples
- **Transitional Care Lead** – Kayleigh Beaumont
- **Inpatient Matron** – Leanne Lawrenson

Keeping you safe on the ward

- Please tell staff if you have a medical condition or disability
- Space is very limited at each bedside; please do not leave items on the floor around the bed to reduce the risk of a trip or fall.
- Please use the locker provided to store items you bring onto the ward – please only bring essentials as space is limited
- Partners / birth partners / supporters are not allowed to sit or lie on the bed please use a chair only.
- Please keep curtains open to allow staff to monitor everyone in our care –



**Warrington and Halton
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**Key campaigns / highlights from
September to October 2025**

MaDE campaign

Internal communications support provided to the Multi Agency Discharge Event (MaDE), held from 20 to 24 October.

Communications included:

- Good Morning Messages on 10 and 17 October
- content in The Week on 10 and 17 October
- intranet article (13 October)
- a digital homepage banner with MaDE branded images and
- a safety hot topic in The Week

MaDE

Every day matters - let's get patients home safely, sooner

Our next Multi-Agency Discharge Event (MaDE) runs from Monday 20 October to Friday 24 October, ensuring the best position for winter.

[Visit the intranet page to find out more](#)



Better Care Together (BCT) – internal update

The BCT staff microsite has continued to provide internal information on the integration programme and proposals, including regularly updated FAQs, operational activity and engagement opportunities.

Microsite activity

- September: 1,534 visits (341 unique)
- October: 3,188 (813 unique)
- Most viewed page: workstreams
- Total site visits: 22,399

Monthly joint staff engagement sessions presented by the Executive Team provide regular updates on the BCT programme, as well offering open forums for staff questions / comments.

Engagement activity

- September: 188 staff (44% BCH staff and 56% WHH staff)
- October: 270 staff (Team Brief as no engagement session held)

North Cheshire and Mersey Healthcare Partnership website

Launched on 24 October, the North Cheshire and Mersey Healthcare Partnership (NCMHP) public website provides a space for the public, partner organisations and stakeholders to keep up to date with the integration programme.

Site feedback

Feedback from Experts by Experience (EbyEs) on the new website has been very positive, with users praising the website's clear, concise messaging, professional design and engaging video.

Several respondents suggested further explanation around what is coming together and what the new name represents, including a request to expand on abbreviations where possible and reference previous trust names within any media.

Respondents also recommended broadening communication beyond the website / digital media, through local hard copy media, printed flyers, posters and information desk materials to reach those who may be digitally excluded.

EbyEs also encouraged highlighting the tangible benefits of integration, such as improved access and reduced waiting times.



Awareness sessions on engagement, involvement and public consultation in service change

The team are now delivering a 90-minute session to improve understanding and awareness of:

- how to effectively work with people and communities
- statutory involvement duties and
- other key legal considerations when proposing service changes, which may impact on day-to-day work.

Overall satisfaction rating: 4.6 / 5

Feedback

- ✓ “The session’s real-life examples really helped my understanding and put the knowledge that we had learned about engagement and public consultation to the test.”
- ✓ “The session was useful for highlighting statutory requirements and good practice around public and patient engagement and consultation.”
- ✓ “I thought the themes were very interesting, especially the case studies. It goes to show how wrong things can go if you don’t follow correct processes – time well spent.”



WHH Charity

We published our annual WHH Charity Impact Report, highlighting the achievements made possible by community support over the past year.

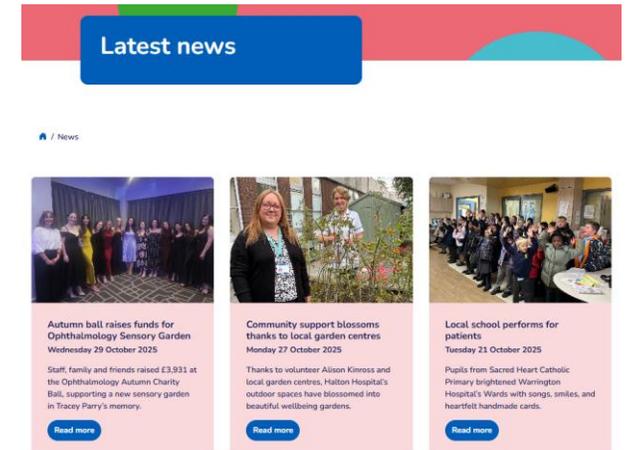
Funded projects have enhanced patient care, upgraded hospital facilities, provided equipment and supported staff wellbeing. Despite challenging economic times, contributions from residents, staff and businesses have remained strong. [Read the report.](#)

Website activity

- September: 1,600 visits (808 active)
- October: 1,907 visits (1,077 active)
- The most viewed pages were home, crafters and news.

Newsletters

- Two newsletters were published: [September 2025](#) and [October 2025](#)





**Warrington and Halton
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Working with People and Communities Strategy

September to October 2025

Pillar 1: Co-production in Service Change/ Development

Recruit, train, deploy, maintain, recognise and reward patients and public who are 'Experts by Experience' to specific estate and service change programmes

1. Grow Experts by Experience (EbyE) capacity to embed Co-production in service design within WHH	<ul style="list-style-type: none">• 25 Experts by Experience recruited during 2025-26 (2 during September to October).• 214 Experts by Experience (cumulatively to date).• Continuing to work with WHH colleagues to identify opportunities to involve EbyEs.• Delivering bi-monthly staff 'engagement, involvement and public consultation in service change' awareness sessions.	<ul style="list-style-type: none">• Ongoing
2. Support EbyE recruitment and retention	<ul style="list-style-type: none">• 13 EbyE projects delivered in 2025-26 (plus 3 extended projects – health literacy, site map updates and WELL Runcorn).• 29 EbyEs participating in September and October projects (plus 5 EbyEs participating in PLACE assessments).	<ul style="list-style-type: none">• Ongoing
3. Enhance our programme for involvement	<ul style="list-style-type: none">• Annual timetable for awareness days and events informs engagement plan (slide 18).• Ongoing involvement with estates and strategy teams to ensure substantial strategic, capital or service developments have EbyE involvement / representation.	<ul style="list-style-type: none">• Ongoing
4. Undertake consultation and engagement to enable effective support for services	<ul style="list-style-type: none">• Inclusion of EbyE engagement in significant projects from outset #StartWithPeople.• Ongoing EbyE participation in future Q4 projects including Better Care Together Patient Public Reference Group and clinical and operational services integration workstreams.• Communications and Engagement support provided to Better Care Together Clinical and Operational Integration workstream and training.	<ul style="list-style-type: none">• Ongoing
5. Ensure representation to support Place-Based integrated care delivery	<ul style="list-style-type: none">• Use our resources to support wider place-based initiatives and to access insight from our communities and advocacy / equality groups.• Better Care Together continues to be supported in partnership with Bridgewater colleagues.	<ul style="list-style-type: none">• Ongoing

Pillar 2: Accessible Information Standard (AIS)

Launch WHH AIS policy to support those with sensory impairments, learning disabilities and non-English speakers to access our services and participate equally in their care

1. Patient letters	<ul style="list-style-type: none">• Working with Patient Experience and Inclusion and Digital Services to ensure accessibility functionality in the PEP / EPR is maximised before launching the 5 Rights campaign. All communications are ready to go.• Easy Read version of supplementary information distributed with patient letters is in development.	<ul style="list-style-type: none">• 2025-26
2. Ensure website compliance with Web Content Accessibility Guidelines (WCAG) standards	<ul style="list-style-type: none">• Trust website accessibility recorded in the Silktide index, has achieved a rating of 'Excellent' with a 96% accessibility score and is currently 27th place in the NHS sector rankings (October 2025).	<ul style="list-style-type: none">• Ongoing
3. Accessible content creation	<ul style="list-style-type: none">• Close working between WHH and Bridgewater communications and corporate governance teams has supported the development of new accessible policy and standard operating procedure (SOP) templates.	<ul style="list-style-type: none">• Ongoing
5. Patient information	<ul style="list-style-type: none">• The Production of Patient Information Policy includes references to making information accessible and a new accessible Information and communication policy is being updated by the patient experience and communications teams.	<ul style="list-style-type: none">• Ongoing
7. Signage/wayfinding	<ul style="list-style-type: none">• Delivered via Wayfinding and First Impressions Task and Finish Group. Estates are progressing updated maps are in development for Warrington and Halton.	<ul style="list-style-type: none">• Ongoing

Pillar 3: Reducing Health Inequalities

Using WHH engagement and understanding health inequalities to geographical areas of Warrington North, Warrington South, Widnes and Runcorn

1. Strengthen WHH engagement programme	<ul style="list-style-type: none">• Work ongoing with WHH teams (Patient Experience and Inclusion, Workforce EDI / Culture and Inclusion, Membership and Governance, Children / Young People, Dementia, Staff Health and Wellbeing, charity, volunteers, chaplaincy, catering / estates, ward / service reps) to set / link events calendars and activities for 2025-26.• Planning an updated events plan and schedule with Bridgewater Community Healthcare for 2025-26.	<ul style="list-style-type: none">• Ongoing
2. Provide opportunities for governors to engage in their communities	<ul style="list-style-type: none">• Promotion and encouragement of governor event engagement opportunities i.e. showcasing their roles, sharing info, speaking with visitors about the constituencies they represent, collecting details of visitors interested in becoming WHH Foundation Trust Members. <p>No community events were undertaken in this period.</p>	<ul style="list-style-type: none">• Ongoing
3. Support Place Based activity and other key local events	<ul style="list-style-type: none">• Content upload process for Living Well Warrington website is now co-ordinated within the Communications and Engagement Team. Ongoing promotion of Living Well Warrington continues via WHH communication channels.	<ul style="list-style-type: none">• Ongoing

Pillar 4: Anchor Institution/Building Social Value

Use Trust estate and resources in partnership with others for the benefit of the wider community

1. Establish WHH's position as an anchor institution in our communities	<ul style="list-style-type: none">• Use WHH communication channels to increase engagement with the voluntary and third sector and raise awareness of key campaigns, health improvement and economic wellbeing initiatives.• Promotion of WHH volunteering opportunities with the EbyE membership, via networking and through social media.	<ul style="list-style-type: none">• Ongoing
2. Promote opportunities for work, training or volunteering	<ul style="list-style-type: none">• Promote WHH as a great place to work, train or volunteer to enhance the aspirations and life chances of local people.• Job of the Week highlighted every Friday via social media.• Level of engagement with social media and websites.	<ul style="list-style-type: none">• Ongoing
3. To utilise local suppliers and venues	<ul style="list-style-type: none">• Use local suppliers and venues to support engagement and involvement programmes, where possible.	<ul style="list-style-type: none">• Ongoing
4. Support the work of the WHH Charity	<ul style="list-style-type: none">• Continue work with the charity team to facilitate charity presence at public engagement and involvement events. WHH Charity activity and fundraising shared bi-monthly at the Patient Experience and Inclusion Sub-Committee.• Charity stakeholder newsletters shared monthly.	<ul style="list-style-type: none">• Ongoing



**Warrington and Halton
Teaching Hospitals**

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Upcoming engagement events

Upcoming engagement events: 2026

Date	Event	Time	Venue	Event purpose
20 May 2026	International Clinical Trials Day	10am to 2pm	Main entrance, Warrington Hospital and George Lloyd Restaurant, Halton Hospital	Trust-led, annual event promoting the accomplishments of clinical research professionals in public health / medicine and their efforts in clinical trials.
13 June 2026	Warrington Pride	TBC	Warrington town centre / Golden Square	Annual partnership event celebrating the LGBTQIA+ community.
27 June 2026	Warrington Armed Forces Day	10am to 6pm	Crosfields Rugby Club, 131 Hood Lane North, Great Sankey, Warrington, WA5 1XU	Annual partnership event comprised of Armed Forces rugby league games, military vehicle displays, stands and activities.
13 July 2026	Disability Awareness Day	10pm to 4pm	Walton Hall and Gardens, Higher Walton, Warrington, WA4 6SN	Annual family fun day and pan-disability event led by Warrington Disability Partnership.
30 August 2026	Warrington Mela	TBC	Queen's Gardens, Palmyra Square, Warrington, WA1 1JN	Annual open event supporting cultural diversity and community inclusion within the town.

Communications and engagement update

Bi-monthly report (November to December 2025)

Trust Board meeting

4 February 2026



Working Together



Excellence



Inclusive



Kind



Embracing Change

Our role within WHH

The Communications and Engagement Team remit covers:

- Communications and Engagement Strategy development
- Communications planning and evaluation to support strategic projects
- Internal communications including content production for The Week and Team Brief
- External communications including media relations and stakeholder updates
- Digital communications including content development for the Trust's corporate social media channels and updates to the website
- Identity, branding and design
- Engagement in our communities
- Experts by Experience programme
- Processing and review of clinical patient information

During this period the Communications and Engagement Team...

- processed and allocated **20** communications 'job requests' for design, film, photography and communications campaign support
 - issued **6** Trust media releases
 - published **12** stories across our main Trust website, charity website and breast screening services website
 - prepared / issued **12** media statements and responses
 - handled **13** enquiries from local, regional and national print and broadcast media
- 

November / December activity and achievements overview

- Informed patients and communities of industrial action activity (17 to 22 December) via our website and social media accounts
- Supported promotion of public nominations for the People's Choice Award
- Continued to promote the annual flu vaccination campaign e.g. roaming clinics, drop-in sessions
- Informed patients and communities of the appointment of Andy Carter as new Trust chair from April 2026
- Celebrated a year of fundraising, generosity and community spirit with WHH Charity
- Raised staff and public awareness of AI application in transcribing consultation notes and patient letters c/o 'Lyrebird Health'
- Promoted free Wi-Fi access for patients / visitors across our estates
- Supported the first of our Patient Public Reference Group meetings for Better Care Together, chaired by Healthwatch



Details of other communications and engagement activity is included in the highlights section of this update

Media

Media releases issued during this period included:



New chair appointed at Warrington and Halton Teaching Hospitals

[Read the release](#)



Living Well Warrington highly commended at 2025 HSJ Awards

[Read the release](#)



WHH HR team highly commended at national people management awards

[Read the release](#)



Luke Littler brings cheer to hometown hospital with surprise visit

[Read the release](#)

All media releases / news items can be viewed on our [website](#).

Production of Patient Information (PINFO)

During this period the Communications and Engagement Team:

- supported clinical teams in putting **1** new leaflet through the PINFO process
- reviewed and edited **4** existing leaflets to ensure content remains clinically appropriate and reflects WHH style guidelines
- identified a total of **143** expired leaflets
- archived **1** leaflet
- reviewed the process and carried out a benchmarking exercise to inform how we approach integration with BCH patient information process

Unscheduled bleeding whilst taking hormone replacement therapy (HRT)

Information for patients and relatives

This leaflet is intended for women who are experiencing unscheduled bleeding while taking hormone replacement therapy (HRT) and have been invited to attend a scan appointment at Warrington and Halton Teaching Hospitals NHS Foundation Trust.

Your GP should provide you with this leaflet. It contains important information to help you understand what to expect and how to prepare for your upcoming appointment.



**Warrington and Halton
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Key campaigns / highlights

MaDE for Christmas campaign

Internal communications support provided to the Multi Agency Discharge Event (MaDE) for Christmas campaign, held from Wednesday 17 December to Friday 2 January.

Communications included:

- Good Morning Message (12 December)
- inclusion in Team Brief (16 December)
- content in The Week (12 and 19 December)
- Trust desktop (8 to 19 December)
- Trust screensaver (15 December to 2 January)
- a safety hot topic (19 December) and
- a digital intranet homepage banner with MaDE for Christmas branded images



Better Care Together (BCT) – update

The BCT staff microsite continues to provide internal information on the integration programme and proposals, including regularly updated FAQs, operational activity and engagement opportunities.

Microsite activity

- November: 1,789 visits
- December: 1,659
- The most viewed pages after the homepage: Supporting teams through integration (November) and resources (December)
- Total site visits: 25,787



Site updates for this period include:

- News updates – OD support for teams through integration, joint Long Service Awards, joint corporate induction
- Resources – engagement session recording, ‘Support for you’ one pager

Monthly joint staff engagement sessions presented by the Executive Team provide regular updates on the BCT programme, as well offering a forum for staff questions / comments.

Engagement activity

- November: 241 staff comprising 59% BCH (142 staff) and 41% WHH (99 staff)
- December: 194 staff comprising 53% WHH (102 staff) and 47% BCH (92 staff)

North Cheshire and Mersey Healthcare Partnership

Public feedback

Community engagement at Halton's autumn Carers' Forum (hosted by Halton Carers Centre) on 20 November allowed us to share integration information and gather local feedback from unpaid carers.

Feedback was generally positive, with many hoping the integration will:

- improve communications between services
- enhance patient experience
- increase the use of community venues and
- improve service equity across Warrington and Halton (e.g. within neurodivergent support services for children and young people)



Patient and Public Participation Group (PPRG)

Chaired by Healthwatch Warrington and Healthwatch Halton, the PPRG will enable sharing and gathering of patient / public feedback during the Bridgewater / WHH integration, while supporting our communication and engagement across both boroughs.

Group membership includes carers services, trust governors, members of the voluntary, community, faith and social enterprise sector, Experts by Experience and other representatives.

The first meeting was held on **1 December 2025**, providing an overview of our plans to bring the two trusts together as one organisation and the intended benefits for patients and communities. There was also a focus on plans for integrating seven initial clinical pathways which are expected to have the greatest impact on patient experience.

Meeting feedback

The PPRG emphasised the need for greater awareness of the Urgent Community Response Team, clearer information on the integration plan (including benefits, end-state services and impact measures) and accessible materials.

Members highlighted the importance of keeping discussions aligned to the group's integration-focused remit rather than broader system issues.



WHH Charity

Website activity

- November: 15,413 (10,948 active)
- December: 1,284 (1,056 active)

The most viewed pages were Supporters' Club, home page and news.

Newsletters

- One newsletter published: [December 2025](#)

News

Items published in this period included:

- [Luke Littler brings cheer to hometown hospital](#)
- [Celebrating 2025 and looking ahead to a milestone year](#)





**Warrington and Halton
Teaching Hospitals**

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**Working with People and Communities Strategy
November to December 2025**

Pillar 1: Co-production in Service Change/ Development

Recruit, train, deploy, maintain, recognise and reward patients and public who are 'Experts by Experience' to specific estate and service change programmes

1. Grow Experts by Experience (EbyE) capacity to embed Co-production in service design within WHH	<ul style="list-style-type: none">• 32 Experts by Experience recruited during 2025-26 (7 during November to December).• 217 Experts by Experience (cumulatively to date).• Continuing to work with WHH and BCH colleagues to identify opportunities to involve EbyEs in partnership with the BCH's Patient Partners Network.• Delivering bi-monthly staff 'engagement, involvement and public consultation in service change' awareness sessions.	<ul style="list-style-type: none">• Ongoing
2. Support EbyE recruitment and retention	<ul style="list-style-type: none">• 20 EbyE projects delivered in 2025-26 (plus 4 extended projects – health literacy, site map updates, WELL Runcorn and WHH/BCH integration).• 14 EbyEs participating in November and December projects	<ul style="list-style-type: none">• Ongoing
3. Enhance our programme for involvement	<ul style="list-style-type: none">• Annual timetable for awareness days and events informs engagement plan (slide 18).• Ongoing involvement with estates and strategy teams to ensure substantial strategic, capital or service developments have EbyE involvement / representation.	<ul style="list-style-type: none">• Ongoing
4. Undertake consultation and engagement to enable effective support for services	<ul style="list-style-type: none">• Inclusion of EbyE engagement in significant projects from outset #StartWithPeople.• Ongoing EbyE participation in future Q1 projects including Better Care Together Patient Public Reference Group and clinical and operational services integration workstreams.• Communications and Engagement support provided to Better Care Together Clinical and Operational Integration workstream and training.	<ul style="list-style-type: none">• Ongoing
5. Ensure representation to support Place-Based integrated care delivery	<ul style="list-style-type: none">• Use our resources to support wider place-based initiatives and to access insight from our communities and advocacy / equality groups.• Better Care Together integration activity is supported with Bridgewater colleagues.• Establishment of the Patient and Public Reference Group (PPRG) to inform integration plans	<ul style="list-style-type: none">• Ongoing

Pillar 2: Accessible Information Standard (AIS)

Launch WHH AIS policy to support those with sensory impairments, learning disabilities and non-English speakers to access our services and participate equally in their care

1. Patient letters	<ul style="list-style-type: none">Working with Patient Experience and Inclusion and Digital Services to ensure accessibility functionality in the PEP / EPR is maximised before launching the 5 Rights campaign. All communications are ready to go.Easy Read version of supplementary information distributed with patient letters is now at the review stage.	<ul style="list-style-type: none">2025-26
2. Ensure website compliance with Web Content Accessibility Guidelines (WCAG) standards	<ul style="list-style-type: none">Trust website accessibility recorded in the Silktide index, has achieved a rating of 'Excellent' with a 96% accessibility score and is currently 23rd place in the NHS sector rankings (December 2025).	<ul style="list-style-type: none">Ongoing
3. Accessible content creation	<ul style="list-style-type: none">New accessible policy and standard operating procedure (SOP) templates have been launched to both WHH and BCH.The team has supported development of an Accessible Information Policy, incorporating health literacy elements.	<ul style="list-style-type: none">Ongoing
5. Patient information	<ul style="list-style-type: none">The Production of Patient Information Policy includes references to making information accessible and a new accessible Information and communication policyThis policy is being updated to support integration of WHH with BCH to ensure a robust process for creating patient information across community and hospital services.	<ul style="list-style-type: none">Ongoing
7. Signage/wayfinding	<ul style="list-style-type: none">Delivered via Wayfinding and First Impressions Task and Finish Group. Estates are progressing updated maps for Warrington and Halton.	<ul style="list-style-type: none">Ongoing

Pillar 3: Reducing Health Inequalities

Using WHH engagement and understanding health inequalities to geographical areas of Warrington North, Warrington South, Widnes and Runcorn

1. Strengthen WHH engagement programme	<ul style="list-style-type: none">• Work ongoing with WHH teams (Patient Experience and Inclusion, Workforce EDI / Culture and Inclusion, Membership and Governance, Children / Young People, Dementia, Staff Health and Wellbeing, charity, volunteers, chaplaincy, catering / estates, ward / service reps) to set / link events calendars and activities for 2026.• Planning an updated events plan and schedule with Bridgewater Community Healthcare for 2025-26.	• Ongoing
2. Provide opportunities for governors to engage in their communities	<ul style="list-style-type: none">• Promotion and encouragement of governor event engagement opportunities i.e. showcasing their roles, sharing info, speaking with visitors about the constituencies they represent, collecting details of visitors interested in becoming WHH Foundation Trust Members. <p>Community events undertaken from in this period were:</p> <ul style="list-style-type: none">✓ Halton's autumn Carers' Forum✓ WHH Shared Learning Forum	• Ongoing
3. Support Place Based activity and other key local events	<ul style="list-style-type: none">• Content upload process for Living Well Warrington website is now co-ordinated within the Communications and Engagement Team. Ongoing promotion of Living Well Warrington continues via WHH communication channels.	• Ongoing

Pillar 4: Anchor Institution/Building Social Value

Use Trust estate and resources in partnership with others for the benefit of the wider community

1. Establish WHH's position as an anchor institution in our communities	<ul style="list-style-type: none">• Use WHH communication channels to increase engagement with the voluntary and third sector and raise awareness of key campaigns, health improvement and economic wellbeing programmes.• Promotion of WHH volunteering opportunities with the EbyE membership, via networking and through social media.	<ul style="list-style-type: none">• Ongoing
2. Promote opportunities for work, training or volunteering	<ul style="list-style-type: none">• Promote WHH as a great place to work, train or volunteer to enhance the aspirations and life chances of local people.• Job of the Week highlighted every Friday via social media.• Level of engagement with social media and websites.	<ul style="list-style-type: none">• Ongoing
3. To utilise local suppliers and venues	<ul style="list-style-type: none">• Use local suppliers and venues to support engagement and involvement programmes, where possible.	<ul style="list-style-type: none">• Ongoing
4. Support the work of the WHH Charity	<ul style="list-style-type: none">• Continue work with the charity team to facilitate charity presence at public engagement and involvement events. WHH Charity activity and fundraising shared bi-monthly at the Patient Experience and Inclusion Sub-Committee.• Charity stakeholder newsletters shared monthly.	<ul style="list-style-type: none">• Ongoing



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Upcoming engagement events

Upcoming engagement events: 2026

Date	Event	Time	Venue	Event purpose
20 May 2026	International Clinical Trials Day	10am to 2pm	Main entrance, Warrington Hospital and George Lloyd Restaurant, Halton Hospital	Trust-led, annual event promoting the accomplishments of clinical research professionals in public health / medicine and their efforts in clinical trials.
13 June 2026	Warrington Pride	TBC	Warrington town centre / Golden Square	Annual partnership event celebrating the LGBTQIA+ community.
27 June 2026	Warrington Armed Forces Day	10am to 6pm	Crosfields Rugby Club, 131 Hood Lane North, Great Sankey, Warrington, WA5 1XU	Annual partnership event comprised of Armed Forces rugby league games, military vehicle displays, stands and activities.
12 July 2026	Disability Awareness Day	10pm to 4pm	Walton Hall and Gardens, Higher Walton, Warrington, WA4 6SN	Annual family fun day and pan-disability event led by Warrington Disability Partnership.
30 August 2026	Warrington Mela	11am to 4pm	Queen's Gardens, Palmyra Square, Warrington, WA1 1JN	Annual open event supporting cultural diversity and community inclusion within the town.

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/26/02/78			
SUBJECT:	Bi-monthly Strategy Highlight Report			
DATE OF MEETING:	12 February 2026			
ACTION REQUIRED:	The Council of Governors are asked to note this report for information.			
AUTHOR(S):	Megan Wainwright, Strategy Project and Team Support Officer			
EXECUTIVE DIRECTOR SPONSOR:	Lucy Gardner, Chief Strategy & Partnerships Officer			
LINK TO STRATEGIC OBJECTIVE	<p>SO1 We will.. Always put our patients first delivering safe and effective care and an excellent patient experience.</p> <p>SO2 We will.. Be the best place to work with a diverse and engaged workforce that is fit for now and the future</p> <p>SO3 We will ..Work in partnership with others to achieve social and economic wellbeing in our communities.</p>			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
	Further Information / Comments:			✓
EXECUTIVE SUMMARY:	<ul style="list-style-type: none"> • WHH and BCH continue to work towards becoming a single organisation. NHSE have completed their review of our strategic case and agreed for us to continue to develop the full business case (FBC) as the next step. The final draft of the FBC is now complete and has been approved by both WHH and BCH Trust Boards before being formally submitted to NHSE in early December. Focus of the programme now shifts to the critical actions required to complete the legal transaction and deliver a 'safe day one' as an integrated organisation. • The Runcorn Health and Education Hub is due to complete construction in January 2026, start to open services from June 2026. • The Living Well Warrington programme was highly commended at the prestigious 2025 national HSJ awards in November. The programme consists of three projects; Living Well Hub, Living Well in Warrington digital platform and Talking Points. Collectively, the three projects have reached over 200,000 people over the last 18 months, supporting them to live independently at home and access support in their local communities. 			

	<ul style="list-style-type: none"> The Trust have commenced development of our five-year plan, in line with latest NHS England Planning Guidance. This involves formulation and submission of: <ul style="list-style-type: none"> 3- year plans for revenue, workforce, operational performance and activity 4-year plan for capital 5-year narrative plan <p>Final submission due in February 2026, following Truts Board approval.</p>		
PURPOSE: (please select as appropriate)	Approval	To note ✓	Decision
RECOMMENDATION:	The Council of Governors is asked to note the report		
PREVIOUSLY CONSIDERED BY:	Committee	Not Applicable	
	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		

Strategic projects update

November-December 2025

Section 1 - Key messages

Slide 2	Summary of key developments this reporting period
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Section 2 - Stakeholder engagement

Slide 3-4	Summary of key stakeholders engaged during the reporting period
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Section 3 - Key strategic projects

Page	Project	Strategy Lead	Status
Slide 5-6	WHH/BCH Integration programme	Stephen Bennett	Green
Slide 7-8	Runcorn town deal	Carl Mackie/Viviane Risk	Yellow
Slide 9-10	New hospitals programme and strategic estates	Carl Mackie	Yellow
Slide 11-12	Warrington Living Well Virtual Health & Wellbeing Hub	Rachel Moran/Stephen Bennett	Green
Slide 13	Completed projects	Strategy team	Green

Section 4 - Other trust strategic updates

Slide 14	Summary of other Trust strategy related updates
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Section 5 - Cheshire and Merseyside strategic updates

Slide 15	Summary of strategic updates from Cheshire and Merseyside
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Key messages

- WHH and BCH continue to work towards becoming a single organisation. NHSE have completed their review of our strategic case and agreed for us to continue to develop the full business case (FBC) as the next step. The final draft of the FBC is now complete and has been approved by both WHH and BCH Trust Boards before being formally submitted to NHSE in early December. Focus of the programme now shifts to the critical actions required to complete the legal transaction and deliver a 'safe day one' as an integrated organisation.
- The Runcorn Health and Education Hub is due to complete construction in January 2026, start to open services from June 2026.
- The Living Well Warrington programme was highly commended at the prestigious 2025 national HSJ awards in November. The programme consists of three projects; Living Well Hub, Living Well in Warrington digital platform and Talking Points. Collectively, the three projects have reached over 200,000 people over the last 18 months, supporting them to live independently at home and access support in their local communities.
- The Trust have commenced development of our five-year plan, in line with latest NHS England Planning Guidance. This involves formulation and submission of:
 - 3- year plans for revenue, workforce, operational performance and activity
 - 4-year plan for capital
 - 5-year narrative plan

Final submission due in February 2026, with approval of the plans at February's Trust Board.

Stakeholder and engagement overview

Key stakeholder engagement in period	Job title, organisation	Topic/Nature of engagement
Caroline Williams	Director of Adult Social Services, Warrington Borough Council	Warrington neighbourhood health plan, UEC system improvement
Alex Kirkpatrick	Deputy DoF, NHSE NW	Integration
Su Foster	Estates Delivery Lead, Cheshire and Merseyside	Halton Place Estates
Naz Ghodrati	CEO, Warrington Voluntary Action	Integration and partnerships with VCFSE sector
Dr Laura Mount Dr Ash Ahliwala Dr Golam Chowdhury	Warrington PCN Clinical Directors	Update on integration programme and clinical services workstream
Sarah Hall MP	MP	Urgent treatment centre, integration
Linda Buckley	Managing Director, CMPC	C&M blueprint
Christina Banerji Katherine Golding	Mergers and acquisitions team, NHS England	Better Care Together integration programme – advice and guidance
Team from Bradford Teaching Hospitals	Various individuals including Director of Strategy, Head of Estates, clinical and operational service leads	Site visits to Living Well Hub, Halton Health Hub and WELL Runcorn Hub to see 'Health on the High Street' examples
2025 HFMA Awards Judging Panel	Various individuals including the outgoing HFMA president, Lee Outhwaite	HFMA awards submission for Living Well programme
Amanda Ridge	C&M ICB	Neighbourhood health plans in Warrington, UTC, integration
Wesley Rourke	Executive Director, Environment and Regeneration	Runcorn Shopping City, Levelling up, Runcorn Town Deal, Widnes town centre strategic Board
Michael Allen	Partner, KPMG	Due diligence for production of full business case for integration
David Wilson	One Halton Clinical director	Clinical services integration
CEOs Cheshire, Warrington and Wirral Trusts	CEOs Cheshire, Warrington and Wirral Trusts	C&M blueprint

Stakeholder and engagement overview

Key stakeholder engagement in period	Job title, organisation	Topic/Nature of engagement
Tony Leo	Place Director, Halton	Place development and integration programme
Matthew Swanborough Jon Develing	Chief Strategy and Partnerships Officer, Wirral University Teaching Hospitals Director of Strategy, Countess of Chester Hospitals	Integration, C&M strategy
David Cooper	Cheshire and Merseyside ICB	Strategic estates planning, Warrington, UTC
Tim McPhee	Associate Director Integration, Transformation and Partnerships, Mersey Care	Runcorn Health and education Hub, One Halton delivery plan, Warrington neighbourhood health
Sarah Pochin MP	MP	Runcorn Town Board, Integration
Chris Nisbet	Transformation Lead, Warrington Borough Council	Development of neighbourhood health model in Warrington
Linda Edwards	Business Intelligence Lead – Warrington and Halton, Cheshire & Merseyside CSU	Development of neighbourhood health datasets within C&M B.I. portal
Richard Rout	Chief Executive, Halton Borough Council	Strategic Estates and Integration, HBC CEO interviews, integration
Sally Yeoman	CEO, Halton and St Helen's Voluntary Action	Runcorn Town Board, HBC CEO interviews
Andrew Jones	Service improvement and change manager, Mersey Care	Runcorn health and education hub
Jude Adams	Cheshire and Merseyside ICB	UTC
Derek Twigg MP	MP	Widnes development
Mary Murphy	Principal and CEO Riverside and Crompton Colleges	Runcorn health and education hub, HBC CEO interviews

Integration – part 1



Programme Overview

Warrington and Halton Teaching Hospitals NHS Foundation Trust (WHH) is planning to formally acquire Bridgewater Community Healthcare NHS Foundation Trust (BCH) on 1 April 2026, bringing both partners together to create a single organisation ‘**North Cheshire and Mersey NHS Foundation Trust**’. The integration will support both individual Trusts with long-standing challenges around clinical and financial sustainability and create a wealth of opportunities to improve access to services, quality of care and overall patient experience.

The integration programme- entitled ‘Better Care Together’ is well established and consists of ten workstreams: Strategic Programme Development, Estates, Workforce, Finance, Corporate Service Integration, Clinical and Operational Services Integration, Digital Services, Communication and Engagement, Clinical Governance and Quality, and Corporate Governance. Each workstream has a detailed delivery plan and are working with partners to deliver objectives.

What does this mean for WHH?

Over the last decade, both WHH and BCH have seen demand for services continually increasing due to a growing and ageing population locally, living longer with complex and often chronic conditions. This increasing demand has steadily led to a need to increase non-elective capacity at the acute sites, which has led to increasing financial challenges. In line with the NHS Ten-Year Plan and strategic direction regionally, the integration creates the opportunity to develop a model with greater emphasis on preventative health and community services, which together, can improve both quality and sustainability of services.

Progress:

- Completion of final draft of full business case (FBC), post-transaction integration plan (PTIP) , Board Certification and Secretary of State documents and submission to Trust Boards and NHSE.
- Meetings in place with NHSE to support review of FBC during December/early January

Integration – part 2



**Warrington and Halton
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Quality	People	Sustainability
Patient Safety ✓	Looking after our people ✓	Working in partnership ✓
Clinical effectiveness ✓	Innovating the way we work ✓	Working responsibly ✓
Patient experience ✓	Growing our workforce for the future ✓	Sustainable estate and digitally enabled ✓
Research, development and innovation	Belonging in WHH	Financial sustainability ✓

Milestone	Date
Final 'challenge' meeting with NHSE as part of review of full business case	9 February 2026
Receipt of formal outcome letter from NHS England following review of full business case	Late February 2026
Complete staff consultation around TUPE/organisational change	28 February 2026
Completion of formal transaction and establishment of new integrated organisation – North Cheshire and Mersey NHSFT	1 April 2026

Better Care Together

Home · Community · Hospital

Integrating community and hospital services provided by Bridgewater Community Healthcare NHS Foundation Trust and Warrington and Halton Teaching Hospitals NHS Foundation Trust

Contact details

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Stephen Bennett
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Runcorn town deal-part 1

Project Overview

WHH is a key partner within Runcorn Old Town's submission to the Town Deal Investment Fund, with an overall opportunity to bring up to £25m to the town. The health and education hub project is led by WHH and is one of 7 projects within the Town Deal plan. The hub is planned to deliver services focussed on prevention, women and children and long-term conditions from a central location in Runcorn.

The project is being developed in partnership with a range of health and care providers across Runcorn, including Bridgewater and Halton Borough Council. The scheme includes a flexible education element designed in partnership with Riverside College.

What does this mean for WHH?

- Delivery of WHH services, including maternity, respiratory, and phlebotomy, from a convenient and accessible town centre location.
- Opportunity to work with local further education college to provide education and training tailored to jobs in health and care, helping to reduce our vacancies.
- Opportunities to further integrate services with other providers across health, care and wellbeing.

Progress since last report

- Internal finishes complete. Mechanical and electrical system demonstrations completed.
- Furniture installation near complete.
- Pre-handover water risk assessment completed, with scheme confirmed as suitable (pending water test results).

Runcorn town deal- part 2



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust

Quality	People	Sustainability
Patient Safety	Looking after our people ✓	Working in partnership ✓
Clinical effectiveness ✓	Innovating the way we work ✓	Working responsibly ✓
Patient experience ✓	Growing our workforce for the future ✓	Sustainable estate and digitally enabled ✓
Research, development and innovation	Belonging in WHH	Financial sustainability ✓

Milestone	Date
Construction complete	Jan 2026
Services go live	June 2026



Contact details
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Carl Mackie
**Halton Healthy New Town and Strategy
Manager**
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New hospitals and strategic estates planning- part 1



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust

Project Overview

- Development of new WHH hospital estate and infrastructure.
- Within Warrington, this is the development of a new hospital, either on the current site or elsewhere in the town.
- Within Halton this is the redevelopment of the Halton Hospital site, including extending Captain Sir Tom Moore to incorporate all existing services and additional services, whilst releasing land to support the Hospital and Wellbeing Campus vision.

What does this mean for WHH?

- Delivery of Trust services from modern, accessible and safe environments.
- Opportunities to develop service provision in appropriate clinical settings and expand opportunities to work with local partners or in external locations.

Progress since last report

- Continued discussion with NHS C&M around progression of case for co-located Urgent Treatment Centre
- Development of proposals for NHSE Northwest Estates Safety Fund

New hospitals and strategic estates planning- part 2

Warrington and Halton Teaching Hospitals
NHS Foundation Trust

Quality	People	Sustainability
Patient Safety ✓	Looking after our people ✓	Working in partnership ✓
Clinical effectiveness ✓	Innovating the way we work ✓	Working responsibly ✓
Patient experience ✓	Growing our workforce for the future ✓	Sustainable estate and digitally enabled ✓
Research, development and innovation ✓	Belonging in WHH	Financial sustainability ✓

Milestone	Date
Delivery of updated strategic estates masterplan	December 2026
Notification of UTC Bid outcome	TBC
Submission of bids to NHSE Northwest Estates Safety Fund	23 January 2026



Contact details
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 Halton Health New Town and Strategy Manager
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