



# W HH Council of Governors

**Thursday 11th November 2021**

**4:00pm – 6.00pm**

**MS Teams**

**COUNCIL OF GOVERNORS**  
**THURSDAY 11 November 2021, 4.00pm-6.00pm**  
**Via MS Teams**

AGENDA ITEM COG/20/08/XX	TIME PER ITEM	AGENDA ITEM	OBJECTIVE/ DESIRED OUTCOME	PROCESS	PRESENTER
<b>FORMAL BUSINESS</b>					
COG/21/11/ 52	4.00	Welcome and Opening Comments • Apologies; Declarations of Interest			Chairman
COG/21/11 53 <b>PAGE XX</b>		Minutes of meeting held I. 12 August 2021 II. Extraordinary CoG 6 August 2021 III. Extraordinary CoG 15 September 2021	<i>For decision</i>	<i>Minutes</i>	Chairman
COG/21/11 54 <b>PAGE XX</b>		Matters arising/action log/attendance log	<i>To note for assurance</i>	<i>Action log</i>	Chairman
<b>GOVERNOR BUSINESS</b>					
COG/21/11 55 <b>PAGE XX</b>	4.10	Lead Governor Update - Board Observation Report	<i>Info/update</i>	<i>Verbal/ Briefing</i>	Lead Governor
COG/21/11 56 <b>PAGE XX</b>	4.20	Chairs Report – Governor Engagement Group (GEG)	<i>Info/update</i>	<i>Verbal</i>	K Bland
COG/21/11 57 <b>PAGE XX</b>	4.25	Items requested by Governors – Q&A	<i>Info/update</i>	<i>Q&amp;A</i>	Chair
COG/21/11 58 <b>PAGE XX</b>	4.45	Board Committee Observations (a) Audit Committee – S Fitzpatrick (b) Finance & Sustainability Committee – P Bradshaw (c) Quality Assurance Committee –A Robinson (d) Charitable Funds Committee – A Kinross (e) Clinical Recovery Oversight Committee – J Howe  Copies of Chair's Committee Assurance Reports received in the Public Trust Board are included for information in supplementary pack	<i>Info/update</i>	<i>Briefings</i>	Chair
<b>TRUST BUSINESS</b>					
COG/21/11 59 <b>PAGE XX</b>	4.55	Chief Executives Report including: - CEO Board report September 2021	<i>Info/update</i>	<i>Report</i>	CEO
COG/21/11 60 <b>PAGE XX</b>	5.05	Chairmans Briefing	<i>Info/update</i>	<i>Verbal</i>	Chairman
COG/21/08 61 <b>PAGE XX</b>	5.15	Annual Report & Accounts ( <i>in supplementary papers</i> ) incl Auditors Letter and Report on Quality Account	<i>Info/update</i>	<i>Report</i>	Grant Thornton
COG/21/11 62 <b>PAGE XX</b>	5.25	Strategy Delivery Report • Breast Screening Consultation	<i>Info/update</i>	<i>Report</i>	Director Strat & Pships
<b>GOVERNANCE</b>					
COG/21/11 64 <b>PAGE XX</b>	5.35	Audit Committee Chairs Annual Report & review of Audit Committee Terms of Reference	<i>To note for assurance</i>	<i>Report</i>	Trust Secretary
COG/21/11 65 <b>PAGE XX</b>		Governor Training and Development MIAA	<i>For discussion</i>	<i>Verbal</i>	Trust Secretary
COG/21/11 66 <b>PAGE XX</b>	5.40	Amendments to the Constitution – Governor Responsibilities	<i>For Approval</i>	<i>Report</i>	Trust Secretary
<b>CLOSING</b>					
COG/21/11 XX <b>PAGE XX</b>		Any Other Business & Closing		Verbal	Chair

**Schedule of 2022-2023 dates attached for information**

**Next Meeting Thursday 10 February 2022, HALTON Education Centre, 3.00pm-5.00pm**

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**COUNCIL OF GOVERNORS**  
**Minutes of the Meeting held on Thursday 14 August 2021**  
**Via MS Teams Video Conference**

**Present:**

Steve McGuirk (SMcG)	Chairman (Chair)
Simon Constable (SC)	Chief Executive
Margaret Bamforth (MB)	Non-Executive Director
Daniel Birtwistle (DB)	Staff Governor
Keith Bland (KB)	Public Governor
Erin Dawber (ED)	Public Governor (part meeting)
Susan Fitzpatrick (SF)	Public Governors
Norman Holding (NH)	Public Governor & Lead Governor
Susan Hoolachan (SH)	Public Governor
Janice Howe (JH)	Public Governor
Colin Jenkins (CJ)	Public Governor
Ian Jones (IJ)	Non-Executive Director
Kevin Keith (KK)	Public Governor
Alison Kinross (AK)	Public Governor
Kuleep Singh-Dhillon	Partner Governor, Warrington Sikh Gurdwara
David Marshall (DM)	Public Governor
Colin McKenzie (CMcK)	Public Governor
Anne Robinson (AR)	Public Governor
Louise Spence (LS)	Staff Governor
Anita Wainwright (AW)	Non-Executive Director

**In Attendance:**

Layla Alani (LA)	Deputy Director of Governance ( <i>Item COG/21/08/44 only</i> )
Lucy Gardner (LG)	Director of Strategy and Partnerships ( <i>Items COG/21/08/45 only</i> )
Helen Pressage (HP)	Head of Healthcare Commissioning Warrington & Halton CCG
Julia Harvery (JH)	Senior Commissioning Manager, Warrington & Halton CCG
Liz Pritchard (LP)	Associate Chief People Officer ( <i>Item COG/21/08/XX only</i> )
Julie Burke	Secretary to Trust Board (Minutes)
<b>Apologies:</b>	T Atherton, C Richards Non-Executive Directors J Culshaw, Trust Secretary; P McLaren Director Communications & Engagement N Newton Partner Governor, Warrington & Vale Royal College L Mills, Staff Governor; Public Governors C Jenkins, P Bradshaw

	<p><b>WRAG Update</b></p> <p>The Chair welcomed colleagues from W&amp;H CCG who provided a comprehensive overview of the WRAG programme including total referrals to WHH May 2020-June 2021, patients choosing WHH for their treatment - 73% for the period September 2020-June 2021. ENT referrals choosing other providers, data to be reviewed to understand any trends/themes. Explanation and breakdown of influencing factors for patients in choosing a provider of choice including access and wait times, GP/referrer opinion, poor previous experience, distance/travel time, 69% of referred patients choose a local provider. Reasons for choice of alternative provider include shorter wait times, services not currently offered by WHH, choice of private provider.</p> <p>C&amp;M focus at ICS level on recovery plans including reduction in waiting times, 52 week waits – circa 989, total waiting list circa 21k, influencing factors include COVID recovery, boundaries/geography - West &amp; South Warrington patients choosing treatment elsewhere, ie Manchester); how WHH is perceived (social media reviews etc), Primary care referrals to secondary care only if needed.</p>	
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	<p>Three work streams at C&amp;M level as part of Out-Patient Transformation including 3 national pathways (MSK, Ophthalmology, Dermatology); Elective Recovery Fund (ERF) ICS level associated with achievement of 3 key targets including 25% virtual consultations, and Patient Initiated Follow-up (PIFU).</p> <p>Questions invited: Discussion took place regarding why some activity needs to be provided at alternative sites at WHH and neighbouring hospitals due to COVID-19 and 'green' and 'red' areas to ensure adherence to IPC guidance and potential impact on waiting time for treatment. AR suggested that WRAG is 're-communicated' Community-wide, particularly virtual consultations, 'green' sites and to ensure that CHOICE options reflect current situation, COVID etc when providing Choice to patients. HP explained this would be done by WHH as part of their Directory of Services providing availability and clinic options available. SMcG thanked CCG colleagues for their comprehensive update and proposed this be shared at a future Board session.</p>	
<b>COG/21/08 /35</b>	<b>Welcome, Apologies &amp; Introductions</b>	
	Apologies above. There were no declarations of interest in relation to the agenda items.	
<b>COG/21/08 /36</b>	<b>Minutes of meeting held 13 May 2021</b>	
	A Kinross was in attendance. With this amendment, the minutes of the meeting held on 13 May 2021 were agreed as an accurate record.	
<b>COG/21/08 /37</b>	<b>Matters arising/action log</b>	
	<p>Number of actions paused due to COVID-19 pandemic, to be progressed when COVID-19 constraints have been relaxed. Log reviewed and updates recorded.</p> <p>SMcG highlighted three matters for ratification which had been approved as follows:</p> <ul style="list-style-type: none"> <li>- Approval of NED extension Terms of Office for Terry Atherton and Ian Jones, support for a further term office for up to a further 12 months to 30<sup>th</sup> June 2022, approved at GNARC on 23 June 2021;</li> <li>- Outcomes of 2020-21 Chairman's Appraisal, supported at GNARC on 23 June 2021 and submitted to NHSE/I end of June 2021.</li> <li>- Appointment of two NEDs following GNARC 21</li> </ul> <p>● <b>The CoG ratified the above.</b></p>	
<b>COG/21/08 /38</b>	<b>Lead Governor Update</b>	
	<p>In addition to Board observation and Charitable Fund Committee, NH reported:</p> <ul style="list-style-type: none"> <li>- Attended Engagement Workshop to develop the WHH Charity Strategy.</li> <li>- 1:1's, Chairs Briefings continue with Chairman, attended 2 GNARCs to consider proposals above. Thorough NED recruitment process and Governor Focus Groups July 2021 undertaken with Executive, NED and Governor representation.</li> <li>- Attended Car Parking meetings as part of Transport Group, all Governors had received permits applied for.</li> <li>- Attended 3 Patient Experience Committees, focus on patient entertainment to integrate other items, ie food ordering.</li> <li>- Revised Governor Observation and Departmental visit documents to be finalised to support future visits when they are re-introduced.</li> <li>- Participated in food tasting offer at Halton, similar day to be planned for Warrington site to ensure consistency of offers.</li> <li>- Number of items to be discussed at Governor workshop in September including Lead</li> </ul>	

	<p>Governor/Deputy Lead Governor role.</p> <ul style="list-style-type: none"> <li>- National Lead Governors Association discussed Deputy Lead Governor roles, geographical areas for NED appointments outside of hospital areas, new Chair of LGA appointed; Virtual launch of CQC strategy which had been shared with Governors.</li> <li>- National Virtual Governor workshops September/October, Expressions of Interest to JC.</li> </ul>	
<b>COG/21/08 /39</b>	<b>Chairs Report – Governor Engagement Group (GEG)</b>	
	<p>KB reported:</p> <ul style="list-style-type: none"> <li>- Excellent recent walkaround of various areas at Warrington for the Group which had been developed during COVID pandemic including Wingman Lounge, various gardens, green spaces, some supported by funding via Charitable Funds Committee, Community Hub seeing first hand offers available to support staff. Further walkaround 22 September, 4.30pm for Governors unable to attend first session. Request for more engagement from all Governors to share work and enable all Governors to know and understand activities within the Trust.</li> </ul> <p>No questions were raised.</p> <ul style="list-style-type: none"> <li>• <b>Terms of Reference and Engagement Dashboard noted.</b></li> </ul>	
<b>COG/21/08 /40</b>	<b>Items requested by Governors</b>	
	<p>The CEO provided a verbal update relating to Spinal Services. The Trust had and is continuing to work closely with other providers, Liverpool University Hospitals Trust and the Walton Centre, in developing a new model of care and commissioning arrangements aligned to national guidance to provide more specialist units. Aintree Campus major trauma site for C&amp;M, Walton Centre for elective surgery as most logical sites as critical mass for spinal services activity. This is a positive outcome for patients from a patient experience, quality and safety perspective and the Trust enabling multi-disciplinary specialty collaborative working.</p> <p>HR process underway to transfer employment responsibility of Consultants to Walton Centre.</p>	
<b>COG/21/08 /41</b>	<b>Board Committee Governor Observation Reports</b>	
	<p>SMcG referred to the reports from Governor observers for Finance and Sustainability Committee (FSC, DB and PB), CJ Strategic People (SPC), Charitable Funds (NH), Audit Committee (JH and SF) and Clinical Recovery Oversight Committee (JH) which provided useful insight to discussion at other Committees. No further questions raised.</p>	
<b>COG/21/08 /42</b>	<b>Chief Executives Briefing</b>	
	<p>The CEO's written report from May and July 2021 Board meetings noted. The CEO highlighted:</p> <ul style="list-style-type: none"> <li>- Purposeful work in the last 12 months relating to first impressions for patients and visitors, particularly environmental improvements, gardens and green spaces on both sites, elements supported by Community partners and WHH Charity and branding. Cautious approach continues relating to visitors on site with some COVID-19 restrictions still in place due to impact of 'Wave 4' and community prevalence in both boroughs.</li> </ul> <p>No further questions raised.</p>	
<b>COG/21/08 /43</b>	<b>Chairman's Briefing</b>	

	<p>In addition to areas covered by the CEO, the Chairman reported virtual meetings continue, both internally and externally with Stakeholders and Regulators. C&amp;M Chair's ICS meetings commenced.</p> <p>To strengthen equal involvement of Governors in meetings/ward/department observation visits etc as well as CoG attendance, elements of the Constitution to be reviewed via Governor workshop to reflect everyone's perspectives are taken into account.</p> <p>The Chair recognised the CEO Award to Lesley Mills, Staff Governor/Consultant Nurse in Diabetes in recognition of her support in the Vaccination Programme. He had attended the NHS Big Tea celebration, visited various departments at both sites, Halton Pre-Treatment Centre, recognising the continued efforts of staff in the current operational challenges.</p> <p>Recruitment process completed for NEDs, two candidates appointed to commence in the next couple of months. Associate NEDs recruitment and appointment process to commence August 2021.</p> <p>AR enquired of reference to input/Governor roles in ICS documentation and what this is likely to look like. SMCg explained still to be confirmed, no change anticipated in role of FTs, still a role for Governors, expectation for Board to identify and look to opportunities for collaborative partnership working.</p>	
<p><b>COG/21/08 /44</b></p>	<p><b>Quality Strategy Update 2020-21</b></p>	
	<p>The report was taken as read and provided detail of progress made in relation to the Trust Quality Strategy and Quality Priorities 2020-21 recognising the impact of the Covid-19 pandemic. LA highlighted in particular:</p> <ul style="list-style-type: none"> <li>- Compliance against all priorities with the exception of Falls.</li> <li>- Medical Examiner Service introduced. The Governors had met the ME during their recent walkaround, including Bereavement Service, providing reassurance of measures Trust is taking in this area.</li> <li>- Partial compliance for Getting it Right First Time (GIRFT) priority which had been paused nationally. Work had now recommenced.</li> <li>- Priorities for 2021-22 had been agreed and work progressing. Priorities carried forward to 2021-22, CBU Governance, GNBSI.</li> <li>- Non-compliance PJ Paralysis which has formed part of the Falls Collaborative Quality Improvement workstream.</li> </ul> <p>No questions raised.</p> <ul style="list-style-type: none"> <li>• <b>The Council of Governors noted the update report.</b></li> </ul>	
<p><b>COG/21/08 /45</b></p>	<p><b>WHH Strategy Delivery Update report</b></p>	
	<p>LG provided a high-level overview on what had been achieved against each of the Trust's programmes, external meetings attended and key stakeholders engaged in development/delivery of the programmes of work. Monthly report to Executives, Board regularly updated, discussing what was being progressed, underpinned by monitoring of actions to ensure strategy delivery is on track.</p> <p>Highlighted in particular were:</p> <ul style="list-style-type: none"> <li>- Opening of Breast Unit at Captain Sir Tom Moore (CSTM) building following extensive consultation and engagement, 63% respondents supportive. Thanks recorded to Governors for their support.</li> <li>- Public engagement and consultation completed for provision of Health Care Services in Runcorn, 62% respondents supportive. Plans being progressed, anticipated services to</li> </ul>	

	<p>open January 2022.</p> <ul style="list-style-type: none"> <li>- Warrington Town Deal – significant progress of Full Business Case (FBC) for Health and Wellbeing Hub. Funding confirmed £3.12m, 7 projects. Preferred location of Contact Service selected, 90% respondents support of location, providing other health and social care services including Child and Family service, Frailty Service, focus on prevention and wellbeing. FBC to be submitted to Government October 2021 following appropriate approval from relevant Boards etc of partner organisations, local authority, CCGs etc. Runcorn Town Deal secured £23.6m funding, one project provision of Health and Wellbeing Hub in Runcorn (circa £3m).</li> <li>- Existing staff from WHH to support these services, consultations completed. Two hubs Warrington and Runcorn combination of WHH staff and staff from other organisations, ie MerseyCare, Primary Care, Bridgewater, Local Authority and Third Sector.</li> <li>- In response to query relating to New Hospital Bid, LG explained national process to fund 8 more hospitals, bids due 9 September 2021. Expressions of Interest to be submitted as part of two stage progress, national long list to be confirmed, successful organisations to submit full bid early 2022. Project Manager to be appointed to oversee the process.</li> </ul> <p>No further questions were raised.</p>	
<b>COG/21/08 /46</b>	<b>Changes to the Constitution (Lead Governor/Deputy Lead Governor Roles)</b>	
	<p>The report was taken as read and set out a proposal to allow, by way of amendment of the Trust's Constitution, an amendment the current description of the role of Lead Governor and the addition of a description of the role of Deputy Lead Governor.</p> <p>This will provide ongoing assistance to Lead Governor, and to support continuity amongst the Council of Governors, it was proposed that the role of Deputy Lead Governor is created, and entered into the Constitution.</p> <ul style="list-style-type: none"> <li>• <b>The Council of Governors supported the proposed amendments to the Constitution as outlined above.</b></li> </ul>	
<b>COG/21/08 /47</b>	<b>Council of Governors Terms of Reference</b>	
	<p>The report was taken as read. Proposed amendment was highlighted, Section 6, relating to the removal of the Quality in Care (QiC) meeting as the Chair of the Quality Assurance Committee (QAC) now attends to the Chair's Q&amp;A sessions with Governors on a bi-monthly basis to answer quality related questions from Governors.</p> <ul style="list-style-type: none"> <li>• <b>The Council of Governors <u>approved</u> the Terms of Reference</b></li> </ul>	
<b>COG/21/08 /48</b>	<b>Licence</b>	
	<p>The Chair presented the report on behalf of JC which provided an updated on the Self-Certification for the items G6 and CoS7, included as an Appendix and assurance of full compliance with the Trust's license conditions.</p> <ul style="list-style-type: none"> <li>• <b>The Council of Governors noted the full compliance with all license conditions.</b></li> </ul>	
<b>COG/21/08 /49</b>	<b>Workforce Race Equality Standard Bi-Annual Report</b>	
	<p>The report was taken as read and LP highlighted key points for the CoG to note, particularly:</p> <ul style="list-style-type: none"> <li>- the process for producing the Trust's 2021 Workforce Race Equality Standard (WRES) data and action plan providing assurance the Trust is compliant with statutory reporting requirements.</li> <li>- The Trust's WRES data is to be submitted to the national central government portal by</li> </ul>	

	<p>31<sup>st</sup> August 2021. As part of the reporting requirements, organisations are required to develop an action plan approved by Trust Boards and uploaded to the Trust’s website by 31<sup>st</sup> October 2021.</p> <ul style="list-style-type: none"> <li>- 2 areas of improvement compared to previous year’s data, 1 area deteriorated relating to experience of BAME staff experiencing racially motivated harassment/bullying. Assurance provided that action plan had been put in place, monitored through Trust Governance structure. Of the 19 FTSU disclosures since 1 April 2020, 16 related to bullying/harassment but not clear if these are in relation to ethnicity due to constraints of sharing of this data.</li> <li>- WRES data and action plan to be reported to ED&amp;I Sub Committee 13 August 2021 prior to submission and to SPC in September 2021, monitoring of the action plan via the Equality, Diversity and Inclusion (EDI) Sub-Committee, with escalation to the Operational People Committee and assurance provided to the Strategic People Committee.</li> <li>- Recognising organisation’s responsibility under the ED&amp;I Act SMCg asked for clarification relating to process by which individuals could raise concerns under FTSU / core HR concerns. LP understanding that the Trust is not breaching duties under the ED&amp;I Act or FTSU duties and no bullying/harassment trends/themes identified in FTSU disclosures or Datix incidents.</li> <li>- SMCg thanked LP for the succinct overview, and if the deep dive review had been peer reviewed externally to mitigate against any future challenge. LP/AW explained it had been undertaken by the then Deputy Chief People Officer, externally peer reviewed by legal team, action plan developed collaboratively with BAME staff network.</li> <li>• <b>The Council of Governors noted the bi-monthly update report and assurance provided process in place for all staff to raise any concerns.</b></li> </ul>	
<p>COG/21/02 050</p>	<p><b>Any Other Business</b></p>	
	<p>SMcG explained concerns had been raised with the LA as licencing authority, festival organisers by a number of partners relating to Creamfields Festival to ensure adequate medical cover/support at the event with on-going discussions with partners.</p> <p>Date and time of next meeting <b>Thursday 11 November 2021</b></p>	

Signed ..... Date .....

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**DRAFT**

**Extra Ordinary COUNCIL OF GOVERNORS**  
**Minutes of the Meeting held on Thursday 6 August 2021**  
**Via MS Teams Video Conference**

**Present:**

Steve McGuirk (SMcG)	Chairman (Chair)
Terry Atherton (TA)	Non-Executive Director & Deputy Chair
Cliff Richards	Non-Executive Director
Daniel Birtwistle (DB)	Staff Governor
Keith Bland (KB)	Public Governor
Susan Fitzpatrick (SF)	Public Governors
Norman Holding (NH)	Public Governor & Lead Governor
Janice Howe (JH)	Public Governor
Colin Jenkins (CJ)	Public Governor
Kuleep Singh-Dhillon	Partner Governor, Warrington Sikh Gurdwara
Colin McKenzie (CMcK)	Public Governor
Anne Robinson (AR)	Public Governor
Lesley Mills (LeM)	Public Governor
Linda Mills (LiM)	Public Governor

**In Attendance:**

John Culshaw (JC)	Trust Secretary
<b>Apologies:</b>	Anita Wainwright, Ian Jones, Margaret Bamforth Non-Executive Directors N Newton Partner Governor, Warrington & Vale Royal College Public Governors, P Bradshaw. Erin Dawber, Sue Hoolachan

<b>EOCOG/21/ 08/01</b>	<b>Welcome, Apologies &amp; Introductions</b>	
	Apologies above. There were no declarations of interest in relation to the agenda items.	
<b>EOCOG/21/ 08/02</b>	<b>Appointment of Non-Executive Directors</b>	
	<p>SMcG advised that due to the retirement of Ian Jones from his role as a Non-Executive Director (NED), the Trust had appointed Peridot as the Trust's Search Partners, following a formal tendering process, to find a suitable replacement. SMcG also explained that as the Trust was aware of the intentions of other Non-Executive Director's not to seek appointment for further terms in the near future, and in the interests of cost savings, succession planning and other efficiencies; the GNARC requested that a search for more than one Non-Executive Director take place.</p> <p>SMcG stated that the report explained the process that had taken place and following the receipt of 27 applications, five candidates had been interviewed.</p> <p>SMcG added that a number of Governors had been involved through the process and that the process had been a good one.</p> <p>NH added that the process had been thorough from the start and that he had been impressed with Peridot's work.</p> <p>SMcG agreed that Peridot had been very good and that some candidates had provided positive feedback too. Furthermore, they provided excellent value for money.</p> <p>SMcG explained that at the end of the process, there were two clear recommendations for the appointments, and they were Michel O'Connor and Julie Jarman.</p>	

	<p>LiM added that they had very impressive CVs.</p> <p>SMcG agreed that the calibre of the candidates had been high and that it had been a very competitive process.</p> <p>CR added that something that could not come across in their CVs was that they were both warm and approachable people.</p> <p><b>The Council of Governors noted the process followed and approved the appointment of the recommended candidates</b></p>	
<b>EOCOG/21/08/03</b>	<b>Any Other Business</b>	
	SMcG advised that interviews would shortly be taking place for the roles of Associate Non-Executive Directors.	

Signed ..... Date .....

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**Extra Ordinary COUNCIL OF GOVERNORS  
Minutes of the Meeting held on Thursday 15 September 2021  
Via MS Teams Video Conference**

**Present:**

Steve McGuirk (SMcG)	Chairman (Chair)
Dave Marshall	Public Governor
Alison Kinross	Public Governor
Paul Bradshaw	Public Governor
Keith Bland (KB)	Public Governor
Susan Fitzpatrick (SF)	Public Governors
Norman Holding (NH)	Public Governor & Lead Governor
Janice Howe (JH)	Public Governor
Colin Jenkins (CJ)	Public Governor
Anne Robinson	Public Governor
Colin McKenzie (CMcK)	Public Governor
Anne Robinson (AR)	Public Governor
Lesley Mills (LeM)	Public Governor

**In Attendance:**

John Culshaw (JC)	Trust Secretary
<b>Apologies:</b>	Terry Atherton, Cliff Richards, Anita Wainwright, Ian Jones, Margaret Bamforth Non-Executive Directors N Newton Partner Governor, Warrington & Vale Royal College Public Governors, Erin Dawber, Sue Hoolachan Staff Governors: Dan Birtwistle

<b>EOCOG/21/ 09/03</b>	<b>Welcome, Apologies &amp; Introductions</b>	
	Apologies above. There were no declarations of interest in relation to the agenda items.	
<b>EOCOG/21/ 08/04</b>	<b>Appointment of Associate Non-Executive Directors</b>	
	<p>SMcG explained to the Council that the Trust had been working on appointing Associate NEDs for some time for many reasons. For example, succession planning, greater Board level perspective, greater talent pool.</p> <p>SMcG added that Associate NEDs will be in attendance at Trust Board meetings but will not act as Chairs of Committees</p> <p>SMcG advised that the papers thoroughly explained the recruitment process undertaken which was very similar to that undertaken when recently appointing two new NEDs and included Governor involvement throughout; and that the processes had been running concurrently.</p> <p>SMcG stated that he was pleased that the process had attracted candidates that had a diverse set of perspectives and attributes.</p> <p>SMcG added that the process has identified three outstandingly good candidates and provided a brief overview of the candidate's background and experience.</p> <p>Both NH and AR provided positive feedback on both the process undertaken and the candidates proposed.</p> <p><b>The Council of Governors noted the process followed and approved the appointment of</b></p>	

	the recommended candidates	
EOCOG/21/08/	Any Other Business	
	n/a	

Signed ..... Date .....

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**COUNCIL OF GOVERNORS ACTION**

<b>AGENDA REFERENCE</b>	<b>CoG/21/11/54</b>	<b>SUBJECT:</b>	<b>COUNCIL OF GOVERNORS ACTION LOG</b>	<b>DATE OF MEETING</b>	11 November 2021
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**1. ACTIONS ON AGENDA**

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

**2. ROLLING TRACKER OF OUTSTANDING ACTIONS**

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status
XOG/21/05/22	13.05.2021	Lead Governor update	Role description for Lead Governor and Deputy Lead Governor to be circulated for expressions of interest and Governor Working Party to be convened to consider proposals	Trust Secretary	COG 11.11.2021		Constitution updated to include descriptions of both Lead & Deputy Lead Governor roles.  Expression of interest to for roles to be canvassed following completion of Governor Elections in November 2021  Role descriptions to be reviewed and circulated. Update in November.	
COG/20/02	13.02.2020	Primary Care Strategy	Halton CCG to be invited to future CoG to share Primary Care Strategy when refreshed.	Trust Secretary	Paused due to Pandemic		On hold due to current COVID-19 Pandemic	
COG/20/08/33	13.08.2020	GEG Report	Chair of GEG to be elected for next terms of office	Trust Secretary/K Bland/N Holding	Paused due to Pandemic		On hold due to current COVID-19 Pandemic	
COG/21/05/	13.05.2021	Refresh session for	Proposed future	Chairman/Trust	Paused due		On hold due to current COVID-19	

	<b>21</b>	<b>Governors</b>	refresh session to be arranged focus on Governor role/priorities for 2021-22 if preferred	<b>Secretary</b>	<b>to Pandemic</b>		Pandemic restrictions	
<b>COG/20/02/06 (a)</b>	<b>13.02.2020</b>	<b>Items requested by Governors</b>	Hospedia Audit of services post COVID	<b>Deputy Chief Information</b>	<b>Paused due to Pandemic</b>		<p><b>06.05.2020</b> <b>Recommended Next Steps</b> (a) Site visit with 3<sup>rd</sup> party engineers to include review the TV services payment mechanism on cessation of the Trust procured TV services on the 09/07/2020.</p> <p><b>13.08.2020</b> Visit paused due to Pandemic. Conduct a review post-COVID-19 of patient entertainment services across the Warrington and Halton hospitals to inform the specification for a new solution prior to the contract end date with Hospedia on 20/08/2021.</p> <p><b>12.11.2020.</b> (a) Hospedia to audit current system, due December 2020.</p> <p><b>18.02.2021.</b> (a) Hospedia audit on hold (Minute COG/21/02/03) due to COVID restrictions</p> <p><b>02.08.2021</b> Hospedia Audit remains paused.</p>	
<b>COG/21/08/34</b>	<b>14.08.2021</b>	<b>WRAG Presentation</b>	Presentation to be shared at a future Board session	<b>Trust Secretary</b>	<b>Board date to be agreed</b>			

### 3. ACTIONS CLOSED SINCE LAST MEETING

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status
COG/21/08/38	14.08.2021	Lead Governor Update	National Virtual Governor workshops Sept/October – EOI to JC	Trust Secretary		18.08.2021	EOI received and names submitted/registered.	
COG/21/08/38	14.08.2021	Lead Governor Update	Governor Workshop prior to next COG to discuss; Lead Governor/ Deputy LG role; Constitution changes; strengthened Governor meeting attendance	Trust Secretary		26.10.2021	Governor workshop held	

**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 Attendance Record 2021-22**

	May 2021	August 2021	Nov 2021		Feb 2022		% Attendance Exc deputy	% attendance incl Deputy
<b>CORE MEMBERSHIP</b>								
Steve McGuirk, Chairman (Chair)	✓	✓						
Erin Dawber, Public Governor	✓	Part						
Keith Bland, Public Governor	✓	✓						
Paul Bradshaw, Public Governor	✓	A						
Sue Fitzpatrick (wef December 2020)	✓							
Janice Howe, Public Governor	✓							
Norman Holding Public Governor	✓	✓						
Susan Hoolachan (wef December 2020)	✓	✓						
Kevin Keith, Public Governor (wef December 2020)	✓	✓						
Colin Jenkins, Public Governors	✓	A						
Alison Kinross, Public Governor	✓	Part						
David Marshall, Public Governor	A	A						
Linda Mills, Public Governor	A							
Colin McKenzie, Public Governor	✓	✓						
Anne Robinson, Public Governor	✓	✓						
<b>Partner Governors</b>								
Peter Lloyd Jones Partner Governor Halton Borough Council (to 05/2021/)	✓							
Rebecca Knowles, Partner Governor Warrington B Council (to 05/05/2021)	-							
Nichola Newton, Warrington + Vale Royal College	✓	A						
Kuldeep Singh-Dhillon, Warrington Sikh Gurdwara (wef 12/20)	✓	✓						
<b>Staff Governors</b>								
Julie Astbury (wef December 2020)								
Daniel Birtwistle, Staff Governor (wef December 2020)	✓							
Lesley Mills, Staff Governor	A							
Louise Spence, Staff Governor	✓	✓						
<b>IN ATTENDANCE</b>								
Simon Constable, CEO	✓	✓						
Pat McLaren, Director of Communications & Engagement	A	✓						
Terry Atherton, Non-Executive Director	✓	A						
Anita Wainwright, Non-Executive Director	✓	✓						



Margaret Bamforth, Non-Executive Director	✓	17 of 78					
Ian Jones, Non-Executive Director	✓						
Cliff Richards, Non-Executive Director	✓	A					
Andrea McGee, Chief Finance Officer & Deputy CEO	✓	ANR					
Michelle Cloney, Chief People Officer		A/D					
Alex Crowe, Executive Medical Director		ANR					
Deborah Smith, Deputy Chief People Officer		ANR					
Lucy Gardner, Director of Strategy & Partnerships	✓	✓					
John Culshaw, Trust Secretary	✓	A					
Julie Burke, Secretary to the Trust Board	✓	✓					
Kimberley Salmon Jamieson, Chief Nurse & Deputy CEO)		ANR					
Layla Alani, Deputy Director of Governance	ANR	✓					
Liz Pritchard, Associate Chief People Officer (1 item only_		X/D					

**Key:**

A = Apologies

A/D = apologies with deputy attending

X/D = Attendance as Deputy

Xp = Part

ET = End of Term      R = Resigned

**Council of Governors**

<b>AGENDA REFERENCE:</b>	<b>COG/21/11/55</b>
<b>COMMITTEE ATTENDED</b>	<b>Trust Boards</b>
<b>DATE OF MEETING:</b>	25 <sup>th</sup> August - 29 <sup>th</sup> September - 14 <sup>th</sup> October
<b>AUTHOR(S):</b>	Norman Holding
<b>GOVERNOR COMMENTS</b>	<p><b>25th August 2021</b></p> <p><b>Extraordinary Board</b></p> <p>All NEDs were in attendance, there were several agenda items for approval and for information.</p> <p>These were: New Hospital Expression of Interest, Runcorn Shopping City, and the ED Plaza all for approval and information was provided on the following: Draft Warrington Town Deal and EPR.</p> <p>All NEDs participated in all areas of the meeting challenging and questioning in depth were required. The meeting was chaired well, and time given to all contributors</p> <p><b>29<sup>th</sup> September 2021 (Bi-Monthly Board)</b></p> <p><b>Part 1 - Public Board</b></p> <p>Governors were circulated the papers for the Public Board in advance. All NEDs were in attendance, The meeting had an exceptionally very full agenda. The meeting started with an excellent Engagement Story – Managing complex challenging behaviours in an acute paediatric setting.</p> <p>The CEO and Chairman gave full and comprehensive reports.</p> <p>NED chairs gave excellent key issues reports in support of the Dashboard Assurance Reports from Executives, these reports showed they had been provided with sufficient evidence and assurance to support the actions being taken by executives and their teams.</p> <p>Other areas of discussion were, moving to outstanding, Bridgewater Maternity Services Tender, Strategic Priorities, a</p>

report was given on the plans for staff Flu and Covid Booster Vaccines.

The Strategic Risk Register was reviewed, and items amended as agreed by the Board.

All the above were debated and questioned or challenged as necessary by NEDs. The meeting was chaired well, and time given to all contributors

There were many items for Approval and Matters for noting and Assurance, all were agreed.

### **Part 2 – Private Board**

Following Part 1 in the afternoon I observed the Private Board. All NEDs were in attendance. The meeting had a lengthy agenda were again the NEDs all participated in the discussions, challenging, and questioning the Executive to ensure they had sufficient evidence and assurance before decisions were made.

The meeting concluded on time, was well chaired with all parties being able to contribute.

### **14th October 2021**

#### **Extraordinary Board**

3 NEDs were in attendance, there were several agenda items for approval and for noting.

The main area being Finance, presentation was given to the Board and after questions was noted by the Board.

NEDs participated in all areas of the meeting challenging and questioning in depth were required. The meeting was chaired well, and time given to all contributors. The depth of the debate and questioning by the NEDs and other Board member showed the scrutiny needed to make decisions in these challenging times.

**COUNCIL OF GOVERNORS**

**Date of Meeting: Thursday 11 November 2021**

<b>Agenda Ref: COG/21/11/57</b>	<b>Q1:</b> Could we have an update on the current position with Vaccinations of Staff (Covid and Flu)	<b>Proposer:</b> Norman Holding, Lead Governor
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**Response provided by: Lucy Gardner, Director of Strategy & Partnerships**

Please see appendix 1 - Lucy Gardner, Director of Strategy & Partnerships will be in attendance to provide update

<b>Agenda Ref: COG/21/11/57</b>	<b>Q2:</b> Update on current position with the backlog waiting list.	<b>Proposer:</b> Norman Holding, Lead Governor
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**Response provided by: Dan Moore, Chief Operating Officer**

Dan Moore, Chief Operating Officer will attend the meeting to provide a presentation in response to the request.

<b>Agenda Ref: COG/21/11/57</b>	<p><b>Q3:</b> I'd like an update on the new information desk inside the main hospital entrance at Warrington please. I'd be interested to know what sort of queries they are getting, assuming we are collecting this information, and also if possible what volume of queries they are getting. Do we have a date for the new signage to be installed?</p> <p>I ask because myself and a fellow volunteer passed the desk after a gardening session last week and we stopped for a chat. The young man on the desk was very approachable, friendly and helpful, but he didn't seem to be very busy, but perhaps will be busier when the signage is installed</p>	<b>Proposer:</b> Norman Holding, Lead Governor
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**Response provided by: Jen McCartney, Head of Patient Experience and Inclusion**

Good morning Janice

Thank you for your query.

The Welcome Team have been in place since mid-September and have very recently commenced a process whereby they will record the types of queries received and their quantities therefore I am not currently in a position to give you facts and figures.

I can confirm the role of the team is multi factorial and involves, but is not limited, to the following:

**Welcome & Navigation** - Provide directions for those able to navigate the site independently and engaging Wayfinders to support visitors, patients and staff requiring assistance. This support is provided both from the desk and with the team providing a "roaming" service.

**Support the collection of patient feedback** – In support of the delivery of the Trust Patient Experience Strategy, staff will support the collection of patient feedback from visitors to the Trust and promote surveys as appropriate via the use of tablets. Tablets were delivered for this last week and are now in place.

**Information point on public transport to and from the Trust** – Support with booking taxi services where required.

**Main point of contact for Trust information** – signpost patients, carers, and visitors to information relating to relevant services available within the Trust e.g. PALS service, car parking information.

**Infection control** – Signpost and support all patients and visitors to adhere to Trust COVID-19 safety guidelines promoting the use of face coverings and social distancing. The team are also a central point for staff to collect kits for the LAMP process

### Accessibility

- **Interpretation** – The team on the welcome desk will be supported to access interpretation services via LanguageLine Solutions® for patients, their carers and visitors whereby English is not their first language. This will include supporting British Sign Language interpretation.
- **Hearing Impaired** – Hearing loops will be in place to support patients who are d/Deaf. The Welcome Team at Warrington Hospital will also hold the portable hearing loops for all clinical areas.
- **Enhanced Wayfinder support** - The team will support visitors to the Trust by accessing wheelchairs, as required, and escorting patients and visitors with a visual impairment to their required area within the Trust.

The new signage is awaiting final approval and will be ordered as soon as this process has been completed

I am pleased to hear the staff member on the desk was friendly and approachable and I note your observation that the staff member did not appear to be busy. It is apparent that the lack of visiting in the Trust has had an impact on the footfall coming through the front of the hospital and, when subjectively monitoring, it is clear that activity and requests of the team does come in waves throughout the day.

# COVID-19 Vaccination Summary

## Council of Governors Update (Appendix 1)

**Lucy Gardner, Director of Strategy and Partnerships**  
**Jonny Brown, Vaccination Service Manager**

# 1 Report Information

<b>Period Covered:</b>	22 <sup>nd</sup> December 2020 to 2 <sup>nd</sup> November 2021
<b>This Report Issued:</b>	2 <sup>nd</sup> November 2021
<b>Sources:</b>	National Immunisation Management Service (NIMS), Electronic Staff Record (ESR), NHSEI Weekly Announced COVID-19 Vaccination Report, PHE Monthly Announced Seasonal Flu Uptake, WHH Pharmacy Records
<b>Definitions:</b>	The data in this report includes information on individuals who have been vaccinated by the WHH Vaccination Service. Some WHH staff will have been vaccinated at vaccination centres other than the WHH Vaccination Service, and these are also included in staff numbers. Data in this report is based largely on data from NIMS. Population figures used are based on Office for National Statistics (ONS) mid-year 2019 estimates and numbers of eligible individuals for vaccinations as defined in the NIMS database, as used in the NHSEI Weekly Announced COVID-19 Vaccination Report. PHE Monthly Announced Seasonal Flu Uptake provides data showing the number of frontline healthcare workers in England who have received the 2021 seasonal flu vaccine.
<b>Report Frequency:</b>	This report will be produced every Tuesday unless otherwise requested.
<b>Data Definitions:</b>	<p><b>Age</b> Age bands used in this report are the age groups specified in the JCVI COVID-19 vaccination priority list.</p> <p><b>Ethnicity, Disability, Sexual Orientation, Gender, Age demographics</b> Figures on staff demographics are determined by matching NHS numbers from NIMS to ESR</p> <p><b>WHH Staff</b> Unless otherwise stated, the figures in this report relate to WHH Staff who are on ESR. This includes Bank Staff. It does not include agency, contractors or volunteers.</p> <p><b>Clinically Extremely Vulnerable</b> This cohort includes those who are assessed as being at high risk of complications from COVID-19. This list is provided by Human Resources and matched against the source data from NIMS.</p> <p><b>BAME</b> This cohort includes individuals who are in Black, Asian or Minority Ethnic Group. This list is provided by Human Resources and matched against the source data from NIMS.</p> <p><b>Anonymity</b> The vaccination team are provided with anonymised data and do not have access to any individual's data in relation to the creation of this report.</p> <p>Please e-mail <a href="mailto:whh.cvstaffvaccine@nhs.net">whh.cvstaffvaccine@nhs.net</a> with any queries regarding this report.</p>

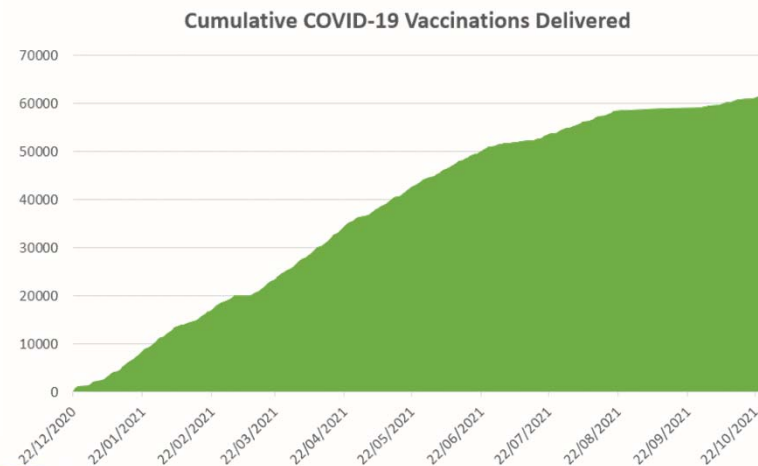
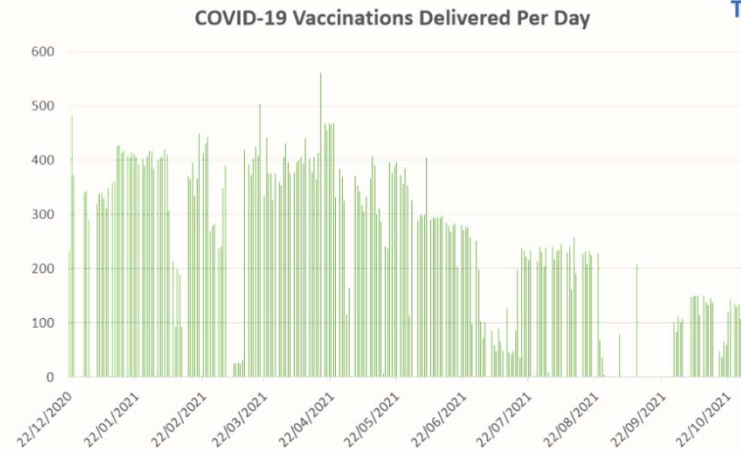
# 2 COVID-19 Summary – WHH Vaccination Service

Data up to and including 2<sup>nd</sup> November 2021. Data based on NIMS extract matched to ESR extract, pharmacy records.



Metric	COVID-19 Number
Total Vaccinations Administered	<b>62,404</b>
of which are COVID-19 Boosters	<b>3,345</b>
Staff (ESR) Vaccination Rate - Received at least one dose	93.54%
Staff (ESR) Vaccination Rate - Received both doses	91.30%
Staff (ESR) Vaccination Rate - Received booster dose	53.81%
Staff (ESR) Vaccination Rate - Not yet received vaccine	6.46% (312 staff)
Doses wasted due to lack of people to vaccinate	0 vials / 0 doses (0%)
Doses wasted due to human error (e.g. droppage, issue with vial)	21 vials / 123 doses (0.20%)
Average vaccinations per day of service	100

Cohort	No. Vaccinations	Overall %
Other Priority Groups (Age, CEV, At Risk)	37,691	60.40%
NHS / Healthcare Staff (WHH, Other Trusts, Contractors)	15,569	24.95%
Social Care Staff	7,262	11.64%
Care Home Staff	1,601	2.57%
WHH Inpatients	281	0.45%
<b>Total</b>	<b>62,404</b>	<b>100%</b>





### 3 COVID-19 Summary – WHH Staff Vaccination Rates

Data up to and including 2<sup>nd</sup> November. Data based on NIMS extract matched to ESR extract of staff. Provides vaccination rates for WHH Staff. Includes WHH Staff who may have been vaccinated at other vaccination sites.

#### National Benchmarking

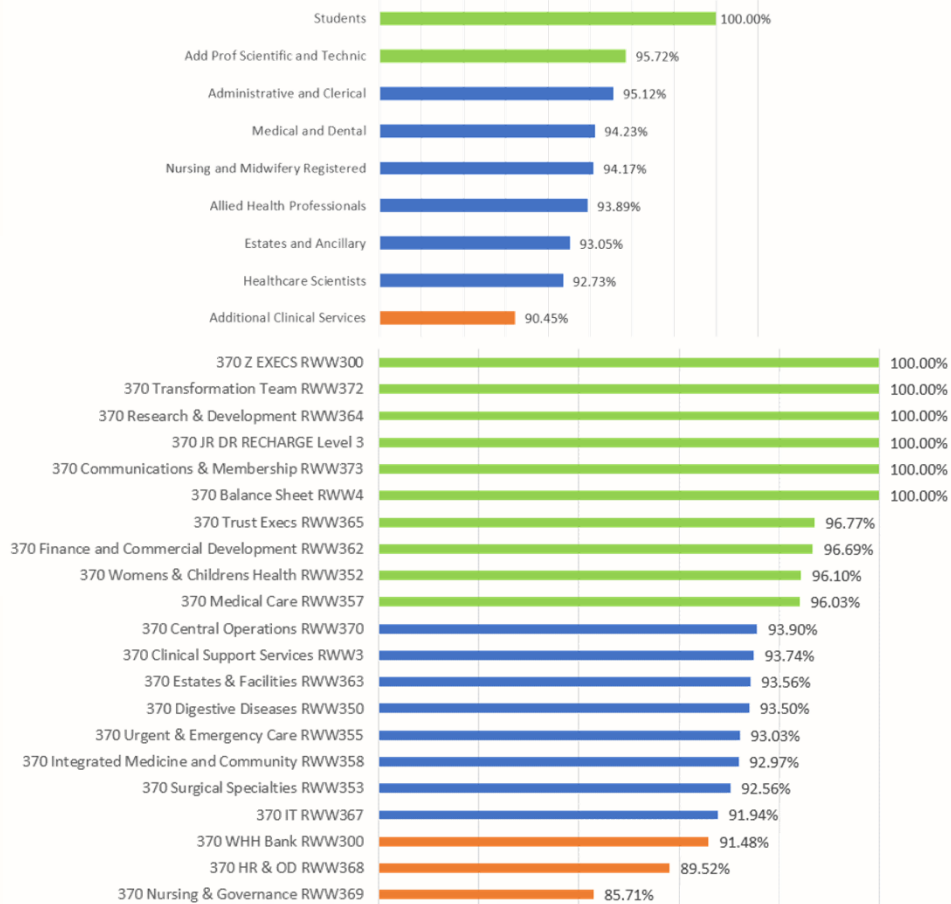
Area	Number of NHS Trust Health Care Workers on ESR	Received 1 <sup>st</sup> dose		Received Booster dose	
		Number of NHS Trust Health Care Workers	Percentage of NHS Trust Health Care Workers	Number of NHS Trust Health Care Workers	Percentage of NHS Trust Health Care Workers
Overall NHS	1,452,256	1,347,241	92.77%	<b>National Booster Data Not Yet Available</b>	
North West Region	215,177	200,561	93.21%		
WHH	4,830	4,518	93.54%	2,599	53.81%

#### WHH Vaccination Rates by Cohort / Demographic

Cohort / Demographic	Percentage Vaccinated	
	1 <sup>st</sup> dose	Booster dose
<b>Overall Staff</b>	<b>93.54%</b>	<b>53.81%</b>
Substantive Staff	93.64%	54.31%
Bank Staff	91.48%	43.50%
Clinically Extremely Vulnerable Staff	98.20%	66.67%
BAME Substantive Staff	90.32%	47.42%
BAME Bank Staff	89.90%	39.39%
Staff identifying bisexual, gay, lesbian or sexual orientation other than heterosexual	95.22%	66.91%
Staff with a disability	97.98%	59.60%
Staff Aged 16+ (JCVI Priority Groups 10 and above)	93.54%	53.81%

# 4 COVID-19 Summary – Primary Course by Staff Group / CBU

Data up to and including 2<sup>nd</sup> November 2021. Data based on NIMS extract matched to ESR extract of staff. Provides vaccination rates for WHH Staff. Includes WHH Staff who may have been vaccinated at other vaccination sites.



**Primary Course Trust Rate = 93.54%**

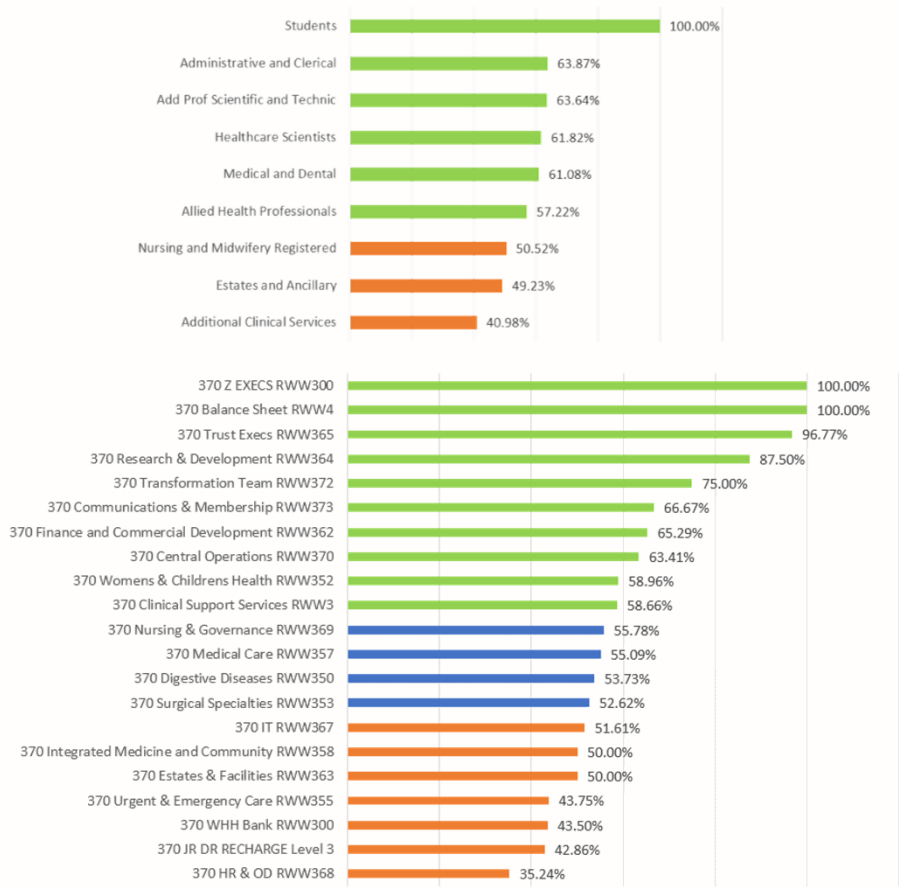
**Green** = >2% above overall Trust Rate

**Blue** = +/- 2% within overall Trust Rate

**Orange** = >2% below Overall Trust Rate

# 5 COVID-19 Summary – Booster Vaccination by Staff Group / CBU

Data up to and including 2<sup>nd</sup> November 2021. Data based on NIMS extract matched to ESR extract of staff. Provides vaccination rates for WHH Staff. Includes WHH Staff who may have been vaccinated at other vaccination sites.



**Booster Course Trust Rate = 53.81%**

**Green** = >2% above overall Trust Rate

**Blue** = +/- 2% within overall Trust Rate

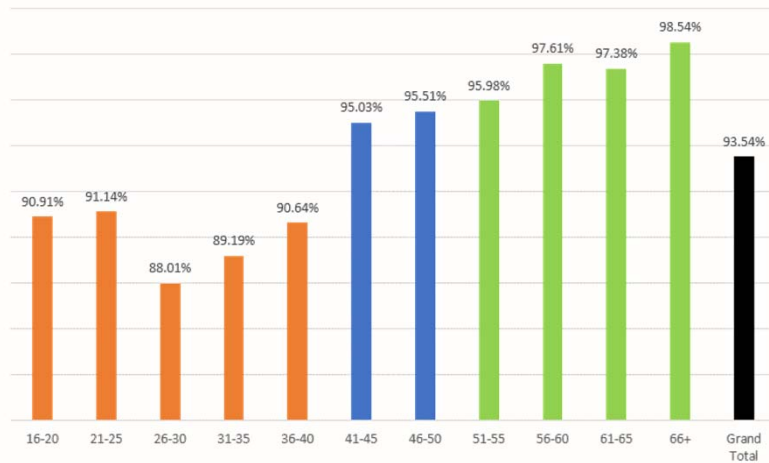
**Orange** = >2% below Overall Trust Rate

# 6 COVID-19 Summary – WHH Staff Age Groups

Data up to and including 2<sup>nd</sup> November 2021. Data based on NIMS extract matched to ESR extract of staff. Provides vaccination rates for WHH Staff. Includes WHH Staff who may have been vaccinated at other vaccination sites.

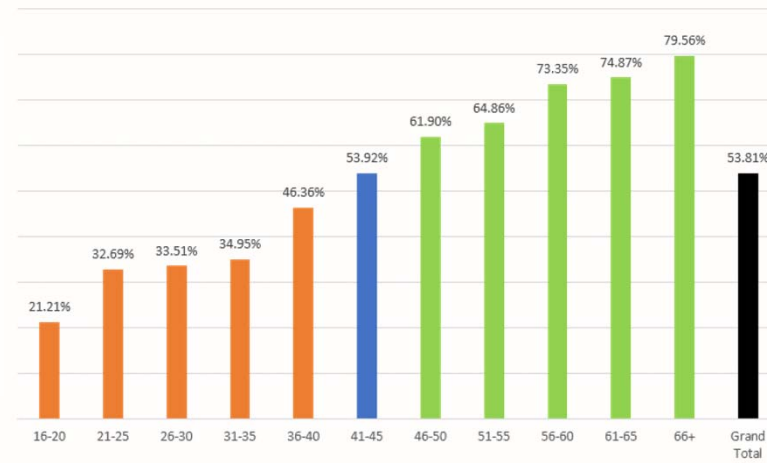


### Primary Course



**Primary Course Trust Rate = 93.54%**

### Booster Vaccination



**Booster Course Trust Rate = 53.81%**

- Green = >2% above overall Trust Rate
- Blue = +/- 2% within overall Trust Rate
- Orange = >2% below Overall Trust Rate

## 7 COVID-19 Inpatient Summary

Data up to and including 2<sup>nd</sup> November. Based on NIMS data.

### Total Inpatient Vaccinations Carried out by WHH Vaccination Team

Metric	Number
Total Inpatient vaccinations	281

### Snapshot view of Inpatient Vaccination Status – 2<sup>nd</sup> November 2021

The vaccination status of inpatients changes on a day to day basis. The table below provides an overview of inpatient vaccination status across the Trust on 2<sup>nd</sup> November 2021.

Metric	Number
<b>Total Inpatients across WHH</b>	<b>496</b>
Total Inpatients with COVID-19 vaccination already carried out	332
Total Inpatients not vaccinated	164
Total current Inpatients already vaccinated by WHH Vaccination Team	25
Total Inpatients who are not vaccinated and meet JCVI Cohort 1-10 or are over the age of 18	146
Total Inpatients who are not vaccinated, meet JCVI Cohort 1-10 or are over the age of 18 and are able to potentially receive the vaccine this week (Who have been classed as Medically Fit/Optimised)	18
Total Inpatients vaccinated / due for vaccination this week (who have not had a positive swab test within the past 28 days)	16



# 12 WHH Vaccination Service – Key Updates

## COVID-19 Booster and Influenza 2021 Vaccinations

### Key Points:

Joint programme to align both COVID-19 Booster and Flu.

**Flu vaccinations commenced 13<sup>th</sup> September 2021**, initially targeting our frontline patient-facing staff.

**COVID-19 Booster programme commenced 27<sup>th</sup> September 2021**, with initial approval to target high-risk areas only. All WHH staff currently working on site, or within the community, have been invited to come forward for their COVID-19 Booster.

WHH Vaccination Service continues to stand up as a **'Hospital Hub'**

- WHH Trust Staff
- Other NHS Staff
- Frontline Health and Social Care Workers

On 17<sup>th</sup> September, Trust-wide communications invited **all** patient-facing staff to come forward for their flu vaccine. To date, we have vaccinated **1,807** (37.41%) patient-facing staff with their Flu vaccination.

We are aware that there are a number of staff that have had their flu vaccination within the community – we are waiting on a resolution on this data and have escalated this to the National IT team.

To date, we have vaccinated **2,599** (53.81%) of WHH Staff with their COVID-19 Booster vaccination. We continue to provide an 'Evergreen offer' to our staff who have not yet received their 1<sup>st</sup> or 2<sup>nd</sup> dose.

**WHH Trust Staff** to be offered both COVID-19 Booster and Flu vaccinations.

To date, we have vaccinated **746** other NHS staff and Frontline Health and Social Care Workers from across Cheshire and Merseyside with their COVID-19 Booster vaccination.

### COVID-19 Booster

Single dose Pfizer BioNTech (Comirnaty®) for COVID-19 Booster

Administered +26 weeks after 2<sup>nd</sup> COVID-19 dose. The Green Book Chapter 14a has been updated - For operational reasons, administration may be brought forward to a minimum of five months in certain circumstances

Separate clinics for COVID-19 Booster and Flu Vaccination.  
No co-administration at this time.

### Influenza Vaccination

Quadrivalent (split virion) flu vaccine (<65 yrs)  
Fluad Tetra (adjuvanted) flu vaccine (>65 yrs)

### Pop-up clinics scheduled for flu vaccinations:

Thursday 4<sup>th</sup> November 10:00 – 13:00 @ Halton Canteen Entrance  
Tuesday 9<sup>th</sup> November 09:00 – 14:00 @ Warrington Appleton Wing

**Council of Governors**

<b>AGENDA REFERENCE:</b>	<b>COG/21/11/58 a</b>
<b>COMMITTEE ATTENDED</b>	<b>Audit Committee</b>
<b>DATE OF MEETING:</b>	<b>19/08/2021</b>
<b>AUTHOR:</b>	<b>Sue Fitzpatrick</b>
<b>GOVERNOR COMMENTS</b>	<p>The meeting was chaired Ian Jones. The chair pointed out that this was his last meeting as he was stepping down as a NED in September after 7 years.</p> <p>The minutes of the previous 2 meeting were reviewed and accepted. The chair received assurances that things were moving in the right direction re the identified high risk area of central oversight and there are positive actions on training compliance.</p> <p>Verbal description of the various reports was given. Reassurance was gained for actions by oversight by FSC and QAC groups and the chair concluded that good progress is being made and that the FSC has a good grip on the situation. It was noted that the sepsis deep dive didn't get full assurance but the committee were assured action plans are in place.</p> <p>BAF update was accepted and the comment made that the BAF was seen to be actively managed.</p> <p>The extensions to the deadlines of internal audit actions were accepted as a review/change of policy is to be made. NEDs challenged the need to focus and close on an ongoing action from 2018-19.</p> <p>Grant Thornton draft report was presented and was largely positive with no identified weakness and with one area of improvement, as a result of the new ICS landscape. The report was accepted as fair and balanced and to be finalised and certificates issued.</p> <p>The committee noted the appointment of Marie Garnett, as the new Anti-Fraud Champion.</p>

The chair challenged several of the payment figures presented for Q1 losses and special payments and was reassured that forward planning will prevent errors and shortcuts in future.

The Deloitte report identified 3 discrepancies with only a small % identified as errors the report was approved.

On call and overtime reports accepted but NEDs felt cuts were needed.

Skills development, ICON update and risk report all accepted with no issues identified at this committee

The committee thanked Ian for his support and his considerable improvements in how this committee functions. Ian was thanked for the way he had the NEDs working together as a team. All acknowledged Ian's role in the NEDs progress under his stewardship.



**Council of Governors**

<b>AGENDA REFERENCE:</b>	<b>COG/21/XX/XX</b>
<b>COMMITTEE ATTENDED</b>	<b>Finance and Sustainability</b>
<b>DATE OF MEETING(s):</b>	25/08/21, 22/09/21, 14/10/21 (Extraordinary) and 20/10/21
<b>AUTHOR(S):</b>	Paul Bradshaw
<b>GOVERNOR COMMENTS</b>	<p>I am always assured in these meetings by the thorough preparation and hard work of the NEDs, Terry and Anita, respectively. They both have an excellent grasp of the papers and provide appropriate challenge (and support) to all members of the committee.</p> <p>“Departmental” reports to the committee are always provided in advance and Leads are ready and willing to answer questions or to get back to the committee, at their earliest convenience, to provide additional information should it be required.</p> <p>An Extraordinary meeting of the committee took place on 14<sup>th</sup> October to consider and approve the Business Case Prioritisation Executive Review.</p>

**Council of Governors**

<b>AGENDA REFERENCE:</b>	<b>COG/21/11/58 (c)</b>
<b>COMMITTEE ATTENDED</b>	<b>Quality Assurance Committee (QAC)</b>
<b>DATE OF MEETING(s):</b>	07/9/21, 05/10/21 and 02/11/21
<b>AUTHOR(S):</b>	Anne M Robinson, Public Governor
<b>GOVERNOR COMMENTS</b>	<p><b>07/09/21</b> Efficient and effective meeting once again. Very full agenda included Patient story, a Hot topic re: RSV/Bronchiolitis, info' on the proposed transfer of maternity services from BridgewaterCH together with the Reports to note for assurance and the Chair's requirement for a number of items to continue outside of the meeting but to return to future QAC.</p> <p><b>05/10/21</b> Again a very full agenda. Questions were raised by the Chair, usually looking forward to ensure all topics have been fully covered. Topics this mtg included ED Attitudinal complaints. Nosocomial Learning update, Maternity services, the registration of Shopping City for the development of services within Halton and the SEPSIS review. The CPR review was deferred.</p> <p><b>02/11/21</b> This meeting saw the first presentation of a digital patient story together with a very interesting and detailed one on Acute Kidney Injury. Medical Oxygen – the supply of and the ability of our aging estate to provide, as necessary, was the subject of a presentation to the QAC for consideration. Both the Chair and Deputy Chair questioned and commented. Following updates on Midwifery services the topic of IT data concerns was once again touched on by the chair. Thei 2 systems (Badgernet and LORENZO are once again under the microscope).</p>

### Council of Governors

<b>AGENDA REFERENCE:</b>	<b>COG/21/11/58 d</b>
<b>COMMITTEE</b>	<b>Charitable Funds Committee 9 September 2021</b>
<b>DATE OF MEETING:</b>	11 November 2021
<b>AUTHOR:</b>	Alison Kinross
<b>GOVERNOR COMMENTS</b>	<ul style="list-style-type: none"> <li>• Meeting was taken by Chair Cliff Richards, all attendees were welcomed.</li> <li>• Presentations were given by NHS Charities Together for Stage 2 Grant Award of £277K 'Healthy at Home' to work closely with the Hospital discharge team, Warrington Voluntary Action and many other Voluntary sector organisations. Report of progress of the scheme to be brought back to this Committee quarterly.</li> <li>• A Bids summary for Charitable Funds was presented to the Committee, some were scrutinised in detail as needing more information and reporting. These were subsequently declined.</li> <li>• Finance report for the YTD was presented for Q1. Some concerns were raised for future fundraising levels.</li> <li>• Fundraising strategy to be completed and presented to the December meeting.</li> <li>• Charity Risk register to be presented to Trust Board.</li> <li>• Project Wingman has been a great success during Covid 19, all involved were thanked.</li> </ul> <p>The service will now be run by our Volunteers. Committee requested for ongoing planning, costs and strategies to be brought to the December meeting.</p> <p>CFC reassured all that due process was appropriately followed before accepting/declining bids and committing Charity Funds to these projects. The majority of the bids were approved. This Committee always has a full agenda which is well discussed with questions raised throughout as appropriate. Dates were agreed for future updates and reports as necessary. The meeting ran overtime, although each Agenda item was given the time it deserved.</p> <p>Charitable Funds Committee was conducted in line with WHH procedures and policies.</p> <p>Nb. This was my last CFC meeting as I will be ending my 2<sup>nd</sup> term as Governor 30 November.</p> <p>A new Governor representative will be needed for the Committee. Ian Jones was very insistent at the time of my appointment with regard to the confidentiality of the meeting's content that the Governor's representative should observe and not discuss the items brought to Committee. However, recently I have attended other Committees shortly after CFC where full disclosure of the bids and those approved were announced. Perhaps some clarity needs to be given to this.</p>

**Council of Governors**

<b>AGENDA REFERENCE:</b>	<b>COG/21/11/58e</b>
<b>COMMITTEE ATTENDED</b>	<b>Clinical Recovery Oversight Committee (CROC)</b> 18 <sup>th</sup> August, 14 <sup>th</sup> September & 12 <sup>th</sup> October 2021
<b>DATE OF MEETING:</b>	11 November 2021
<b>AUTHOR:</b>	Jan Howe
<b>GOVERNOR COMMENTS</b>	<p><b>18th August</b> This was the first of the new monthly meetings. The Clinical Services Oversight Group (CSOG) continues weekly and will highlight the key issues for CROC in their reports. The more streamlined / re-ordered data pack helped the flow of meeting, but more narrative on problem areas was requested. It was agreed to do a deep dive next month into Outpatients, as this is an area where we are facing challenges.</p> <p><b>14th September</b> The waiting list report has now interwoven with the Cheshire &amp; Merseyside compliance and this allows better comparison. The theatre performance report was presented for the first time, together with the plan to improve theatre capacity. An Outpatients deep dive was completed as requested, together with the Outpatient Recovery Improvement Group's five focus areas.</p> <p><b>12th October</b> The deputy COO attended to give a detailed update on the high Paediatric DNA rate as requested. At the time of this meeting, second half year requirements have not yet been confirmed, meaning that there will only be limited time to implement any new requirements.</p> <p><b>Summary</b> It is recognised that these meetings continue to mature and that the committee is now getting more of the information received for assurance. The quality of the minutes was complimented for capturing all of the key points and being an excellent summary of some very complex discussions.</p> <p>Each CROC meeting was expertly chaired by Terry, with suitable challenge and questioning by the attending NEDs. The review of the effectiveness of the meeting generated numerous suggestions for future enhancements to the data and reports.</p>

**REPORT TO BOARD OF DIRECTORS**

<b>AGENDA REFERENCE:</b>	<b>BM/21/09/123</b>			
<b>SUBJECT:</b>	<b>Chief Executive's Briefing</b>			
<b>DATE OF MEETING:</b>	29 <sup>th</sup> September 2021			
<b>AUTHOR(S):</b>	Simon Constable, Chief Executive			
<b>EXECUTIVE DIRECTOR SPONSOR:</b>	Simon Constable, Chief Executive			
<b>LINK TO STRATEGIC OBJECTIVE:</b>  <i>(Please select as appropriate)</i>	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.			✓
<b>LINK TO BAF RISK:</b>	All			
<b>EXECUTIVE SUMMARY (KEY ISSUES):</b>	This report provides the Trust Board 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.			
<b>PURPOSE: (please select as appropriate)</b>	Information ✓	Approval	To note	Decision
<b>RECOMMENDATION:</b>	The Board is asked to note the content of this report.			
<b>PREVIOUSLY CONSIDERED BY:</b>	<b>Committee</b>	Not Applicable		
	<b>Agenda Ref.</b>			
	<b>Date of meeting</b>			
	<b>Summary of Outcome</b>			
<b>FREEDOM OF INFORMATION STATUS (FOIA):</b>	Release Document in Full			
<b>FOIA EXEMPTIONS APPLIED: (if relevant)</b>	None			

<b>SUBJECT</b>	<b>Chief Executive's Briefing</b>	<b>AGENDA REF:</b>	<b>BM/21/09/123</b>
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## 1) BACKGROUND/CONTEXT

This report provides the Trust Board with an overview of matters on a range of strategic and operational issues since the last meeting on 28<sup>th</sup> July 2021, some of which are not covered elsewhere on the agenda for this meeting.

## 2) KEY ISSUES

### 2.1 Current COVID-19 Situation Report

As at the time of writing, 27<sup>th</sup> September 2021, we have a total of 27 COVID-19 positive inpatients (14 days or less since their first positive sample); 4 of those patients are in critical care. In total, 37 of our inpatients have tested positive at any time during their admission (7 of these in critical care). We have discharged a total of 2310 patients with COVID-19 to continue their recovery at home. Sadly, a total of 529 patients with COVID-19 have died in our care.

In terms of community numbers, new daily COVID-19 cases remain high but are relatively static. In the latest 7 days fully published (14<sup>th</sup> September – 20<sup>th</sup> September) in Warrington there were 267 cases per 100,000 people (the average area in England had 287); 560 new cases were reported in that week, down 140 compared with the previous week. In Halton, there were 353 cases per 100,000 people; 458 new cases in that week, down 17 compared with the previous week.

Vaccination of our boroughs has achieved 83% for the first dose and 78% for the second dose in Warrington; for Halton, the figures are 81% and 75% respectively. We have commenced this year's 'flu vaccination and COVID-19 booster programme. As at 8am on 24<sup>th</sup> September 2021, 1,040 of us have been vaccinated for 'flu already this year – this is very impressive given the programme started less than two weeks ago.

The COVID-19 Booster programme starts on Monday 27<sup>th</sup> September 2021. In terms of the COVID-19 Vaccination programme so far, as of 21<sup>st</sup> September WHH had administered 59,000 doses. We have vaccinated 93.74% of WHH staff and 90.84% of WHH staff have now had their second doses.

### 2.2 Cheshire & Merseyside System Development

As the C&M Integrated Care System moves towards a statutory footing from 1<sup>st</sup> April 2022, we have continued to be involved at all levels of development, including the development of partnerships at a place level for both our boroughs as well as leadership of the C&M-wide system. We also play an active role in the newly formed Cheshire and Merseyside Acute and Specialist Trust (CMAST) Provider Collaborative.

### 2.3 Senior Leadership Changes

I can confirm the appointment of Dr Paul Fitzsimmons as Executive Medical Director at Warrington and Halton Teaching Hospitals. He will take up his post later this year. Paul will

replace our current Executive Medical Director, Dr Alex Crowe, who is set to leave us to take up a national role with NHS Resolution.

Paul is currently Deputy Executive Medical Director at Liverpool University Hospitals NHS Foundation Trust and works as a consultant in geriatric and stroke medicine in Liverpool. Paul has a particular interest in quality improvement and organisational culture having been a Health Foundation national leadership fellow.

Since my last Board report, we have also welcomed Zoë Harris as Director of Operations and Performance (and Deputy Chief Operating Officer). Zoë has over 20 years managerial and clinical experience within the NHS.

## **2.4 New Hospitals Programme**

On 7<sup>th</sup> September 2021 we submitted our bid to the Department of Health and Social Care (DHSC) for new hospital developments in Warrington and Halton as part of the Government's £3.8bn New Hospitals Programme.

We have been developing the proposals for new high quality health and care facilities for our local communities for many years and the bid will now compete to be one of eight new hospitals built through the New Hospitals Programme, as part of the Government's commitment to fund and build 40 new hospitals by 2030.

The bid, developed in collaboration with a range of partners, proposes that the existing Halton site is comprehensively redeveloped as a hospital and wellbeing campus and a new Warrington Hospital is built either on the site of the existing hospital or in another central location in the town.

Our vision for Warrington Hospital is as a centre for acute healthcare. We will create a new hospital as a focal point of a wider health and wellbeing campus, replacing aging and outdated facilities with a modern, sustainable, compliant estate which reflects the town's population growth (4th biggest population increase in the North West since 2001). This would enable us to redesign our facilities to provide our residents with exceptional care, as well as education and employment opportunities.

Our vision for Halton is as an outstanding place to go for elective care, taking advantage of its location and accessibility to host services on behalf of wider Cheshire and Merseyside, improving outcomes for patients and addressing inequalities, including a 12 year difference in life expectancy within the borough. To achieve this, we will create a campus environment upon the Halton General Hospital site. This involves replacing the dated Nightingale (General Hospital) building with a new wing adjacent to our Captain Sir Tom Moore Building. Released land will enable creation of a wellbeing campus, supporting the regeneration of Halton Lea, in the top 10% most deprived wards in England.

We will work in partnership with the Local Councils, CCGs, Housing Associations and more to utilise any released land to provide complementary facilities such as leisure, rehabilitation and housing.

Our bid will be one of many submitted to become one of only eight new hospitals to be built under the New Hospital Programme and competition will be fierce.

We do have an extremely compelling case. Entirely complementary, not mutually exclusive, proposals for two very different campuses separating patient flows, that start to reimagine healthcare in the 21st century. We have thought creatively about how NHS estate can be used to enhance patient outcomes and address health inequalities including the wider determinants of health, through the integration of health, wellbeing, education, leisure, and housing. This is a journey we have already started with our greater utilisation of Halton as an elective/green site and the work we have been doing with the Warrington and Runcorn Town Deals and Shopping City offers. They play to our strength as an anchor institution working in partnership with others to achieve social and economic wellbeing in our communities. All of this needs to be done alongside health and social care education and training for a sustainable workforce in the future.

Uniquely, we have also built up a broad and supportive coalition of local stakeholders who have helped us shape what we are proposing. A New Hospitals Strategic Oversight Group has been established to lead programme development. This group is chaired by Dr Andrew Davies, Chief Clinical Officer of NHS Warrington CCG and NHS Halton CCG. Membership includes all local MPs, both Council leaders and CEOs, and senior leaders from within the Trust, Warrington Borough Council, Halton Borough Council and the University of Chester.

A final decision on the eight successful bids is expected in Spring 2022.

## **2.5 Warrington and Runcorn Town Deals**

Within WHH we work with others to continually seek and deliver innovative opportunities to improve health and care outcomes in Warrington and Halton, including working with partners to increase the resources available to us collectively to deliver the best possible care and services. As a team and a Trust we also have a responsibility, which is even starker given the impact of COVID-19, to support our communities to live healthy and happy lives in the widest possible sense. This may include supporting economic regeneration to provide employment opportunities and ensuring that we protect the environment by reducing waste for example.

The national Town Deal programme is a great example of how we can work with partners to improve outcomes for our communities.

Earlier this year we were able to confirm that Warrington had been awarded £22.1m funding, following submission of our Town Investment Plan. Our plan included 7 projects and as a Trust we are leading one project - the development of a health and wellbeing hub in Warrington town centre. We will submit our full business case for the health and wellbeing hub to Government in October and hope to open the new hub in Autumn 2022. The hub will provide a range of services for older people, children and families from health, council and charitable sector partners, aimed at addressing the 11 year gap in life expectancy in Warrington and supporting town centre regeneration through increased footfall.

We are also now able to confirm that Runcorn too has been successful in securing Town Deal funds. Runcorn has been awarded £23.6m. Similarly to Warrington, we are leading on one



of the 7 projects in Runcorn, a health and education hub. We hope to receive a approximately £3m of the £23.6m to develop the health and education hub. In our initial submission we focussed the proposed provision within the hub on diagnostics and women's and children's services, integrated with an education offer from our partners at Riverside College. Our proposals have targeted known health inequalities within Runcorn, for example, a baby in Halton is 50% more likely to be born to a mother smoking in pregnancy or at birth. We now have 12 months to describe in detail the proposed provision and complete a full business case to Government.

## **2.6 Creamfields Weekend**

As the roadmap for recovery from COVID-19 progresses an increasing number of large-scale public events have been taking place. Creamfields 2021 was one of the world's biggest dance music festivals and took place from 26th to 29th August in Daresbury.

This type of event can place additional pressures on local health services regardless of existing system pressures. An extensive amount of planning for this event occurred and all local site mitigations were in place with all of our partners, including NWAS and the medical provider on site, with whom we had been closely involved. A full review will be undertaken but we successfully navigated the Creamfields bank holiday weekend without significant incident. 413 welfare cases were managed by the onsite welfare team – mainly drug induced issues. The welfare services on site provided by the event organiser have been invaluable in reducing pressures on the health system, particularly in relation to cases involving drug ingestion and mental health. This is an example of good practice which will be captured in the debrief and continued at future events.

## **2.7 Urgent & Emergency Care**

Urgent and emergency care has continued to be under significant pressure across Cheshire and Merseyside, and WHH has been no different. Emergency Department attendances and admissions have been relatively high. Our super-stranded position of patients with a length of stay greater than 21 days have been consistently over 100 and were 114 on 26<sup>th</sup> September 2021. This remains a significant challenge for us to manage patient flow effectively.

## **2.8 Retirement of Dr Mohammad Al-Jafari**

Friday 24<sup>th</sup> September 2021 was the last working day upon the retirement of Dr Mohammad Al-Jafari, Consultant Histopathologist. He is our longest serving consultant. Dr Al-Jafari has worked as a consultant histopathologist at WHH for 37 years after completing basic medical qualification in Iraq, followed by specialist training in Nottingham and Mersey.

In his time at WHH he has acted as Clinical Director for Pathology, Divisional Medical Director, and more recently as Associate Medical Director for Appraisal and Revalidation, responsible for high standards in medical appraisal. He has also played an important role in the Royal College of Pathologists.

Dr Al-Jafari will be missed as clinician within the histopathology team, as well as the broader trust.

## 2.9 NHS Staff Survey 2021

This year's survey has been 'refreshed' to take account of questions related specifically to COVID-19 and it has been aligned to the NHS People Plan (20/21) and the NHS People Promise.

In 2020 the survey was completed at the height of Wave 2 COVID-19. So unsurprisingly we had less surveys completed than we had in 2019. We would like this year's return to be more in line with what we achieved in 2019.

Examples of some of the things we did as a direct result of the response to last year's results are:

- We focused on team working by introducing the Affina Team development programme.
- We supported staff who were redeployed into different teams to come back to their original team.
- We established and supported four staff networks – LGBTQA+; Building a Multi-ethnic Environment (BAME); Disability Awareness Network and Veterans.
- We invested in the wellbeing sanctuary and enhanced our mental health and psychological wellbeing offer.
- We worked with community partners such as the Peace Centre around bespoke enhanced mental health care.
- We looked after staff by providing the Project Wingman lounge and distributing food and drink and gifts to teams unable to easily leave their place of work during breaks, and
- We developed the 'check in conversation' approach to support wellbeing and development conversations supplementing the PDR and appraisal conversation.

## 2.10 The SIREN Study

We were delighted when WHH was accepted as a site for the SIREN (SARS-CoV2 Immunity and Reinfection Evaluation) study back in September 2020. The study was launched by Public Health England (PHE) in the summer of 2020 with the main aim being to find out whether the presence of antibody to SARS-CoV-2 (anti-SARS-CoV-2) is associated with a reduction in the subsequent risk of re-infection over short term periods (reviewed monthly), the next year and in the longer-term. There were some secondary aims including: i) understanding the prevalence of SARS-CoV-2 infection in healthcare staff using baseline antibody testing, ii) to determine how the antibody response changes over time, iii) to determine whether there is a relationship between antibody response and the presence of protective antibodies as well as, iv) to monitor the immune response to vaccination over time. The initial study period was 12 months. Our threshold of having 250 participants was met quite early in the study. Knowing their PCR swab status and their antibody status has helped reassure the participants. The dropout rate was quite consistent with national rate.

As most of the healthcare workers have had 2 doses of COVID-19 vaccine, an important aim of the SIREN study is to assess the vaccine effectiveness over time. For that reason, study follow-up is being extended for up to an optional, additional 12 months (up to a total 24 months) for study participants. WHH has taken the offer to continue being a site for this extension period. The extension period to this study starts from 18th August 2021. By

extending the follow-up to up to 24 months, we will better be able to understand vaccine effectiveness, as well as immune responses, over the longer-term and as new variants emerge and this will help address key questions of the durability of vaccine-induced immunity and inform the national response to COVID-19.

### **2.11 Special Days/Weeks for professional groups**

Since our last Board meeting in July, a number of topics, professional or interest groups or disciplines have had special days or weeks marked locally, nationally or internationally. WHH has recognised, embraced and celebrated all of these.

There have been several over the last couple of months, reflecting the depth, breadth and diversity of WHH in terms of healthcare delivery in our communities. These include:

- National Cycle to Work Day: 3<sup>rd</sup> August 2021
- World Suicide Prevention Day: 10<sup>th</sup> September 2021
- Disability Awareness Day: 12<sup>th</sup> September 2021
- Acute Medicine Awareness Week: 20<sup>th</sup> – 24<sup>th</sup> September 2021
- Organ Donation Week: 20<sup>th</sup> – 26<sup>th</sup> September 2021
- Falls Awareness Week: 20<sup>th</sup> – 26<sup>th</sup> September 2021

### **2.12 Local political leadership communication**

Since the last Board meeting both the Chairman and I have continued regular communication and updates with our local political leadership, through the chief executives of both Warrington Borough Council and Halton Borough Council and the respective council leaders. I have also continued to be in regular communication with all four of our local Westminster MPs – Derek Twigg MP (Halton), Mike Amesbury MP (Weaver Vale), Charlotte Nichols MP (Warrington North) and Andy Carter MP (Warrington South). I have been updating them on the WHH situation; similarly they have asked questions on behalf of their constituents. All of our senior stakeholders are active participants and members of our New Hospitals Strategic Oversight Group.

### **2.13 Employee Recognition**

The winners of my own award since my last Board report have been the following:

#### ***Chief Executive Award (September 2021): Medical Education Team***

This award has recognised the efforts of our Medical Education Team in supporting all of our students and trainees over the last 18 months. They have had significant positive feedback from individuals and other key stakeholders.

#### ***Chief Executive Award (September 2021): Denis Ward***

Denis Ward, Theatre Practitioner, has retired after 50 years service with the Trust!

#### ***Chief Executive Award (September 2021): Dr Mohammad Al-Jafari***

Dr Mohammad Al-Jafari, Consultant Histopathologist, is our longest serving consultant and has retired after 37 years service with the Trust.

### ***Appreciation of WHH staff from patients, family, visitors and colleagues***

I have also specifically recognised the work of the following colleagues:

- Matthew Rogers, Vaccination Service Manager - Vaccination Service
- Linda Doherty & Team, Ward Manager, C20 - Women's & Children's Health
- Lynn Shaw & Team, Ward Manager, C21 - Integrated Medicine & Community
- Ms Gemma Gossedge, Consultant Surgeon - Digestive Diseases
- Warrington Endoscopy Team, Digestive Diseases
- Natalie Crosby, Associate Chief Nurse - Planned Care
- Kim Bird, Sister - Paeds ED, Urgent & Emergency Care
- Mr Curtis Robb, Consultant Orthopaedic Surgeon - Surgical Specialities
- Denise Ellis, Ward Manager, A9 - Medical Care
- Sue Robinson, Healthcare Assistant - Medical Care
- Maureen Leadbetter, Staff Nurse - Medical Care
- Denis Ward, Theatre Practitioner - Digestive Diseases
- Julie Will, Team Leader, A1 - Urgent & Emergency Care
- Mr Rajiv Sanger, Consultant Orthopaedic Surgeon - Surgical Specialities
- Karen Hyde, Staff Nurse - Integrated Medicine & Community
- Carol Jones, Ward Manager - Surgical Specialities
- Margaret Headicarr, Healthcare Assistant - Integrated Medicine & Community
- Diane Duane, Nurse Practitioner - Cardiac Rehabilitation Service
- David Croughton, Porter - Estates and Facilities
- Dr Mohammad Al'Jafari, Consultant Histopathologist - Clinical Support Services
- Janet Tasker, Staff Nurse - Medical Care

#### **2.14 Signed under Seal**

Since the last Trust Board meeting, the following items have been signed under Seal by myself:

- Lease for Hospital Food Court
- ED Plaza Construction Contract

### **3 MEETINGS ATTENDED/ATTENDING**

The following is a summary of key external stakeholder meetings I have attended in August 2021 and September 2021 since the last Trust Board Meeting (meetings generally taking place via conference call or MS Teams). It is not intended to be an exhaustive list.

- NHSE/I COVID-19 System Leadership (Biweekly)
- C&M Provider Collaboration CEO Group Calls (Bi-weekly)
- C&M Acute And Specialist Trust (CMASST) Provider Collaboration CEO Group Calls Monthly)
- C&M Medical Directors Clinical Prioritisation & Mutual Aid meeting (Weekly)
- C&M and NW Critical Care Network Gold Command Calls (Twice Weekly)
- Steve Broomhead, Chief Executive, Warrington Borough Council
- Dr Andy Davies, Clinical Chief Officer, NHS Warrington and Halton CCG

- C&M Hospital Cell (Weekly)
- Warrington Health & Wellbeing Board Workshop
- North West Regional Leadership Group
- C&M Strategic Estates Group
- North West Wellbeing Workshop

#### **4) RECOMMENDATIONS**

The Board is asked to note the content of this report.

## Strategy Highlight Report, October 2021

Programme	Status
Overall Strategy Development and Delivery	
New Hospitals	
Warrington Town Deal	
Runcorn Town Deal	
Halton Healthy New Town – Shopping City	
WHH as an Anchor Institution	
Place Based Partnerships	
Cheshire and Merseyside Pathology Network	
Breast Service Reconfiguration – Phase 2	

External/Partner Meetings Attended	Key Stakeholders Engaged	
<ul style="list-style-type: none"> <li>- Warrington Town Deal Joint Strategic Oversight Group</li> <li>- One Halton Health &amp; Wellbeing Strategy Development Workshop</li> <li>- Warrington Town Deal Programme Board</li> <li>- St Rocco's Partnership Working Workshop</li> <li>- CCG Governing Body (presenting on Warrington Town Deal)</li> <li>- Rooftop Garden Partnership Steering Group Meeting</li> <li>- Halton Lea Town Centre Taskforce</li> <li>- Halton Lea Cradle to Career</li> <li>- Warrington Vale Royal College Corporation Board</li> <li>- Runcorn Town Deal Board</li> <li>- Multi-agency meeting re Peace Centre</li> <li>- C&amp;M Prevention Pledge, phase 2</li> <li>- Halton Health and Wellbeing Board</li> <li>- C&amp;M Population Health Board</li> <li>- Warrington Town Deal Board</li> <li>- One Halton Place Based Partnership Board</li> <li>- New hospitals Strategic Oversight Group</li> </ul>	<ul style="list-style-type: none"> <li>Emma James</li> <li>Sonya Currey</li> <li>Guy Hindle</li> <li>Mike Watson</li> <li>Jill Pye</li> <li>Stewart Brown</li> <li>Steve Park</li> <li>Joan McIntyre</li> <li>Kevin McLachlan</li> <li>Nicki Goodwin</li> <li>Wayne Longshaw</li> <li>Wes Rourke</li> <li>Paula Worthington</li> <li>Lisa Sculphur</li> <li>Rob Foster</li> <li>Paul Swanwick</li> <li>Andy Davies</li> <li>Tony Bennett</li> <li>John Dwyer</li> <li>Andy Carter</li> <li>Mike Amesbury</li> <li>David Parr</li> </ul>	<ul style="list-style-type: none"> <li>COO Brainwave Charity</li> <li>CEO St Rocco's Hospice</li> <li>Chair of Trustees – St Rocco's</li> <li>CEO – Active Cheshire</li> <li>University of Chester</li> <li>WBC Property Services</li> <li>WBC Director of Growth</li> <li>C&amp;M Pathology Network</li> <li>C&amp;M Pathology Network</li> <li>Halton Borough Council</li> <li>STHK</li> <li>Halton Borough Council</li> <li>Warrington Borough Council</li> <li>NHSE/I (North West) - estates</li> <li>Bridgewater</li> <li>NHSE/I (North West) – finance</li> <li>Warrington and Halton CCGs</li> <li>Wirral Community NHS</li> <li>Cheshire Police</li> <li>MP</li> <li>MP</li> <li>Halton Borough Council</li> </ul>

## Overall Strategy and Delivery

Forecast Delivery Date: Regular development and delivery

<b>Executive Sponsor</b>	<b>Lucy Gardner</b>	<b>Lead</b>	<b>Steve Bennett</b>
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<b>Programme Overview</b>	<b>Programme Status</b>	
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Development and delivery of overall Trust strategy.  
Support to the development, delivery and governance of enabling strategies, clinical strategies, and strategic priorities.

<b>Monthly update report</b>	<b>Financial Implications/ Budget Update</b>		
Second draft of Trust strategy review booklet in production. To be ready for review by Exec team w/c 8 <sup>th</sup> November.	Financial implications considered for individual strategic priorities via capital and revenue business case process.		
Trust business planning meetings scheduled throughout October and November led by finance colleagues but will include a section on strategy and specifically on CBU strategic priorities for 22/23.	<b>Upcoming Key Milestones</b>	<b>Date</b>	<b>Status</b>
Strategy and Sustainability Sub-Committee inaugural meeting held on October 4 <sup>th</sup> . Delivery of WHH Green Plan discussed and introduced to the group.	Development of Trust Strategy Mid-Point Review Booklet	November 2021	
Green Plan to go before Finance and Sustainability Committee and Trust Board in November for approval. Following approval the plan will be launched across the Trust.	Refresh of the Trust Strategy Map, including Governance.	November 2021	
Trust Strategy Map detailing how strategic vision and priorities map down to individual projects has been produced and is under review with Trust Quality and Workforce teams.	Strategic Priorities for 22/23 to be discussed with CBUs as part of organisational business planning meetings during October/November	November 2021	

Forecast Delivery Date: 2025 (Halton) 2030 (Warrington)

<b>Executive Sponsor</b>	<b>Lucy Gardner</b>	<b>Lead</b>	<b>Kelly Jones</b>
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<b>Programme Overview</b>	<b>Programme Status</b>	
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Development of new WHH hospital estate and infrastructure.

Within Warrington, this is the development of a new hospital for Warrington, either on the current site or elsewhere in the town.

Within Halton this is the redevelopment of the Halton Hospital site, including extending CMTC and releasing land to support Health and Wellbeing Campus vision.

<b>Monthly update report</b>	<b>Financial Implications/ Budget Update</b>
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Engagement continues with key stakeholders to demonstrate the case for investment in WHHs New Hospitals Programme.

Public engagement linked to the submitted EOI has been completed. Feedback demonstrated majority support for the proposals.

Press release targeted at local press and trade publications generated positive news features.

PA Consulting appointed to further develop the benefits case and financial and economic modelling for the Strategic Outline Case. Work expected to be completed in January 2022.

Programme milestones and timelines are being refreshed based on two scenarios – being successful at EOI stage for inclusion in the Health Infrastructure Plan and not being successful. A detailed communication plan is in place to support both scenarios.

£90k revenue funding secured via One Public Estate programme. A provider has been contracted to review the wider health estate across Warrington. Work expected to complete by Q4. We are back out to tender for a provider to support development of a plan for disposing of Halton blocks, including locating alternative locations within the Borough for service delivery. Work is still expected to be concluded in Q4.

- Financial phasing of costings for overall programme completed by Turner & Townsend in October 2021.
- £27k of the £96k agreed capital funding to progress with financial affordability model and benefits enhancement work has been spent. The remaining budget is allocated for spend in Q3.

<b>Upcoming Key Milestones</b>	<b>Date</b>	<b>Status</b>	<b>Comments</b>
New Hospitals / Strategy Project Manager to be appointed	Oct 2021		Project Manager appointed and due to start on 6 <sup>th</sup> December 2021
Contracts awarded for deliver of the two OPE projects	Oct 2021		Warrington contract awarded. Halton contract back to tender but the delay is not anticipated to impact overall project timescales.
Develop communications strategy for New Hospitals Programme	Dec 2021		In development and on track



# Warrington Town Deal

Forecast Delivery Date: Autumn 2022

<b>Executive Sponsor</b>	<b>Lucy Gardner</b>	<b>Lead</b>	<b>Caroline Lane</b>
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<b>Programme Overview</b>	<b>Programme Status</b>	
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WHH is a key partner within Warrington's Town Deal Investment Fund, which has attracted a total of £22.1 million across 7 projects within Warrington. WHH is leading the delivery of a Health and Wellbeing hub, with the intention of utilising retail space within the town centre to provide targeted and integrated clinical, preventative and voluntary sector services thus improving the health of the town's population, strengthening the retail offer through increased footfall, and enhancing the green offer through increased use of public transport, due to proximity to the town's major transport hubs.

The Warrington Town Deal Health and Wellbeing Hub is being produced in collaboration with the 6 other Town Deal Investments secured within Warrington. This collaborative approach will help to support outcomes for all projects and maximise the benefits of the investment to Warrington Town as a whole.

Additionally, Warrington and Halton Hospital is working in partnership with Warrington and Vale Royal College (WVC), and Chester University, to develop and deliver a Health and Social Care Academy, which is one of the 7 projects.

Monthly update report	Financial Implications/ Budget Update		
<p><b>Overview</b></p> <p>The Health and Wellbeing hub business case has now successfully been supported/approved by our Trust and partner organisations including; Bridgewater, MerseyCare, Warrington and Halton CCG and Warrington Voluntary Action. The final outstanding stages involve Warrington Health Scrutiny Committee on the 4<sup>th</sup> November and Warrington Borough Council full Cabinet on the 8<sup>th</sup> November.</p> <p>As current leaseholders of the building that was chosen as the preferred option for the location of the hub, Warrington Borough Council have commenced negotiations with the landlord surrounding the renegotiation/ reallocation of the lease to the Trust.</p> <p>To support this negotiation the Trust has engaged with Hill Dickinson as our legal representatives and Morgan Williams as our Commercial property expert. These experts will be used when appropriate to ensure the most advantageous lease is negotiated with due diligence carried out appropriately.</p> <p>Discussions with the Council regarding optimising the grant funding spending power have continued.</p> <p>The specification for the next stage of the design team is nearing completion and will be ready to commence procurement as soon as the Business Case has been approved by Cabinet.</p>	<p>Capital Allocation secured for the financial year 21/22 of £100,000. Remaining funding to be allocated 22/23. Potential risk due to non-recurrent revenue funding allocation of just £0.5m for the project. System wide revenue risk of £350,000 recurrently from 2023.</p>		
	Upcoming Key Milestones	Date	Status
	Approval of business case at Cabinet	08/11/21	
	Design team procured	20/12/2021	
	Summary Document to be submitted to MHCLG	22/11/21	
			Comments
			Steve Park to take full business case to Cabinet
			Summary Document to be submitted to MHCLG for approval and subsequent release of funds.

## Runcorn Town Deal

Forecast Delivery Date: 2022/23

Executive Sponsor	Lucy Gardner	Lead	Carl Mackie
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Programme Overview	Programme Status	
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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 projects being forwarded at this stage include:

**Community Health Hub** – to deliver diagnostic and potentially other services from a hub 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.

Monthly update report	Financial Implications/ Budget Update
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Project governance confirmed with College and HBC. Initial stakeholder meetings to begin in November. These will refine the proposed operating model and reaffirm capital requirements.

WHH/Riverside College visited potential location to assess suitability for plans. Discussions around operationalising the building to be undertaken with HBC (current building owner)

Amion Consulting Report for Runcorn Town Deal Board described the project favourably in terms of deliverability, reassuring Board.

Revised funding settlement agreed with partners as part of Heads of Terms agreement signed by Halton Borough Council / MHCLG

Total value of project as submitted through Runcorn Town Deal Programme: £3.89mil (across 5 years)

Town Deal contribution: £2.85mil

Providers, including education, Council and Health bodies expected to meet remaining project costs of: £1.04m (across 5 years)

Upcoming Key Milestones	Date	Status	Comments
	Initial stakeholder group meetings	Nov / Dec 2021	
Business case submission to Town Deal Board	June 2022		
Construction commencement	April 2023		

Forecast Delivery Date: December 2021

<b>Executive Sponsor</b>	<b>Lucy Gardner</b>	<b>Lead</b>	<b>Carl Mackie</b>
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<b>Programme Overview</b>	<b>Programme Status</b>	
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The Runcorn Shopping City programme aims to utilise void space in Runcorn Shopping City to deliver health and wellbeing services closer to community in line with the NHS Long Term Plan.

The scheme includes a refurbishment of retail space to re-purpose for access to hospital services, including audiology, ophthalmology and dietetics. This programme is part funded by Liverpool City Region Combined Authority.

<b>Monthly update report</b>	<b>Financial Implications/ Budget Update</b>
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Procurement process complete and contracts signed between Trust and preferred contractor Red Tree Construction.

Shopping City purchase by new owners signed off and ratified. Communications underway with new owners to complete final process of lease and associated terms and conditions.

Updated EIA for project prepared for Patient EDI Sub-committee.

CQC documentation signed off by Quality Assurance Committee and submitted electronically.

£350,000 LCRCA funding agreed  
£72,000 Trust Capital secured in 20/21  
£630,000 Trust Capital secured in 21/22

Recurrent revenue funding @ £95k secured

Exploring options to maximise value for money and social value of investment across Liverpool City Region, Halton Borough Council and WHH

<b>Upcoming Key Milestones</b>	<b>Date</b>	<b>Status</b>	<b>Comments</b>
Agreement of lease	Nov 2021		Lease delayed due to change in ownership of shopping centre
Contractor kick off meeting	Nov 2021		Documentation proceeding via October QAC
Publish Consultation Outcomes Report	Nov 2021		Results presented at Halton Health Policy and Performance Board and Halton Health and Wellbeing Board
Contractors onsite	Nov 2021		

# WHH as an Anchor Institution

Forecast Delivery Date: TBC

<b>Executive Sponsor</b>	<b>Lucy Gardner</b>	<b>Lead</b>	<b>Kelly Jones</b>
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<b>Programme Overview</b>	<b>Programme Status</b>	
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Increasingly, organisations are considering their activities holistically, taking account of the wider economic, social and environmental effects of their actions. In addition to this, but inextricably linked, is the issue of health inequalities for our populations across Warrington and Halton.

This programme of work looks at WHH as responsible organisation within our communities, beyond the outcome of health interventions for our patients. This work is across three key areas:

1. Social Value
2. NHS Green Agenda
3. Health Inequalities

<b>Monthly update report</b>	<b>Financial Implications/ Budget Update</b>
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Work has commenced to understand and map system requirements in terms of health inequalities and social value. This will inform and shape development of enabling strategies and delivery plans to meet system requirements, whilst addressing local needs.

High level priorities for an anchor institution are being translated into a set of core organisational objectives, underpinned by tangible actions and anticipated outcomes. Actions are being aligned to the three key areas of Social Value, NHS Green Agenda and Health Inequalities. An update on the approach will be shared with Board in November 2021.

Maternity and First 1000 days (from conception) has been identified as a key area to target for health inequalities. Baseline data has been collated.

Work is underway to identify Cheshire and Merseyside programmes of work the Trust can link into to support our Social Value and Health inequalities agendas.

A detailed action plan to deliver against the NHS Green Agenda has been produced and reviewed at the inaugural meeting of the Strategy and Sustainability Group in October 2021. The plan will be submitted to FSC and Board in November 2021. Supporting comms to launch the Green Plan are being prepared.

TBC			
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<b>Upcoming Key Milestones</b>	<b>Date</b>	<b>Status</b>	<b>Comments</b>
Establish high level programme objectives	Nov 21		Objectives to be taken to Board in November
Produce plan to deliver against requirements of the NHS Green Agenda	Nov 21		Plan in place and pending approval

# Place-Based Partnerships

Forecast Delivery Date: Regular development & delivery

Executive Sponsor	Lucy Gardner	Lead	Steve Bennett
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Programme Overview	Programme Status	
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In line with one of the Trust's strategic objectives to...

*Enhance our role as an anchor institution by building on the provision of integrated place-based care and addressing health inequalities within our populations, being guided by the principles of social value.*

The Trust is developing partnerships with other local anchor institutions to support and strengthen core aspects of each organisation's operations.

Monthly update report	Financial Implications/ Budget Update
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Workshop held with St Rocco's Hospice to explore and agree opportunities for improved collaborative working. Long list of opportunities created and agreement to discuss possibility of working collaboratively on a larger scale to develop a system-wide end of life strategy with partners from mental health and community services.

Meeting diarised between WHH and UoC to agree outcomes and metrics. WHH to undertake prioritisation and engagement exercise in November along with governance establishment. Initial meeting held with Business Development Manager at UoC to discuss alignment of opportunities.

Partnerships are not necessarily financially motivated but any financial benefits derived by either organisation will be captured and quantified.

Upcoming Key Milestones	Date	Status	Comments
Follow up discussion with CEO from St Rocco's to discuss and agree next steps re: partnership working.	Nov 21		
Commencement of construction work for Health & Social Care Academy	Oct 21		
Compile and agree detailed and deliverable workplan with UoC	Nov 21		Meeting diarised and basic workplan in place

Forecast Delivery Date: TBC

<b>Executive Sponsor</b>	<b>Lucy Gardner</b>	<b>Lead</b>	<b>Hilary Stennings</b>
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<b>Programme Overview</b>	<b>Programme Status</b>	
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The transformation of the provision of pathology services in Cheshire & Merseyside by restructuring pathology services to generate levels of efficiency savings to the local health economy whilst maintaining and improving high quality standards.

<b>Monthly update report</b>	<b>Financial Implications/ Budget Update</b>
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Regional Integration Director and C&M Pathology Programme lead met with WHH Head of Strategy & Partnerships and Programme Support Manager. A strategic document is under development by C&M Programme lead for board approval to summarise progress. It will contextualise development of the WHH/STHK hub as part of the wider network reconfiguration, outlining governance structures we are expected to align to and the timeline for identifying a preferred TOM for each Hub. Milestones for development of the FBC will also be included.

PID approval is still outstanding. Development will be recommenced following approval of the strategic document.

Financial implications to be worked up through development of Collaboration Agreement to Business Case.

<b>Upcoming Key Milestones</b>	<b>Date</b>	<b>Status</b>	<b>Comments</b>
Sign off of Collaboration Agreement at Cheshire and Merseyside HCP.	Nov 2020		Collaboration agreement reviewed but not formally approved.
Circulation of Strategic Network Document	Dec 2021		
Risk and Gain Share Principles agreed	June 2021		In progress

## Breast Service Reconfiguration - Phase 2

Forecast Delivery Date: Spring 2022

<b>Executive Sponsor</b>	<b>Lucy Gardner</b>	<b>Lead</b>	<b>Caroline Lane</b>
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<b>Programme Overview</b>	<b>Programme Status</b>	
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Warrington, Halton, St Helens and Knowsley Breast Screening Service (WHSKBSS) provides routine breast screening, diagnostic and onward referral services to a population of approximately 92,000 from across the four boroughs. Breast Screening is offered to all women aged 50 - 70 (up to their 71st birthday), in line with national programme/guidance where screening is conducted once every three years. Patients over the age of 70 able to self-refer for screening. In the summer of 2021 the Breast Assessment and Symptomatic clinics relocated from Warrington Hospital to Halton Hospital's Captain Sir Tom Moore building, where a new £2.1m Breast Centre has been created on the ground floor of the Trust's flagship estate. This second phase of the project plans to consolidate and expand Breast Screening Services at Bath St Warrington and relocate Breast Screening services from Kendrick Wing Warrington Hospital. This would improve WHSKBSS by increasing staffing efficiencies, using more modern facilities and increasing the physical space available to carry out the screening.

<b>Monthly update report</b>	<b>Financial Implications/ Budget Update</b>
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Initial meetings have taken place with workstream leads including:

- Operations
- Human Resources
- IT
- Finance
- Communications and Engagement
- Estates

A report to Warrington Health Scrutiny Committee describing the next phase of the project and outlining the Communications and Engagement plan has been submitted. This will be considered at the next Health Scrutiny Committee meeting on the 4<sup>th</sup> November.

A high level project plan has been completed and will be shared at the next group mobilisation meeting w/c 8<sup>th</sup> November.

**Next steps:**

- Awaiting project plan from Renova (company who will be carrying out the site renovations works to Bath Street).
- Ascertain whether it is necessary to present papers to any other Scrutiny Committees dependant on postcodes of users of the service at Kendrick Wing.
- Commence public consultation

The renovation works for this project are being financed and completed by Renova. As such, the Trust do not share any of the financial risk surrounding the renovation element of the project. Funds secured for the first phase of the project included £30,000 for relocation of existing mammography equipment from Kendrick Wing to Bath Street.

<b>Upcoming Key Milestones</b>	<b>Date</b>	<b>Status</b>	<b>Comments</b>
Public Consultation completed	22 <sup>nd</sup> Jan 2022		
Project completed and allocated capital for this financial year spent.	31 <sup>st</sup> Mar 2022		
Warrington Health Scrutiny Committee approval.	4 <sup>th</sup> Nov 2021		

**Council of Governors**

<b>AGENDA REFERENCE:</b>	<b>COG/21/11/64</b>		
<b>SUBJECT:</b>	<b>Audit Committee Chairs Annual Report and Audit Committee Terms Of Reference</b>		
<b>DATE OF MEETING:</b>	11 <sup>TH</sup> November 2021		
<b>ACTION REQUIRED</b>	<b>Approval</b>		
<b>AUTHOR(S):</b>	<b>John Culshaw, Trust Secretary</b>		
<b>EXECUTIVE SPONSOR</b>	Simon Constable, Chief Executive		
<b>LINK TO STRATEGIC OBJECTIVES:</b>	All		
<b>EXECUTIVE SUMMARY</b>	<p>This report seeks to deliver assurance to the Board and Council of Governors that the Audit Committee has met its Terms of Reference and has gained assurance throughout the reporting period of the efficacy of the Trust's internal system of controls. The Audit Committee approved the Terms of Reference 21 February 2020, ratified by Trust Board in 25 March 2020</p> <p>The overall Head of Internal Audit opinion for the period 1st April 2020 to 31st March 2021 provides <b>Moderate Assurance</b>. This provides assurance that 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 of the organisation's objectives at risk.</p>		
<b>PURPOSE:</b> <i>(please select as appropriate)</i>	Information	Approval X	To note Decision
<b>RECOMMENDATIONS</b>	The Council of Governors <b>ratify</b> the Audit Committee Chairs Annual Report and <b>note</b> the Terms of Reference		
<b>PREVIOUSLY CONSIDERED BY</b>	<b>Audit Committee</b>		
	<b>Agenda Ref.</b>	<b>AC/21/08/68</b>	
	<b>Date of meeting</b>	19 <sup>th</sup> August 2021	
	<b>Summary of Outcome</b>	Approve	
<b>NEXT STEPS:</b> <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	<b>None</b>		
<b>FREEDOM OF INFORMATION STATUS (FOIA):</b>	Release Document in Full		
<b>FOIA EXEMPTIONS APPLIED:</b> <i>(if relevant)</i>	None		



**AUDIT COMMITTEE**

<b>AGENDA REFERENCE:</b>	<b>AC/21/08/68</b>			
<b>SUBJECT:</b>	<b>Audit Committee Chairs Annual Report 2020-21</b>			
<b>DATE OF MEETING:</b>	19 <sup>th</sup> August 2021			
<b>AUTHOR(S):</b>	John Culshaw, Trust Secretary			
<b>EXECUTIVE DIRECTOR SPONSOR:</b>	Simon Constable, Chief Executive Officer			
<b>EXECUTIVE SUMMARY:</b>	<p>This report seeks to deliver assurance to the Board and Council of Governors that the Committee has met its Terms of Reference and has gained assurance throughout the reporting period of the efficacy of the Trust's internal system of controls.</p> <p>The overall Head of Internal Audit opinion for the period 1st April 2020 to 31st March 2021 provides Moderate Assurance. This provides assurance that 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 of the organisation's objectives at risk.</p>			
<b>PURPOSE: (please select as appropriate)</b>	Information	<b>Approval</b> ✓	To note	<b>Decision</b> ✓
<b>RECOMMENDATION:</b>	<b>The Committee reviews the document and ensure it meets its purpose.</b>			
<b>PREVIOUSLY CONSIDERED BY:</b>	<b>Committee</b>	Not Applicable		
	<b>Agenda Ref.</b>			
	<b>Date of meeting</b>			
	<b>Summary of Outcome</b>			
<b>NEXT STEPS:</b> <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	<b>Submit to Trust Board</b>			
<b>FREEDOM OF INFORMATION STATUS (FOIA):</b>	Whole FOIA Exemption			
<b>FOIA EXEMPTIONS APPLIED: (if relevant)</b>	Section 22 – information intended for future publication			

## AUDIT COMMITTEE REPORT 2020-21

### The Committee

The Audit Committee is required to report annually to the Board and to the Council of Governors outlining the work it has undertaken during the year and, where necessary, highlighting any areas of concern. I am pleased to present my Audit Committee Annual Report which covers the reporting period 1 April 2020-31 March 2021.

The Audit Committee is responsible on behalf of the Board for independently reviewing the systems of integrated governance, risk management, assurance and internal control. The Committee’s activities cover the whole of the Trust’s governance agenda, and are in support of the achievement of the Trust’s objectives.

This report details the membership and role of the Committee and the work it has undertaken during the reporting period.

During the reporting period, the Committee has been composed of at least three Non-Executive Directors with a quorum of two. I have been the Chair of the Committee since 1<sup>st</sup> December 2014.

The required relevant and recent financial experience and background necessary for the membership of the Audit Committee is met by myself, the Chair of the Committee and the details of my biography can be found on page 20 (*of the Annual Report and Accounts*).

Member	Attendance (Actual v Max)
Ian Jones, Non-Executive Director & Chair	5/5
Margaret Bamforth, Non-Executive Director	5/5
Terry Atherton, Non-Executive Director	5/5
Anita Wainwright, Non-Executive Director	5/5
Cliff Richards, Non-Executive Director	4/5

Regular attendees at the Committee Meetings were Grant Thornton (External Auditors), Mersey Internal Audit Agency (“MIAA”) (Internal Audit & Anti-Fraud Services), the Chief Finance Officer and Deputy Chief Executive and the Trust Secretary

### Terms of Reference

The Committee’s Terms of Reference were reviewed and agreed in March 2020 to ensure they continue to remain fit-for-purpose and are reviewed two years from their approval.

### Frequency of Meetings & Summary of Activity

The Committee met five times during the year. A summary of the activity covered at these meetings follows:

**Governance & Risk Management**

During the Year the Trust continued to develop and enhance its governance and risk management systems and processes. It also fully appraised its key strategic risks and refreshed its Board Assurance Framework which is fully reviewed by the Board at each of its meetings and the Quality Assurance Committee. In year, there was further alignment of the relevant elements of the Board Assurance Framework to the Committees of the Board.

The Audit Committee monitored and tracked all material governance activity during the reporting period to ensure that the system of internal control, risk management and governance is fit for purpose and compliant with regulatory requirements, aligned to best practice where appropriate and provides a solid foundation to support a **Moderate Assurance** rating from the Head of Internal Audit (HOIA).

**Internal Audit Activities**

MIAA acted as Internal Auditors for the Trust during the year. Internal Audit is an independent and objective appraisal service which has no executive responsibilities within the line management structure. It pays particular attention to any aspects of risk management, control or governance affected by material changes to the Trust’s risk environment, subject to Audit Committee approval. A detailed programme of work is agreed with the Committee and set out for each year in advance and then carried out along with any additional activity that may be required during the year.

In approving the internal audit work programme, the Committee uses a three cycle planning and mapping framework to ensure all areas are reviewed at the appropriate frequency.

Detailed reports, including follow-up reviews to ensure remedial actions have been completed, are presented to the Committee by Internal Audit at each meeting throughout the year. All such information and reports are fully recorded in the minutes and papers prepared for each Audit Committee meeting. The assurance level for each audit completed during the year are listed below:

Substantial Assurance	Moderate Assurance	Limited Assurance	Advisory Support and Guidance Provided to
<ul style="list-style-type: none"> <li>Financial Systems.</li> <li>Estates (Statutory Compliance).</li> <li>Data Quality (A&amp;E Indicators).</li> </ul>	<ul style="list-style-type: none"> <li>SI Action Plan (including Duty of Candour).</li> <li>Escalating Deteriorating Patients.</li> <li>Surgical Standards for Invasive Procedures.</li> <li>Change Management (Clinical Systems).</li> </ul>	<ul style="list-style-type: none"> <li>Extra Duties.</li> <li>Management of Capital Programme - Estates.</li> </ul>	<ul style="list-style-type: none"> <li>Detailed insight into the overall Governance and Assurance processes gained from liaison throughout the year with Senior Officers including members of the Board and regular review of Board papers</li> <li>Ongoing discussion with Lead Officers, Managers and Non-Executive Directors throughout the year</li> <li>Effective utilisation of internal audit including in year communication and changes to the audit plan in respect of Extra duties review</li> <li>Engagement with MIAA Insights benchmarking, best practice and outcome reporting</li> </ul>

			<ul style="list-style-type: none"> <li>• Opportunities / Involvement through MIAA events. Including the Learning Series, Audit Committee Members Network events, and Quality Improvement Network</li> </ul>
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An efficient and effective Assurance Framework is a fundamental component of good governance, providing a tool for Boards to identify and ensure that there is sufficient, continuous and reliable assurance, organisational stewardship and the management of the major risks to organisational success.

The Assurance Framework Review concluded that the organisation's Assurance Framework is structured to meet the NHS requirements, all elements rated Green.

Opinion	
<b>Structure</b>	The organisation's AF is structured to meet the NHS requirements.
<b>Engagement</b>	The AF is visibly used by the organisation.
<b>Quality &amp; Alignment</b>	The AF clearly reflects the risks discussed by the Board.

It was also confirmed that the Trust's Assurance Framework is structured to meet the NHS requirements, is visibly used by the Board and clearly reflects the risks discussed by the Board.

The Internal Audit reports include detailed recommendations to improve systems and address weaknesses identified. Based on these recommendations, actions are agreed with Line Management and the Audit Committee tracks the implementation of the agreed actions to ensure implementation within an appropriate timeframe.

An Assurance Framework opinion test against NHS best practice was undertaken and the standards were met.

### External Audit

Grant Thornton commenced its initial 3-year term as Auditors to the Trust in January 2017. The company then commenced a two year term in October 2020, following a competitive procurement exercise and recommendation by the Council of Governors. The contract contains the option to extend for one year in the third and fourth years.

During the year the Auditors reported on the 2020-21 Financial Statements. No material or significant issues were raised in respect of these Statements and Accounts. Technical support has been provided on an ongoing basis to the Committee and the Trust and representatives of Grant Thornton attended each Audit Committee.

Grant Thornton have since audited these 2020-21 Financial Statements and their report and opinion is enclosed herein. The auditor assurance work on the Quality Report for 2020-21 has ceased, this is following guidance from NHS England and NHSI.

## **Anti-Fraud Activity**

The Committee and the Trust are supported in carrying out Anti-Fraud activity by MIAA's Anti-Fraud Service (AFS) working to a programme agreed with the Audit Committee. The role of AFS is to assist in creating an anti-fraud culture within the Trust: deterring, preventing and detecting fraud, investigating suspicions that arise, seeking to apply appropriate sanctions and redress in respect of monies obtained through fraud. Where such cases are substantiated, the Trust will take appropriate disciplinary measures.

Pro-active work has also included induction and awareness training along with ensuring Trust policies and procedures incorporate, where applicable, anti-fraud measures including the Anti-Fraud, Bribery and Corruption Policy. The Audit Committee received regular progress reports from the AFS and also received an annual report. No significant cases or issues of Anti-Fraud took place or were identified during the year.

## **Issues Carried Forward**

The Audit Committee will continue its work to ensure the overall system of internal controls and the assurance processes remain robust.

In the reporting period there were no significant and material issues raised by the Committee to the Board of Directors or the Council of Governors.

Whilst the outcomes of the Clinical Audit programme falls under the remit of the Quality Committee and are reported and challenged in that forum, this Committee will review its approach purely from an audit perspective and to obtain assurance of methodology and approach as well as its contribution to improving quality.

With respect to the Internal Audit plan for 2021-22, a certain number of risk areas will be kept under review to see if they should be made a priority above those proposed in the 2020-21 Internal Audit Plan which has already been approved. This will be based on alignment with the strategic risk assessment for the Trust.

During 2021-21, alongside the Audit Committee, three main Board assurance committees were in place: (1) Quality Assurance, (2) Finance & Sustainability and (3) Strategic People. All of these Committees were Chaired by Non-Executive Directors and each Committee included at least two Non-Executive Directors. This structure gave strong visibility and focus at Non-Executive level on the key issues facing the Trust. The NEDs meet several times a year to assess a wide range of Trust issues including the appropriateness and effectiveness across the Committees and to address any potential gaps in assurance.

## **Summary**

In year, the Committee has considered a wide range of issues in relation to financial statements, operations and compliance and has sought to gain assurance on each element by working closely with Internal Audit, the other Board Committees and key individuals across the Trust.

Throughout the reporting period, the Chair of the Committee reported in writing on the nature and outcomes of its work to the Board of Directors highlighting any area that should be brought to its attention through a Chair's Committee Assurance Report.

The Chair of the Committee will provide an overview of the work of the Committee to the Council of Governors in November 2021

The Committee has also assessed its own performance during the year and will report to the Board of Directors in September 2021.

The Audit Committee acknowledges the significant amount of work carried out by the Quality Assurance Committee in continuing to refresh and embed the Trust's governance and risk management systems.

I would also like to thank all members of the Committee, along with Directors, staff, internal and external advisors for their responses, support and contributions during a year which proved to be unusually challenging. The pandemic created significant unexpected pressures, and all concerned adapted to the situation in a highly professional manner to ensure that effective risk management and good governance were maintained throughout.

**Ian Jones**

**Chair of Audit Committee  
August 2021**

## TERMS OF REFERENCE

### AUDIT COMMITTEE

#### 1. PURPOSE

The Audit Committee has primary responsibility for monitoring and reviewing the establishment and maintenance of an effective system of integrated governance, risk management and internal control, across the whole of the organisation's activities (clinical and non-clinical), that supports the achievement of the organisation's objectives.

The Audit Committee shall provide the Board of Directors with a means of independent and objective review of assurance processes and risk management across the whole of the Trust's activities (clinical and non-clinical), both generally and in support of the Annual Governance Statement. In addition the Audit Committee shall:

- provide assurance of independence for external and internal audit;
- ensure that appropriate standards are set and compliance with them monitored in all areas that fall within the remit of the Audit Committee ; and
- monitor compliance with corporate governance requirements (e.g. compliance with the terms of the Licence; Constitution; codes of conduct; standing financial instructions; maintenance of registers of interest).

#### 2. AUTHORITY

The Audit Committee is constituted as a standing committee of the Trust's Board of Directors. Its constitution and terms of reference shall be as set out below, subject to amendment at future Board of Directors meetings. The Audit Committee shall not have any executive powers in addition to those delegated in these terms of reference.

**The Committee is authorised by the Board to investigate any activity within its Terms of Reference.** It is authorised to seek any information it requires from any member of staff, and all members of staff are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Directors to obtain external legal or other independent professional advice on any matter within its Terms of Reference to the total of £10,000 per annum, and to request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to the carrying out of its functions.

#### 3. REPORTING

The Committee shall report to the Board of Directors and Council of Governors annually on how it discharges its responsibilities; specifically on its work in support of the annual governance statement, commenting on:

- The fitness for purpose of the assurance framework
- The completeness and 'embeddedness' of risk management in the organisation
- The integration of governance arrangements
- The appropriateness of the evidence that shows the organisation is fulfilling regulatory requirements
- The robustness of the processes behind the quality account

Date: February 2020

Approved: 21.02.2020 V4 Audit Committee; Trust Board 25.03.2020

Review Date: 2 years from approval date

This annual report should also describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee considered in relation to the financial statements and how they were addressed.

The Chair of the Audit Committee shall draw to the attention of the Board any issues that require disclosure or require executive action via a Key Issues Report.

#### **4. DUTIES & RESPONSIBILITIES**

The Committee's responsibilities fall broadly into the following areas:

##### **Integrated Governance, Risk Management and Internal Control**

The Audit Committee will review the adequacy and effectiveness of:

- All risk and control related disclosure statements (in particular the governance statement), together with any accompanying Head of Internal Audit Opinion, external audit opinion or other appropriate independent assurances, prior to submission to the governing body.
- The underlying assurance processes that indicate the degree of achievement of the organisation's objectives, the effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
- The policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications.
- The policies and procedures for all work related to counter fraud and security as required by NHS Counter Fraud Authority

In carrying out this work the Committee will primarily utilise the work of internal audit, external audit and other assurance functions, but will not be limited to these sources. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance, risk management and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee's use of an effective assurance framework to guide its work and the audit and assurance functions that report to it.

As part of its integrated approach, the Committee will have effective relationships with other key committees (for example, the Quality Assurance Committee) so that it understands processes and linkages. However, these other committees must not usurp the Audit Committee's role.

##### **Internal Audit**

The Committee shall ensure that there is an effective internal audit function that meets the *Public Sector Internal Audit Standards, 2017* and provides appropriate independent assurance to the Committee, Accountable (or Accounting) Officer and governing body. This will be achieved by:

- Considering the provision of the internal audit service and the costs involved
- Liaising with the Quality Assurance Committee Chair and the Chair of the Trust's Operational Board to plan and approve the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation, including areas identified in the assurance framework

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- Considering the major findings of internal audit work (and management's response), and ensuring coordination between the internal and external auditors to optimise the use of audit resources
- Ensuring that the internal audit function is adequately resourced and has appropriate standing within the organisation
- Monitoring the effectiveness of internal audit and carrying out an annual review.

### **External Audit**

The Committee shall review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and management's responses to their work. This will be achieved by:

- Considering the appointment and performance of the external auditors, as far as the rules governing the appointment permit (and make recommendations to the governing body when appropriate)
- Discussing and agreeing with the external auditors, before the audit commences, the nature and scope of the audit as set out in the annual plan
- Discussing with the external auditors their evaluation of audit risks and assessment of the organisation and the impact on the audit fee
- Reviewing all external audit reports, including the report to those charged with governance (before its submission to the governing body) and any work undertaken outside the annual audit plan, together with the appropriateness of management responses
- Ensuring that there is in place a clear policy for the engagement of external auditors to supply non audit services.

### **Counter Fraud**

The Committee shall satisfy itself that the organisation has adequate arrangements in place for counter fraud and security that meet NHS Counter Fraud standards and shall review the outcomes of work in these areas.

### **Management**

The Committee shall request and review reports, evidence and assurances from directors and managers on the overall arrangements for governance, risk management and internal control. The Committee may also request specific reports from individual functions within the organisation after taking briefings from Quality Assurance Chair or the Chair of the Trust's Operational Board.

The Committee will also periodically review the Trust's Standing Orders, Standing Financial Instructions, Scheme of Delegation and Standards of Business Conduct (Managing Conflicts of Interest) and examine the circumstances of any significant departure from the requirements of any of the foregoing, and whether those departures relate to a failing, an overruling or a suspension

### **Financial Reporting**

The Committee shall monitor the integrity of the financial statements of the organisation and any formal announcements relating to its financial performance.

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The Committee should ensure that the systems for financial reporting to the governing body, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided.

The Committee shall review the annual report and financial statements before submission to the governing body, focusing particularly on:

- The wording in the annual governance statement and other disclosures relevant to the terms of reference to the Committee
- Changes in, and compliance with, accounting policies, practices and estimation techniques
- Unadjusted mis-statements in the financial statements
- Significant adjustments resulting from the audit
- Letters of representation
- Explanations for significant variances.

### **Raising Concerns (Whistleblowing)**

The Committee shall review the effectiveness of the arrangements in place for allowing staff to raise (in confidence) concerns about possible improprieties in financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently.

Periodically review the Whistleblowing register and the Freedom to Speak Up register.

Other

Review performance indicators relevant to the remit of the Audit committee.

Examine any other matter referred to the Audit committee by the Board of Directors, the Chair of the Quality Assurance Committee or the Chair of the Trust Operations Board and initiate investigation as agreed with the members of the Audit Committee.

Develop and use an effective assurance framework to guide the audit committee's work. This will include utilising and reviewing the work of the internal audit, external audit and other assurance functions as well as reports and assurances sought from directors and managers and other investigatory outcomes so as to fulfil its functions in connection with these terms of reference.

Review the work of the CQC 'Moving to Outstanding' Committee in connection with the Audit Committee's assurance function.

Consider the outcomes of significant reviews carried out by other bodies which include but are not limited to regulators and inspectors within the health [and social care] sector and professional bodies with responsibilities that relate to staff performance and functions.

## **5. MEMBERSHIP**

The Committee shall be composed of all (5) the Trust's independent non-executive directors, at least one of whom should have recent and relevant financial experience (Monitor Code C.3.1), as follows:

- at least one member of the Trust's Quality Assurance Committee will be a member of the Trust's Audit Committee

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- the Chair of the Trust shall not be a member

The Board will appoint one of the Non-Executive Director members of the Committee to be Chair of the Committee. Should the Chair be absent from the meeting the committee may appoint a Chair of the meeting from amongst the Non-Executive Directors present.

Members can participate in meetings by two-way audio link including telephone, video or computer link (excepting email communication). Participation in this way shall be deemed to constitute presence in person at the meeting and count towards the quorum. Should the need arise, the Committee may approve a matter in writing by receiving written approval from all the members of the Committee, such written approval may be by email from the members Trust email account.

The Trust Chair may be invited to attend meetings of the Audit committee if required

The Lead Governor (or nominated deputy) may be invited to attend meetings of the Audit committee where items of specific interest or concern raised by Governors are being addressed.

## **6. ATTENDANCE**

Only members of the Audit Committee have the right to attend meetings, but the following individuals shall normally be in attendance:

- Director of Finance & Commercial Development
- Deputy Director of Governance
- Representative(s) of the external audit service provider
- Representative(s) of internal audit service provider
- Representative(s) of counter fraud service provider
- Trust Secretary
- Secretary to the Board
- Governor Observer

The Chief Executive may also be invited to attend and should in any case, attend at least annually, to discuss with the Audit Committee the process for assurance that supports the Annual Governance Statement.

The Audit Committee may require individual Trust Directors to attend in respect of specific agenda items and, in addition, will normally extend an open invitation to all Trust Directors to attend all meetings.

## **7. QUORUM**

The quorum necessary for the transaction of business shall be two members.

## **8. FREQUENCY OF MEETINGS**

Meetings shall be held at least five times per year with additional meetings where necessary.

The internal auditor and external auditor shall be afforded the opportunity at least once per year to meet with the Audit Committee without Executive Directors present.

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## 9. ADMINISTRATIVE ARRANGEMENTS

Unless prior agreement is reached with the Chair of the Committee, Agenda and Papers will be sent out 5 working days before the date of the meeting. No papers will be tabled at the meeting without prior approval of the Chair. The Committee will be supported by the Secretary to the Trust Board and the Trust Secretary.

## 10. REVIEW / EFFECTIVENESS

The Committee will undertake an annual review of its performance against its duties in order to evaluate its achievements and report on this to the Trust Board.

These terms of reference will be reviewed every two years by the Council of Governors and the Trust Board.

**DATE: 20.02.2020**

**Approved: 20.02.2020; Trust Board 25.03.2020**

**REVIEW DATE: 2 years from Approval date**

Date: February 2020

Approved: 21.02.2020 V4 Audit Committee; Trust Board 25.03.2020

Review Date: 2 years from approval date

### TERMS OF REFERENCE REVISION TRACKER

<b>Name of Committee</b>	Audit Committee
<b>Version</b>	V4
<b>Implementation Date</b>	Immediate
<b>Review Date</b>	February 2022
<b>Approved By</b>	Audit Committee – 20 February 2020

REVISION			
Date	Section	Reason for change	Approved by
16.1.2017	10	<ul style="list-style-type: none"> <li>- Review date amended from at least annually to every 2 years</li> <li>- Committee to be supported by the Secretary to the Trust Board.</li> </ul>	Audit Committee 16.01.2017
22.2.2018	4	<ul style="list-style-type: none"> <li>- Change Quality Committee to Quality Assurance Committee</li> <li>- Internal Audit to include liaison with the Trust's Q&amp;A and TOB committees</li> <li>- Audit Committee to review SORD, SFIs, Standards of Business Conduct (MCoI) arrangements</li> <li>- Review Freedom to Speak Up Register</li> <li>- Review performance indicators relevant to remit of AC</li> <li>- Commission any investigations or 'deep dives' or request any other committee to do so</li> </ul>	Audit Committee 22.02.2018
	5	<ul style="list-style-type: none"> <li>- Develop and use an effective assurance framework to guide the audit committee's work</li> <li>- Review the work of the Trust Board's other Committees</li> <li>- Consider any external reviews by regulators and/or professional bodies that relate to staff performance and functions.</li> </ul>	
	6	<p>Membership</p> <ul style="list-style-type: none"> <li>- The Trust Chair may be invited to attend meetings of the Audit committee if required</li> <li>- The Lead Governor (or nominated deputy) may be invited to attend meetings of the Audit committee where items of specific interest or concern raised by Governors are being addressed</li> </ul>	

Approved date: 22 February 2018  
Review date: 22 February 2020

	10	<p>Attendance – to include:</p> <ul style="list-style-type: none"> <li>- Director of Integrated Governance</li> <li>- Head of Corporate Affairs</li> <li>- Secretary to the Board</li> <li>- A minimum of 75% attendance is required by members of the committee</li> </ul> <p>Committee will review effectiveness annually and report on this to Trust Board and Council of Governors</p>	
23.3.2018	6	<p>Attendance – amendments:</p> <ul style="list-style-type: none"> <li>- Remove Director Corporate Affairs and Head of Corporate Affairs.</li> <li>- Add Executive Medical Director, Executive Lead, Corporate Affairs</li> </ul>	Audit Committee
20.02.2020	6	<p>Attendance – amendments</p> <ul style="list-style-type: none"> <li>- Delete Executive Medical Director, Executive Lead, Corporate Affairs</li> <li>- Change title of Head of Corporate Affairs to Trust Secretary</li> <li>- Replace Director of Integrated Governance with Deputy Director Governance</li> <li>- ADD Governor Observer</li> <li>- Amend Text re: Director attendance</li> </ul>	<p>Audit Committee 20.02.2020 Trust Board 25.03.2020</p>
20.02.2020	9	<p>Administration Arrangements</p> <ul style="list-style-type: none"> <li>- Change title of Head of Corporate Affairs to Trust Secretary</li> </ul>	<p>Audit Committee 20.02.2020 Trust Board 25.03.2020</p>

**TERMS OF REFERENCE OBSOLETE**

Date	Reason
20.02.2020	V3, replace with V4, approved by Audit Committee 20.02.2020 + Trust Board 25.03.2020

### Council of Governors

<b>AGENDA REFERENCE:</b>	COG/21/11/67		
<b>SUBJECT:</b>	<b>Amendment to the Constitution – Governor Responsibilities</b>		
<b>DATE OF MEETING:</b>	11 <sup>th</sup> November 2021		
<b>ACTION REQUIRED</b>	<b>Approval</b>		
<b>AUTHOR(S):</b>	John Culshaw, Trust Secretary		
<b>EXECUTIVE SUMMARY</b>	<p>The Trust’s Constitution states:</p> <p><i>45. Amendment of the constitution</i></p> <p><i>45.1. The Trust may make amendments to its constitution if:</i></p> <p><i>45.1.1 more than half of the members of the Board of Directors of the Trust voting approve the amendments; and</i></p> <p><i>45.1.2 more than half of the members of the Council of Governors of the Trust voting approve the amendments.</i></p> <p>The Paper sets out a proposal to allow, by the way of amendment to the Trust’s Constitution, amendments to the current description of Governors roles and responsibilities to encourage engagement, attendance and cohesive working amongst Governors.</p> <p>The key changes to be made are:</p> <ul style="list-style-type: none"> <li>• Governors must attend at least two Governors constituency meetings in any financial year.</li> <li>• Governors must attend at least two Constituency meetings in any financial year.</li> <li>• Governors must attend at least one observation visit in any financial year.</li> <li>• Addition of the expectation for Governors to use social media responsibly to reflect Trust Values.</li> </ul> <p>These amendments have been proposed and discussed at the Governors Working Party on 26.10.2021.</p>		
<b>PURPOSE:</b> <i>(please select as appropriate)</i>	Information	Approval ✓	To note Decision
<b>RECOMMENDATIONS</b>	<p>The Council of Governors is asked to:</p> <ul style="list-style-type: none"> <li>• Support amendments to the Constitution as outlined above.</li> </ul>		
<b>NEXT STEPS:</b>	<b>Submit to Trust Board</b>		

<i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	
<b>FREEDOM OF INFORMATION STATUS (FOIA):</b>	Release Document in Full
<b>FOIA EXEMPTIONS APPLIED: (if relevant)</b>	None



<b>SUBJECT</b>	<b>Amendment to the Constitution – Governor Roles and Responsibilities</b>	<b>AGENDA REF</b>	<b>COG/21/11/67</b>
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## 1. BACKGROUND/CONTEXT

The Trust's Constitution states:

### 45. *Amendment of the constitution*

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

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

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

To support attendance and engagement from Governors it is proposed that the current description of the role and responsibilities of Governors is updated, by way of amendment to the Constitution, as described in section 2.

Furthermore, in order to safeguard the Trust and its members in an increasingly online society, it is proposed to add the expectation of appropriate use of social media by Governors, as described in section 2, to the Constitution.

## 2. PROPOSALS

It is proposed that all highlighted sections are added to the Constitution.

### Page 16 of the Constitution

#### **14. Council of Governors – duties of governors**

14.1 The general duties of the Council of Governors are:

14.1.1 to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and

14.1.2 to represent the interests of the members of the trust as a whole and the interests of the public.

14.1.3 To undertake the Roles and Responsibilities required of Governors as set out in Annex 5.

## Annex 5 – page 63 of the Constitution

### **Eligibility to be a Governor**

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

1. They are a Director of the Trust or any other NHS Body as defined in this constitution;
2. They are a Governor of another NHS Foundation Trust, unless:
  - a. They are a Local Authority Governor appointed by one of the local authorities specified in Annex 3; or
  - b. They are a Partnership Governor appointed by an NHS Body specified as a partnership organisation in Annex 3;
3. They are the spouse, partner, parent or child of a member of the Council of Governors or Board of Directors of the Trust;
4. They are under sixteen years of age at the time are nominated for election or appointment;
5. They are a member of a local authority's scrutiny committee covering health matters;
6. 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;
7. They fail to agree to comply with the Trust's Code of Conduct for Governors.
8. **They fail to demonstrate compliance with the Trust's Code of Conduct for Governors.**
9. **Their use of social media does not reflect Trust values or The Nolan principles.**
10. 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;
11. 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;
12. They are incapable by reason of mental disorder, illness or injury of managing or administering their property and affairs;
13. They have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;

14. 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;
15. 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;
14. 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'.

#### Annex 5 – Page 64 of the Constitution

#### **Termination of office and removal of Governors**

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

1. They resign by notice in writing to the Trust Secretary;
2. It otherwise comes to the notice of the Trust Secretary at the time the Governor takes office or later that the Governor is disqualified;
3. They fail to meet the expected responsibilities laid out in Annex 5 – Page 66.
4. 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:
  - 4.1 The absences were due to reasonable causes; and
  - 4.2 The Governor will resume attendance at meetings of the Council of Governors again within such a period as it considers reasonable;
- 4.3 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.
4. In the case of an elected Governor, they cease to be a member of the Trust;
5. In the case of an appointed Governor, the appointing organisation terminates the appointment;
6. They have refused without reasonable cause to undertake any training, which the Council of Governors requires all Governors to undertake;

7. 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;
8. 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; or
  - d) The Council of Governors consider that it is not in the best interests of the Trust for him/her to continue as a Governor.

Annex 5 – Page 66 of the Constitution – Addition of Responsibilities of a Governor

Responsibilities

The responsibilities of Governors shall include to:

1. Ensure that they do not miss two consecutive Council of Governors meetings in any financial year.
2. Attend at least two Governor's constituency meetings in any financial year.
3. Attend at least two Constituency meetings in any financial year.
4. Attend at least one Governor's observation visit in any financial year.
5. Use social media responsibly upholding Trust values in line with the Nolan Principles.

Code of Conduct – page 74 of the Constitution – amendment to Paragraph 16.

1. Ensure that when acting in my official capacity, or any other circumstances, I conduct myself in a way that will not bring the office of Governor, the Council of Governors or

the Trust into disrepute. This includes the use of social media as described in paragraph 9 of 'Eligibility to be a Governor' laid out in Annex 5.

### 3. ACTIONS AND RECOMMENDATIONS

The Council of Governors is asked to:

- Support amendments to the Constitution as outlined above for submission to the Trust Board.

## Council of Governors

### DATES 2022-203

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

Meetings at Halton Hospital, Lecture Theatre to be held 3.00pm-5.00pm

Date of Meeting	Agenda Settings	Deadline For Receipt of Papers	Papers Due Out
<b>2022</b>			
Thursday 10 February 2022 3.00pm-5.00pm HALTON EDUCATION CENTRE	w/c 17 January	Tuesday 1 February	<b>Thursday 3 February</b>
Thursday 12 May 2022 4.00pm-6.00pm TCR WARRINGTON	w/c 11 April	Tuesday 3 May	<b>Thursday 5 May</b>
Thursday 11 August 2022 3.00pm-5.00pm HALTON EDUCATION CENTRE	w/c 18 July	Tuesday 2 August	<b>Thursday 4 August</b>
Thursday 10 November 2022 4.00pm-6.00pm TCR WARRINGTON	w/c 17 October	Tuesday 1 November	<b>Thursday 3 November</b>
Thursday 10 November 2022 <b>WARRINGTON</b>			
Thursday 16 February 3.00pm-5.00pm HALTON EDUCATION CENTRE	w/c 17 January	Tuesday 1 February	<b>Thursday 3 February</b>