



Wirral University Teaching Hospital

NHS Foundation Trust

COUNCIL OF GOVERNORS



COUNCIL OF GOVERNORS

 30 October 2023

 14:30 GMT Europe/London



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1. COUNCIL OF GOVERNORS

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Meeting	Council of Governors
Date	Monday 30 October 2023
Time	14:30 – 16:30
Location	Boardroom, Education Centre, Arrowe Park Hospital

Agenda Item

Lead

Exec Lead

- | | | | |
|----|--|-------------------|--|
| 1. | Welcome and Apologies for Absence | Sir David Henshaw | |
| 2. | Declarations of Interest | Sir David Henshaw | |
| 3. | Minutes of Previous Meeting | Sir David Henshaw | |
| 4. | Action Log | Sir David Henshaw | |
| 5. | Chair's Business and Strategic Issues
– Verbal | Sir David Henshaw | |
| 6. | Lead Governor Feedback – Verbal | Sheila Hillhouse | |

Items for Discussion

- | | | | |
|----|---|-------------------|---------------------|
| 7. | Committee Updates | | |
| | 7.1) Finance Business Performance Committee | Sue Lorimer | Mark Chidgey |
| | 7.2) Quality Committee | Dr Steve Ryan | Dr Nikki Stevenson |
| | 7.3) People Committee | Lesley Davies | Debs Smith |
| | 7.4) Audit and Risk Committee | Steve Igoe | Mark Chidgey |
| | 7.5) Estates and Capital Committee | Sir David Henshaw | Matthew Swanborough |
| 8. | Integrated Performance Report | All NEDs | Executive Directors |

Items for Decision

- | | | | |
|-----|--------------------------------|--------------|----------------|
| 9. | Governance Update | Cate Herbert | David McGovern |
| 10. | Renewal of Tenure – Steve Ryan | Cate Herbert | David McGovern |

Wallet Items for Information

- | | | | |
|-----|-----------------------------|-------------------|--|
| 11. | Board of Directors' Minutes | Sir David Henshaw | |
|-----|-----------------------------|-------------------|--|

Closing Business

- | | | | |
|-----|--------------------|-------------------|--|
| 12. | Meeting Review | Sir David Henshaw | |
| 13. | Any other Business | Sir David Henshaw | |

Date and Time of Next Meeting

Monday 29 February 2024, 14:30 – 16:30

Meeting	Council of Governors
Date	Monday 31 July 2023
Location	Birch House, Clatterbridge

Members present:

DH	Sir David Henshaw	Non-Executive Director & Chair
SH	Sheila Hillhouse	Lead Public Governor
EH	Eileen Hume	Deputy Public Governor
SE	Steve Evans	Public Governor
RT	Robert Thompson	Public Governor
PI	Paul Ivan	Public Governor
TC	Tony Cragg	Public Governor
PP	Peter Peters	Public Governor
AN	Anand Kamalanathan	Staff Governor
PB	Phillipa Boston	Staff Governor
GB	Gary Bennett	Local Authority Governor
JM	Julie McManus	Local Authority Governor

In attendance:

SI	Steve Igoe	SID & Deputy Chair
SR	Dr Steve Ryan	Non-Executive Director
CC	Chris Clarkson	Non-Executive Director
SL	Sue Lorimer	Non-Executive Director
RM	Professor Rajan Madhok	Non-Executive Director
JH	Janelle Holmes	Chief Executive Officer
NS	Dr Nikki Stevenson	Medical Director & Deputy Chief Executive
DS	Debs Smith	Chief People Officer
MS	Matthew Swanborough	Chief Strategy Officer
RC	Robbie Chapman	Deputy Chief Finance Officer
CH	Cate Herbert	Board Secretary

Apologies:

PD	Paul Dixon	Public Governor
AT	Ann Taylor	Staff Governor
AT	Andrew Tallents	Public Governor
SE	Sarah Evans	Public Governor
CH	Christine House	Public Governor
HK	Hayley Kendall	Chief Operating Officer
DM	David McGovern	Director of Corporate Affairs
MC	Mark Chidgey	Chief Finance Officer
TF	Tracy Fennell	Chief Nurse
LD	Lesley Davies	Non-Executive Director

Agenda Item	Minutes	Action
1.	<p>Welcome and Apologies for Absence</p> <p>DH welcomed everyone to the meeting. Apologies are noted above.</p> <p>DH noted that this is Steve Evans' last meeting due his tenure ending in September. DH and the Council of Governors thanked Steve for his constant contribution to the Trust over the years and wished him well for the future.</p>	
2.	<p>Declarations of Interest</p> <p>No new interests were declared and no interests in relation to the agenda items were declared.</p>	
3.	<p>Minutes of Previous Meeting</p> <p>The minutes of the previous meeting held on 24th April 2023 were APPROVED as an accurate record.</p>	
4.	<p>Action Log</p> <p>The Council of Governors NOTED the action log.</p>	
5.	<p>Chair's Business and Strategic Issues</p> <p>DH noted the Board's appreciation of the work ongoing in the Trust in the face of operational pressures, particularly around industrial action. The Trust has a good working relationship with NHSE and partners, and with particular improvements in the numbers of patients with no criteria to reside following work with Wirral Council.</p> <p>JH expanded on this work with Wirral Council, noting that since April there has been a reduction from approximately 270 patients with no criteria to reside to 129, and this performance has been sustained for 6 weeks. JH noted the impact this has on the long length of stay figures, but stated there is significant work to be done particularly in the face of winter.</p> <p>JH added that WUTH is the only Trust in the North West achieving its elective recovery activity figures, and is the best in the region for diagnostic performance, with delivery of the national target of 95%. Significant inroads have also been made into the cancer backlogs, however JH noted that the team are aware of the work that is still required, and this is being driven forward.</p> <p>JH also highlighted the Cost Improvement Programme (CIP), and stated that the Trust has transacted £17.7m so far in year against a target of £26m. £17.7m is the largest figure the Trust has ever delivered.</p>	

	<p>RT enquired whether there is an impact on the elective recovery from the industrial action.</p> <p>JH replied that there is an impact, but that the Trust has good engagement from staff in managing this.</p> <p>It was also noted that the Trust is participating in the winter planning of Place.</p> <p>The Council of Governors NOTED the update.</p>	
6.	<p>Lead Governor Feedback</p> <p>SH thanked Governors for their continued attendance at Board and Committee meetings and encouraged Governors to attend where they can. SH also welcomed the two newly appointed Governors from Wirral Council, and noted the improvement in foundational skills and support for Governors.</p> <p>The Council of Governors NOTED the update.</p>	
7.	<p>2023/24 Capital Programme Update</p> <p>MS provided an overview of the current capital programme, consisting of 13 projects. MS indicated the progress of each, and highlighted the UECUP programme, the modular theatre build at Clatterbridge, the pipe replacement scheme in Women’s and Children’s, and the fire safety work.</p> <p>MS also noted the plans being drawn up for refurbishment of the neonatal unit using charitable donations.</p> <p>PP enquired about plans to improve car parking.</p> <p>MS stated that changes to car parking charges are planned, given about 30% of patient spaces are believed to be utilised by staff and contractors. This will be accompanied by a communications plan and should be implemented by September.</p> <p>SI commented that the capital programme work will have a positive impact on the Trust’s Green Plan.</p> <p>JM enquired if there has been dementia engagement in planning these works.</p> <p>MS replied that there has been, and outlined the approach taken.</p> <p>RT enquired if the Surgical Hub is being used by other Trusts, given it is a Cheshire and Merseyside Surgical Hub, and enquired if there is intensive care available at Clatterbridge.</p>	

	<p>JH stated that the Hub is used in a mixed manner, with Countess of Chester being the biggest non-WUTH user, and they provide their surgeons and patients, while WUTH provide the theatre staff. The Trust does also accept patient lists from other Trusts to undertake operations on their behalf.</p> <p>NS replied that Clatterbridge is mainly a day case site and therefore intensive care is unlikely to be required, but that there are trained staff who are able to provide this level of care should it be needed immediately. A patient would be transferred to Arrowe Park should they require critical care.</p> <p>The Council of Governors NOTED the update.</p>	
<p>8.1</p>	<p>Finance Business Performance Committee Update</p> <p>SL stated that the Committee had a good meeting, and that performance in the Trust is positive, but cautioned that the Trust plan is still to achieve a deficit. This is therefore not a plan for long term sustainability and the team are working on a longer term strategy to get the Trust back to a break even position.</p> <p>SL noted the positive elective and cancer performance which was reviewed by the Committee, and the launch of the WAVE programme, which is supporting the achievement of CIP.</p> <p>TC enquired about the risk of maintaining the capital assets.</p> <p>MS replied that the Trust are aware of this and have a plan to manage and prioritise maintenance but that it remains a challenge.</p> <p>JM enquired if the WAVE programme includes procurement, and if this encompasses a push to use more local suppliers.</p> <p>RC stated that it is one of the 9 workstreams in the WAVE programme, and that social value and local support is a part of this.</p> <p>RT enquired if there has been an improvement in the employment of agency staff.</p> <p>RC replied that there have been some challenges in some specialities but that the numbers have been coming down and the Trust is below the national target for agency numbers.</p> <p>It was noted that recruitment does remain a challenge in some specialities and that Vacancy Control Panel is in place to provide scrutiny on all recruitment exercises.</p> <p>DS added that there has been a particular reduction in nursing agency costs as a result of a recruitment drive.</p> <p>The Council of Governors NOTED the update.</p>	

<p>8.2</p>	<p>Quality Committee Update</p> <p>SR noted the work continuing to ensure medicine continuity for those patients already on medications when they are admitted to the Trust. Efforts to improve C. Diff are going well though there is still work to be done, and the Chief Nurse is undertaking a deep dive into this.</p> <p>SR noted the national challenges around children accessing SEND diagnoses, and highlighted the good work being completed in Patient Experience.</p> <p>SH enquired about the falls that are monitored by the Committee.</p> <p>NS replied that a number of falls had occurred on an escalation ward for patients who no longer met the criteria to reside. This has now closed. NS stated that falls are prevalent in those patients with additional nursing requirements, such as those with reduced mental capacity and who are immobile, as well as those experiencing deconditioning, and the nursing team have implemented procedures such as bay tagging to help with this. NS added that there is a weekly meeting to review falls and any themes associated with this.</p> <p>The Council of Governors NOTED the update.</p>	
<p>8.3</p>	<p>People Committee Update</p> <p>DS noted the volunteer staff story provided at the Committee and the improvement in Workforce KPIs. DS also highlighted that the Committee are looking further into the experience of disabled staff and received a deep dive into this, receiving information about the improvements that have been implemented so far and the task and finish group which has been set up with staff.</p> <p>The Council of Governors NOTED the update.</p>	
<p>8.4</p>	<p>Research and Innovation Committee Update</p> <p>DH stated that there was a robust discussion at the Committee around the strategic direction of the research agenda, and noted the Hub will launch in a few months' time. DH also noted the work on collaboration with primary and secondary care.</p> <p>NS noted that recruitment to studies has been an issue, mainly because many previous studies were laboratory based, and studies are now shifted to be more focused on patient participation. NS noted that the recent paediatrics study and critical care study did very well in recruitment, signalling a shift in the way the Trust recruits to studies, and engages with patients.</p> <p>The Council of Governors NOTED the update.</p>	

8.5	<p>Audit and Risk Committee Update</p> <p>SI gave an overview of the work done by the Committee in both April and June, in completing the prescribed work of year end accounting and reporting. SI noted the assurances provided as well by both internal and external audit, particularly on internal controls.</p> <p>SI confirmed that the annual reporting cycle has concluded and that the accounts have been laid before Parliament.</p> <p>The Council of Governors NOTED the update.</p>	
8.6	<p>Charitable Funds Committee Update</p> <p>SL stated that the Committee has met several times since the start of the financial year and has had significant input into the creation of the new Charity Strategy and the new processes that will support this.</p> <p>The Council of Governors NOTED the update.</p>	
8.7	<p>Estates and Capital Committee Update</p> <p>MS stated that the Committee is due to meet on the 2nd August, and the Committee will receive updates on the capital programme as well as the estates and facilities directorate's work.</p> <p>The Council of Governors NOTED the update.</p>	
9.	<p>Telephony Update</p> <p>MS gave an overview of the report, noting the improvements that have been put in place to support the issues in call handling that have been identified. A range of actions have been put in place, and MS noted that these have been planned in over the medium term.</p> <p>JH added that the Trust has received funds for the implementation of the Patient Portal, which will help with the number of calls coming through to the switchboard, as many patients will be able to manage their appointments and care via the app.</p> <p>The Council of Governors NOTED the update.</p>	
10.	<p>Integrated Performance Report</p> <p>No further updates were required following the reports provided to the meeting.</p> <p>The Council of Governors NOTED performance to the end of June 2023.</p>	
11.	<p>Terms of Reference</p>	

	<p>It was noted that this is a standard document, collating the duties and requirements for the Council of Governors from both guidance and the constitution into a single document.</p> <p>The Council of Governors APPROVED the Terms of Reference.</p>	
12.	<p>Board of Directors' Minutes</p> <p>The Council of Governors NOTED the Board of Directors' Minutes.</p>	
13.	<p>Meeting Review</p> <p>Attendees felt the meeting achieved its aims and held discussions at the correct level.</p>	
14.	<p>Any other Business</p> <p>No further business was discussed.</p>	

(The meeting closed at 16.10.)

No.	Date of Meeting	Minute Ref	Action	By Whom	Action Status	Due Date
			<i>No actions required from the July meeting.</i>			

Report Title	Finance Business Performance Committee Update
Author	Sue Lorimer, Chair of Finance Business Performance Committee

Executive Summary/Current Position

- At Month 6 the Trust is reporting a deficit of £13.439m, a positive variance against plan of £0.152m. The position includes £5.059m of income to mitigate lost activity caused by industrial action. This amount has yet to be confirmed in full by NHSE or the ICB.
- The Trust's reported risk against achievement of statutory targets are:

Statutory Financial Targets	RAG (M3)	RAG (Forecast)	Target Measure
Financial Stability			Achieve in-year financial plan
Agency Spend			Agency spend <= 3.7% of total pay
Financial Sustainability			Medium term financial recovery plan
Financial Efficiency			Variance from efficiency plan
Capital			Capital spend on track and within CDEL limit
Cash			Positive Trust cash balance

Overview of Assurances Received and Committee Activity

- The Committee noted the good financial performance to month 6. The deficit achieved of £13.4m represented a small positive variance against plan. The position included an assumption of income in respect of activity lost due to industrial action.
- The Committee received the quarterly financial forecast at month 6 and noted risks to performance of £8.8m. The team set out areas where they were seeking mitigations to enable a performance closer to plan.
- The Committee approved a business case for the increase of 7 staff in the Pharmacy Aseptic Unit at a cost of £307k to enable Saturday working and to meet external demand generating a surplus of £600k. This will now be submitted to the Board of Directors for final approval.
- CIP performance has continued well, and the Committee commended the team on this. Of the target sum of £26.1m, £23.1m is forecast. This is slight reduction from the month 2 forecast but is still a good achievement at 4.4% of operating expenditure. Work to identify the 2024/25 CIP target has commenced.
- The Committee received a deep dive into the Estates and Facilities negative financial performance. This was reviewed and agreed that some of the budget headings had expenditure outside of the control of the management team in Estates. However, with regard to the remaining variance, particularly a gap in CIP, the team provided a series of mitigations to be implemented in order to improve the position.
- The Committee noted that while elective performance remained good in comparison to regional peers, it had inevitably slipped due to industrial action and a shortfall in activity from the Countess of Chester. Industrial action remains a key risk. It was noted that in terms of the Cancer Standards the specialties of most concern remain Urology and Colorectal.
- The Committee reviewed its terms of reference and its cycle of business.

Other comments from the Chair

- The Committee was impressed by the continued drive of the Executive and Operational teams to perform as well as possible in spite of the extraordinary pressure on ED and the continuing industrial disputes.

Statement of Assurance

- The Committee was assured that financial and elective performance is good, the processes in place are sound and that where there is performance below target the team is actively seeking to improve it.

Report Title	Committee Updates – Quality Committee
Author	Dr Steve Ryan, Chair of Quality Committee

Executive Summary/Current Position

- The Trust continues to implement oversight of quality through the existing governance structures including Quality Committee as the subcommittee of the Board of Directors and Patient Safety and Quality Board as the Executive Director led assurance group.
- Assurances have been received in relation to a range of quality indicators through a variety of reports to the Committee which are detailed further in this report. These include annual reports on Infection Prevention and Control, Organ Donation and Safeguarding as well as other key issues drawn from various reports to Committee.
- Key escalations have included C Diff and delays in responding to complaints as detailed below.

Items for Escalation/Action

- There remains an issue with levels of infection with *clostridioides difficile* and gram-negative bacteria (e.g. *escherichia coli*) being above our planned trajectories. Despite the assurances provided on the prevention and control measures seen in the comprehensive annual infection and prevention control report, the impact of lack of isolation facilities and high levels of bed occupancy increase the risk of health-care associated infection and require continued vigilance and attention. The Trust await the final report by NHSE/I of *c difficile* control measures across the Wirral health and care system, following their inspection earlier in the year. Measures were enacted following informal feedback of this inspection & our own after-action reviews. The areas of action include isolation, environment, bare below the elbows, cleaning strategy and sampling.
- Compared to the previous year progress continues to be made in dealing with delays in responding to complaints beyond our 40-day Trust-set deadline during the first two quarters of 2023/2024. Work continues with the divisional teams to address more quickly complaints where patients have been receiving complex multispecialty care. The number of complaints made in 2022/23 (240) represents a small proportion of our more than 1 million patient episodes, though each is an important issue for the patient and their carers/family. Seventy-nine of these were reported from our Emergency Department, which remains under sustained pressure with prolonged waiting times. Benchmarking against other similar Trusts in the region demonstrates rates of patient complaints equivalent to or lower than these organisations.
- A technical breach in Duty of Candour had occurred in quarter. Although the patient had received direct verbal feedback and an apology – this had not been followed up with a letter. Review had indicated that an extant informatics process would likely have prevented the issue and feedback and sharing of this has therefore been undertaken.

New/Emerging Risks

- The industrial action by several staff groups is having an increasingly acknowledged impact on access times for elective and emergency care. In the latter case it is having we believe a material impact on the need for corridor care in the Emergency Department, on the ability to

mobilise escalation capacity and move patients at the right speed along their inpatient pathway. Coinciding industrial action between staff groups will likely have an even greater impact. The impact on unscheduled and elective times is monitored constantly and reported each month at the Trust Board. Incident reporting systems and harm review processes give assurance that we can effectively monitor the impact of the industrial action and work to ameliorate that impact where possible.

Overview of Assurances Received and Committee Activity

- The Annual Infection Prevention and Control (IPC) Report provided a coherent and comprehensive description of our IPC measures. Positive assurances provided included that the IPC central team was fully staffed, after previously carrying long term vacancies and a number of metrics demonstrated that our leadership and delivery on antimicrobial stewardship is progressing well. Assurance was sought and provided that changes to on-call IPC advice systems had good oversight and issues arising had been solved appropriately. Of note during the year, 1,725 staff had received aseptic non-touch technique training. Assurance was also sought on how IPC input was played into decisions about planned preventative maintenance by the estates team. An example was given of how a risk-base approach was used to design a maintenance schedule to protect patients at high-risk of infection (ward 30).
- Assurance was received that despite the known issues with high pressure and prolonged wait-times in our emergency department, resulting in 79 complaints (see above), the CQC Urgent and Emergency Care patient Experience Survey demonstrated that using regional benchmarking, WUTH was the top organisation regionally for 5 of the 9 sections reported and within the top 9 for the remaining 4. This is a testament to professionalism and patient-centeredness of our staff working in the department.
- The Committee received assurance that the WISE accreditation programme continues itself to be reviewed and improved. Developments include a increasing focus on patient outcomes as well as care-delivery processes and a move from an individual assessor to assessment by a team.
- The Committee received the Annual Organ Donation Report and gained assurance that the Trust benefits from a high level of commitment from its leaders and clinical teams and from its donor champions. Metrics show a high level of compliance with agreed processes in our two key areas – Critical Care and the Emergency Department, but 100% compliance is sought. Where this is not the case, feedback, education and support are provided.
- The comprehensive Annual Safeguarding Report showed good progress had been made in improving rates of mandatory training at all 4 levels and also that action to appoint an additional Adoption Medical Adviser had meant that all outstanding overdue assessments had been completed.
- The Trust has now gone live with the processes and systems of the National Patient Safety Incident Response Framework, following appropriate engagement and learning. Feedback was given that this was as much a cultural shift, as a change of system. There is already a feeling that this paradigm shift that would align well with the Trusts values and ambitions. It was suggested that a seminar for the Board, in learning about the nature and impact of this change would be beneficial.

Other comments from the Chair

- The reports provided to the committee were high quality and contained the necessary detail for the committee to test the assurances that were provided. Each was an honest account outlining (often substantial) progress but also highlighting areas for continued focus and

need for improvement. High quality leadership is clearly displayed within these reports. The preparation and assembly of the QAC papers is also a very high standard.

Statement of Assurance

- As Chair I can confirm that the Quality Committee is receiving clear and relevant reports, base on its annual work program which are related to clinical quality and safety, which it is able to interpret and scrutinise and hence provide the necessary assurance to the Trust Board.

Report Title	People Committee Update
Author	Lesley Davies, Chair of People Committee

Executive Summary/Current Position

- The Integrated Performance Dashboard demonstrates continued improvement in relation to workforce indicators:
 - Sickness Absence in September 2023 was 6.15% against a target of 5% and is mainly driven by short term sickness absence.
 - Turnover in September 2023 was 1.19% against a target of 0.83% and was driven by an expected junior doctor rotations.
 - Mandatory Training was compliant with Trust target in June 2023 at 96.26% against a target of 90%.
 - Appraisal was compliant with Trust target in September 2023 at 88.5% against a target of 88%.
- Below is a summary of 'People' activity, which addresses the issues above and relates to the delivery of the People Strategy 2022-2026.

New/Emerging Risks

- The risks associated in the move in payroll supplier, which has also been discussed at audit, was of concern. The Committee discussed the risk in a one event move. The CPO is investigating how to mitigate the risk of disruption and is putting extra checks in place. However, given the complexity of the move, this remains a risk for the Trust.
- Ongoing monitoring of the vacancy rate of Clinical Support Workers – significant work is being undertaken to minimise turnover.

Overview of Assurances Received and Committee Activity

- The Committee received an update on the situation and discussed the on-going medical industrial action which continues to put pressure on the Trust and is resulting in considerable additional workload, not only for those working across the Trust, but also in the Workforce Directorate, particularly the employment services and communications team.
- The Committee was given assurance on the continued implementation of the Trust's strategic retention plans, which includes a number of interventions, including improved exit interviews. It is too early to assess if the measures taken are having the impact the Trust would want to secure and, as this is such an important area of work for the Trust, the Committee will review the impact of strategic plans and the changes made this year in a later Committee meeting. However, the Committee was assured that there is a clear focus on retention of staff including welcoming new staff to the Trust with the implementation of the 'perfect start'.
- The Committee discussed Freedom to Speak Up and the importance of embedding this work. The Committee took good assurance and recognised the excellent work that had already taken place to embed an open and transparent culture to ensure staff feel confident in speaking up. The Committee regularly monitors the progress being made in this area

through the Freedom to Speak Up Report. Ensuring staff recognise that we all have an added responsibility to listen. The CPO is considering how best to build the 'Responsibility to Listen' into the Trust's strategy going forward and the work in this area will be reported to the Committee as part of the regular reporting.

- The Committee was also given good assurance on the management of the Trust's disciplinary and grievance processes. The Trust has a good track record of minimising tribunals and in securing positive outcomes.
- The Committee received an overview of the workforce Flu and COVID vaccine programme 2023, which has now launched.
- The Committee thanked the Board Secretary who developed the committee paper top sheet so that it now focuses on the key aspects of reports and draws attention to what is working well and potential risks; the change benefitted the Committee's discussions.

Other comments from the Chair

- The Committee thanked the staff for its continued work and for providing good assurance on the key priority areas for the Trust.

Statement of Assurance

- I confirm that the Committee are assured on the processes being monitored by the Committee.

Report Title	Audit and Risk Committee Update
Author	Steve Igoe, Chair of Audit and Risk Committee

Overview of Assurances Received and Committee Activity

This report updates on the work of the Audit and Risk Committee at its meeting on 20 September 2023. The work of the Audit and Risk Committee as well as being documented in its terms of reference is prescribed by Accounting /Auditing Standards and Regulatory requirements.

Internal Control and Risk Management

The Committee discussed the Chair's report from the Risk Management Committee. Many of the items raised in the report were the subject of debate and discussion by the Committee in other items and indeed the People risks were the subject of a report and deep dive on previously reported recommendations and risks. It was noted that 40% of the significant risks in the report related to Estates and Facilities, and as a result the Committee requested a deep dive into those risks and mitigations in the area to come to a future meeting of the Audit Committee. It was however noted that there is a strong risk management culture in the Trust, and this was evident in the report and responses.

The Committee was updated on procurement spend controls and waivers. It was noted that the Trust continues to perform strongly against NHS benchmarks. A detailed analysis of waivers was presented and discussed with the vast majority of spend related to specific capital projects and specialist staffing requirements. Discussion confirmed that whilst the report was thorough and detailed it might benefit from further work to minimise repetition of detail included therein. The Committee were assured that the Trust in relation to these waiver items was achieving value for money and that due consideration had been given to the relevant and appropriate levels of financial scrutiny and authorisation.

The Committee scrutinised the standing report on financial losses and special payments. Much of these losses were immaterial however the Committee did note and discuss the protracted nature of the recovery of sums owed by WBC. It would appear that there continues to be a dispute over these sums which constitute over 73% of outstanding debt at £566k. Finance colleagues were asked to review a pragmatic solution to achieving a negotiated settlement on these disputed items and to report back to Audit Committee at its next meeting.

Anti-Fraud Progress Report

MIAA provided their regular update on Anti-Fraud issues and work being undertaken. The Trust reported 12 green outcomes against the 12 return standards. A positive position. The AFS will review the Anti-Fraud policy to reflect the new standard, and this will come to the Committee for ratification in due course.

Work continues on the National Fraud Initiative matching process which must be completed by the end of the current financial year.

Internal Audit

MIAA provided an overview of recent activity undertaken across the Trust.

A review of medical devices received a moderate assurance outcome primarily as a result of one high risk action relating to “patching”. Positively this issue and recommendation was responded to in a timely manner with the issue being rectified by the 31st August 2023.

A review of e-rostering was also rated as moderate assurance again due to the inclusion of one high risk recommendation. As with medical devices, the Trust responded to this in a timely manner with associated actions being completed in August 2023.

A review of “fit and proper persons” activity and processes was undertaken again resulting in moderate assurance. The updated detailed policy was discussed later in the agenda with associated actions being dealt with in advance of the meeting and an updated policy subsequently ratified later in the discussions.

Audits against the data security and protection toolkit standards and capital programme governance both yielded substantial assurance. Excellent outcomes given the size and importance of both of these areas and colleagues are to be commended for these positive results.

People related actions deep dive

At the request of the Committee, colleagues in the HR and Workforce Directorate updated on the completion of actions arising from the work of the extraordinary audit committee previously and the outcomes of ongoing business as usual activity now being reported through the People committee and Risk committee. Assurance was taken that previous issues had been resolved, for example in relation to “right to work” checks and system developments. The Committee were appraised that some recommendations previously made, for example in relation to payroll processing, had now been superseded through the decision to terminate the SLA with the Countess of Chester and tender for payroll services. The Committee welcomed the presentation and assurances from the Deputy Director and agreed to review the BAF risks on workforce later in the year.

Items for Escalation/Action

There are no items for escalation from the Committee to the Board of Governors. All substantive issues are highlighted in this report.

New/Emerging Risks

Board Assurance Framework (BAF)

A refreshed version of the Trust’s BAF was presented and discussed. The Committee confirmed the key risks being managed and in particular noted positive movements in the overall risk profile of the Trust reflecting continued work to manage risk and apply mitigations where possible.

Fit and Proper Persons Policy

In the light of the changes to the Fit and Proper Persons Test published by NHSE on 2nd August, a revised and updated version of the Trust’s Fit and Proper Persons Policy in line with this new guidance was presented and approved.

Managing Conflicts of Interest

The Committee was assured of continuing good progress in identifying and recording matters in relation to the management of conflict of interest. This is a substantial exercise given the number of

staff covered by the regulations. At the time of the meeting 57% of affected staff had responded although it was noted that the date at which compliance would be judged was 31 March 2024.

Other comments from the Chair

The above summarises the detailed scrutiny work undertaken by the Audit Committee at its meeting on 20th September 2023.

Statement of Assurance

As Chair I can confirm that the Audit and Risk Committee is discharging its function as set out in Government and NHS Audit manuals and in accordance with its agreed terms of reference. Assurance is being obtained and triangulated from a range of internal and external sources including but not limited to Specialist Audit, Internal Audit, External Audit and Anti-Fraud activities as well as from deep dive activities into areas of Risk as set out in the Board Assurance framework.

Report Title	Estates and Capital Committee Update
Author	Sir David Henshaw, Chair of Estates and Capital Committee

Executive Summary/Current Position

- The Director of Estates provided assurance to the Committee on the performance and risks related to Capital and Estates. This included the Estates Divisions performance against key metrics and indicators, such as maintenance, financial performance, and statutory compliance.
- This highlighted the improvements made across the Division in relation to Hard and Soft FM safety, patient experience, efficiency, effectiveness, and governance, which were evaluated as part of the annual NHS England Premises Assurance Model (PAM).
- The Director of Estates also provided an overview of the Wirral Place and ICB Strategic Estates Group and analysis undertaken to understand NHS and Council estate across Wirral. This will be used by the Wirral Place Partnership Board to discuss and agree ways to improve estate and estate investment.
- The Associate Director of Estates detailed the progress with the 23/24 Capital Programme, which includes 15 capital (infrastructure) project with a value of ~£19m. This included information on the completion of the Phase 2 Modular Theatres construction in early October 2023.
- As part of this update, the A/Director also provided an analysis of backlog maintenance challenges across the Arrowe Park Clatterbridge Hospital campuses. Detailing the levels of risk and estimated costs of replacements and repairs to eradicate the backlog. For 23/24, this totalled approximately £46.5m.
- The COO provided an update on the Urgent and Emergency Care Upgrade Programme (UECUP) and detailed progress with the construction as well as highlighting the programme status and steps taken to reduce completion delays.

Items for Escalation/Action

- The Chair noted that the Wirral Place and ICB Strategic Estates Group should be taken through the Wirral Place Partnership Board for discussion and agreement of next stapes.

New/Emerging Risks

- The Committee noted the increasing backlog maintenance risks and requested ongoing monitoring through the Committee, along with a request for the Chief Strategy Officer to examine plans for staged redevelopment of Arrowe Park Hospital.

Overview of Assurances Received and Committee Activity

- The Committee noted the following reports:
 - Estates Division Performance Report
 - Capital Programme Financial Position
 - UECUP Progress Report
 - Backlog Maintenance Report
 - MIAA Capital Programme Governance Audit

Statement of Assurance

- I confirm that the Committee are assured on the processes being monitored by the Committee.

Council of Governors
30 October 2023

Item No 8

Title	Integrated Performance Report
Area Lead	Executive Team
Author	John Halliday - Assistant Director of Information
Report for	Information

Report Purpose and Recommendations
<p>This report provides a summary of the Trust's performance against agreed key quality and performance indicators to the end of September 2023.</p> <p>It is recommended that the Council of Governors:</p> <ul style="list-style-type: none"> notes performance to the end of September 2023

Key Risks
<p>This report relates to the key risks of:</p> <ul style="list-style-type: none"> Quality and safety of care Patient flow management during periods of high demand

Contribution to Integrated Care System objectives (Triple Aim Duty):	
Better health and wellbeing for everyone	Yes
Better quality of health services for all individuals	Yes
Sustainable use of NHS resources	Yes

Contribution to WUTH strategic objectives:	
Outstanding Care: provide the best care and support	Yes
Compassionate workforce: be a great place to work	Yes
Continuous Improvement: Maximise our potential to improve and deliver best value	Yes
Our partners: provide seamless care working with our partners	Yes
Digital future: be a digital pioneer and centre for excellence	No
Infrastructure: improve our infrastructure and how we use it.	No

1	Narrative
1.1	Following further discussion with the Executive Team and the Board, the performance metrics for inclusion, format and title of the report have amended. The metrics are now grouped under the responsible Executive Director, with the relevant CQC domain noted against each metric.

Grouping the metrics by CQC domain shows the following breakdown for the most recently reported performance.

Summary of latest performance by CQC Domain:

CQC Domain	Number achieving	Number not achieving	Total metrics
Safe	3	4	7
Effective	0	1	1
Caring	2	2	4
Responsive	4	18	22
Well-led	3	0	3
Use of Resources	4	1	5
All Domains	16	26	42

2	Implications
2.1	The issues and actions undertaken for those metrics that are not meeting the required standards are included in additional commentaries and reports to the full Board of Directors meeting.
3	Conclusion
3.1	Monitoring of the key performance metrics will be continued monthly within the Integrated Performance Report, and at the regular operational meetings with the Clinical Divisions.

Integrated Performance Report - October 2023

Approach

The metrics for inclusion have been reviewed with the Executive Director team. Performance is represented in SPC chart format to understand variation, and a summary table indicating performance against standards. The metrics are grouped into Executive Director portfolios, with individual metrics showing under their CQC Domain. Commentary is provided at a general level and by exception on metrics not achieving the standards set.

Summary of latest performance by CQC Domain:

CQC Domain	Number achieving	Number not achieving	Total metrics
Safe	3	4	7
Effective	0	1	1
Caring	2	2	4
Responsive	4	18	22
Well-led	3	0	3
Use of Resources	4	1	5
All Domains	16	26	42

Key to SPC Charts:



Issues / limitations

SPC charts should only be used for 15 data points or more. Some of the reported metrics only apply from 2022, so will take time to build up. SPC format does not support including a target where it is variable over time, eg a reducing trajectory for long waiters. Alternative formats of charts are included where they are more appropriate.

Changes to Existing Metrics:

Metric

Clostridioides difficile (healthcare associated)
 % Appraisal compliance

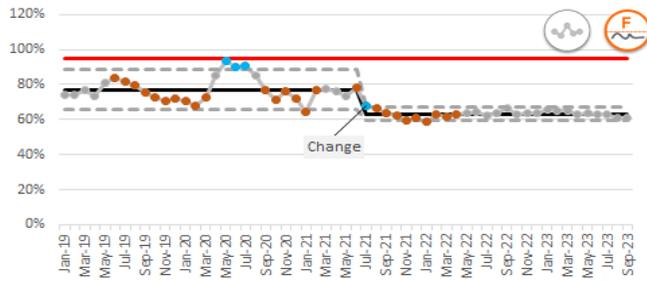
Amendment

Threshold target for 2023/24 is now confirmed - maximum 71 cases for the year.
 Likely change of the target threshold to 90% from Q3 2023/24

Chief Operating Officer (1)

CQC Domain : Responsive

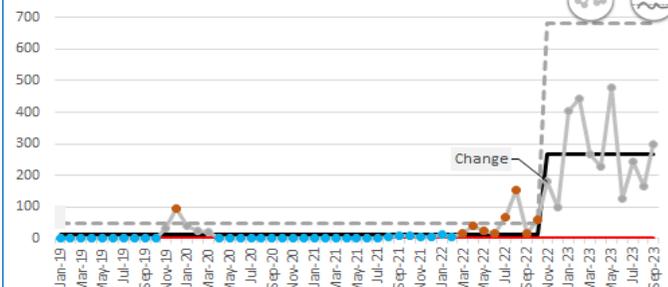
4-hour Accident and Emergency Target (including APH UTC)



Sept-23
61.3%
Variance Type
 Common cause
 variation
Threshold
 ≥95%
Assurance
 Performance consistently
 fails to achieve the target

CQC Domain : Responsive

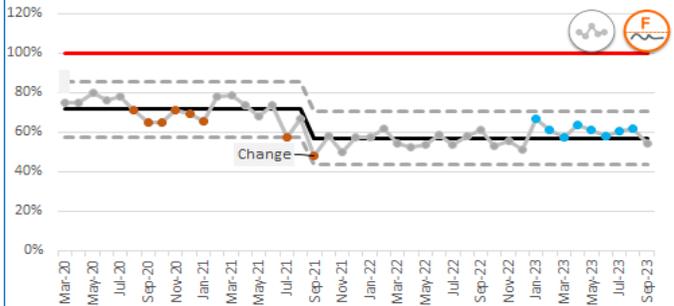
Patients waiting longer than 12 hours in ED from a decision to admit



Sept-23
297
Variance Type
 Common cause
 variation
Threshold
 0
Assurance
 Hit & miss target subject
 to random variation

CQC Domain : Responsive

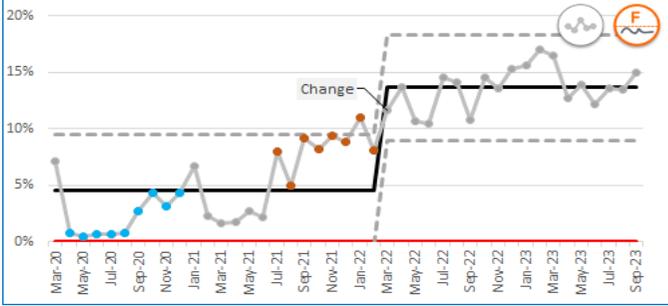
Time to initial assessment for all ED patients - % within 15 mins



Sept-23
54.1%
Variance Type
 Common cause
 variation
Threshold
 100%
Assurance
 Performance consistently
 fails to achieve the target

CQC Domain : Responsive

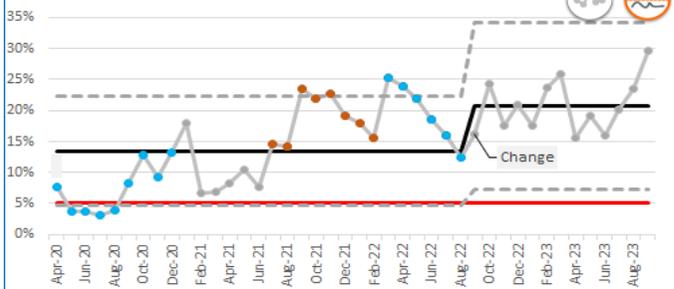
Proportion of patients more than 12 hours in ED from time of arrival



Sept-23
15.0%
Variance Type
 Common cause
 variation
Threshold
 0%
Assurance
 Performance consistently
 fails to achieve the target

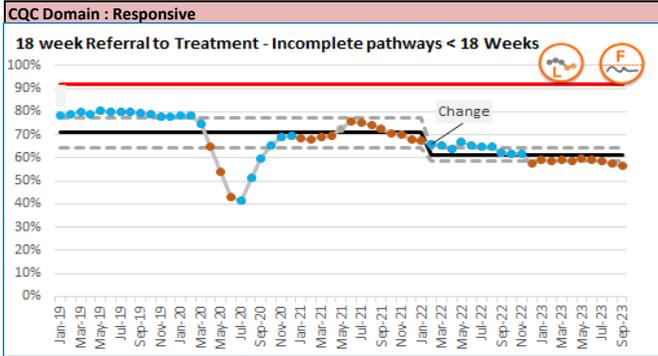
CQC Domain : Responsive

Ambulance Handovers: > 30 minute delays

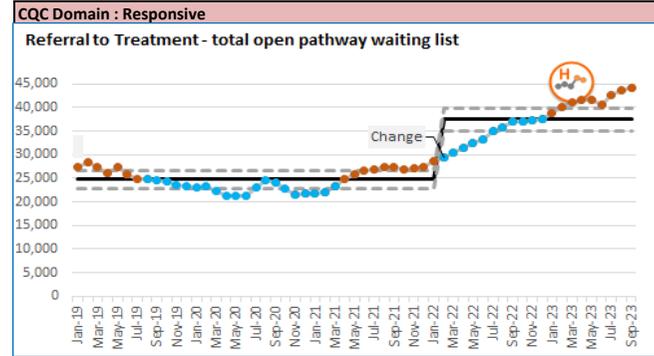


Sept-23
29.6%
Variance Type
 Common cause
 variation
Threshold
 ≤5%
Assurance
 Performance consistently
 fails to achieve the target

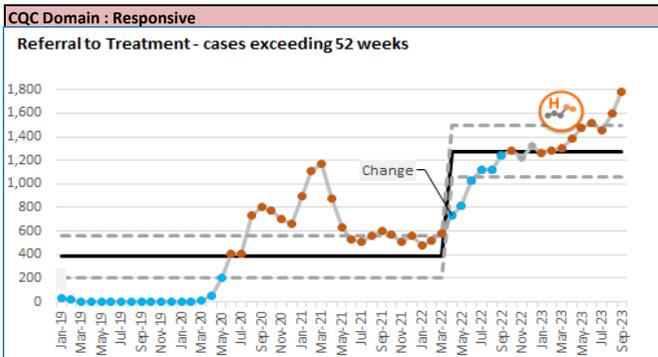
Chief Operating Officer (2)



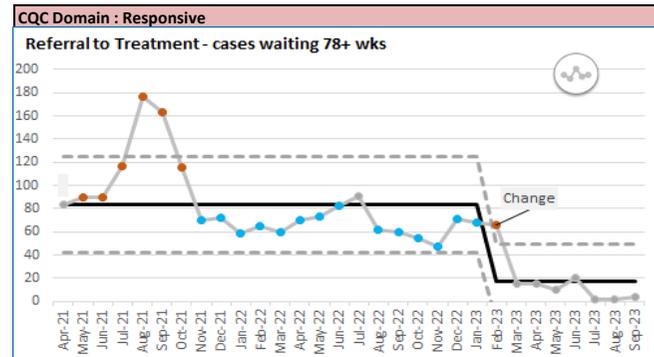
Sept-23
56.68%
Variance Type
 Special cause
 variation - concerning
Threshold
 ≥92%
Assurance
 Performance consistently
 fails to achieve the target



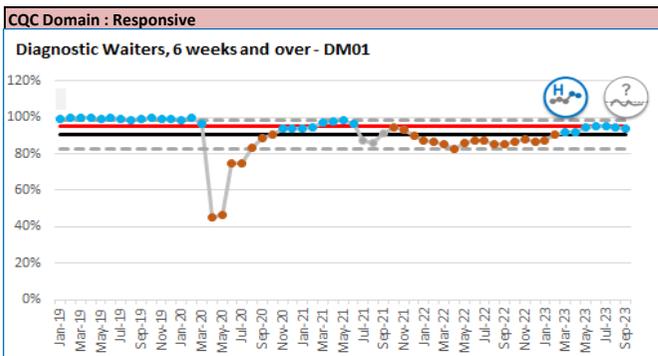
Sept-23
44147
Variance Type
 Special cause
 variation - concerning
Threshold
 ≤ 39104
Assurance
 Trajectory target not
 appropriate for SPC Assurance
 reporting



Sept-23
1781
Variance Type
 Special cause
 variation - concerning
Threshold
 1330
Assurance
 Trajectory target not
 appropriate for SPC
 Assurance reporting

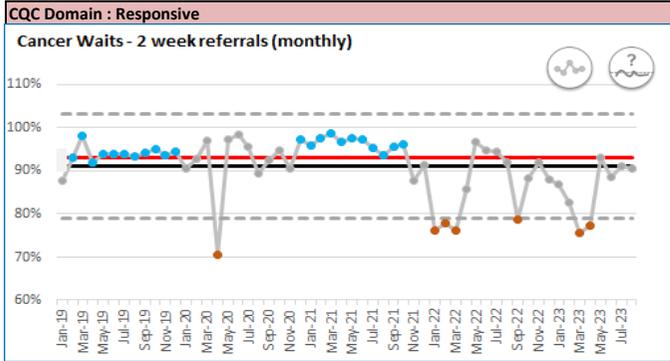


Sept-23
4
Variance Type
 Common cause
 variation
Threshold
 0 (exc choice / complex)
Assurance
 Trajectory target not
 appropriate for SPC Assurance
 reporting

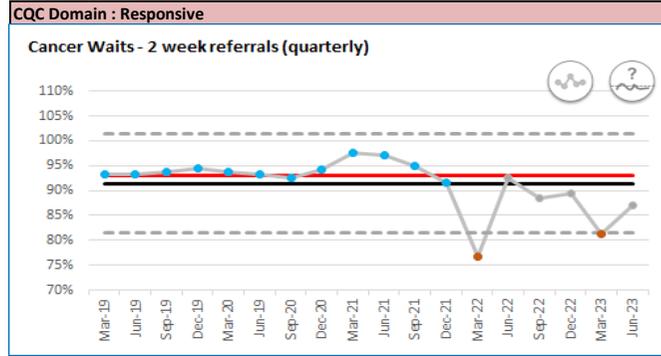


Sept-23
93.9%
Variance Type
 Special cause
 variation - improving
Threshold
 ≥95%
Assurance
 Hit & miss target subject
 to random variation

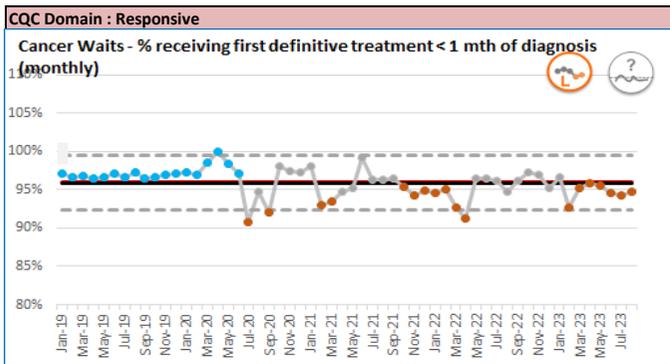
Chief Operating Officer (3)



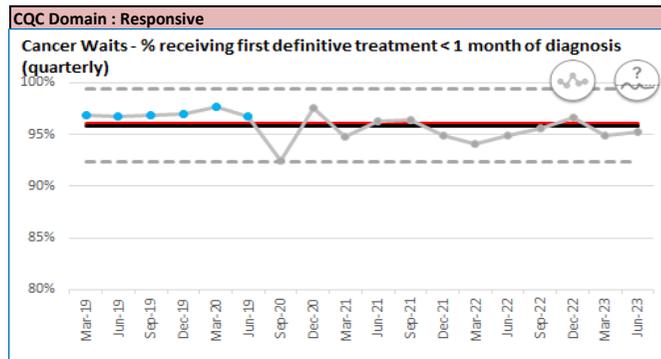
August-23
90.6%
Variance Type
Common cause variation
Threshold
≥93%
Assurance
Hit & miss target subject to random variation



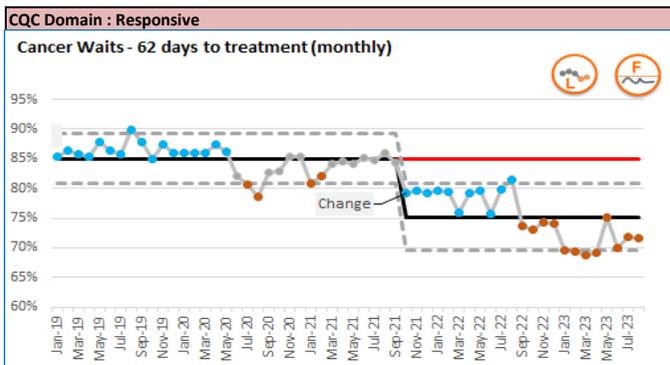
June-23
86.9%
Variance Type
Common cause variation
Threshold
≥93%
Assurance
Hit & miss target subject to random variation



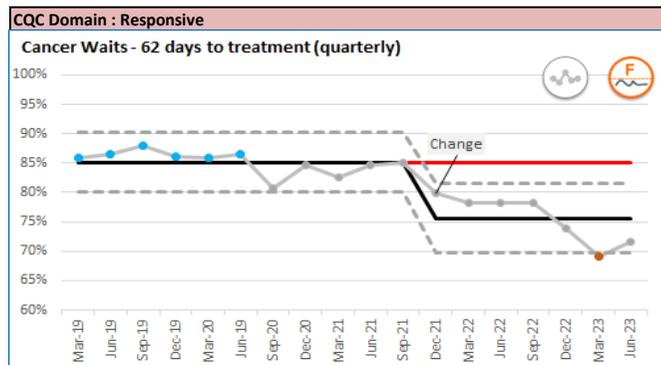
August-23
94.7%
Variance Type
Special cause variation - concerning
Threshold
≥96%
Assurance
Hit & miss target subject to random variation



June-23
95.2%
Variance Type
Common cause variation
Threshold
≥96%
Assurance
Hit & miss target subject to random variation

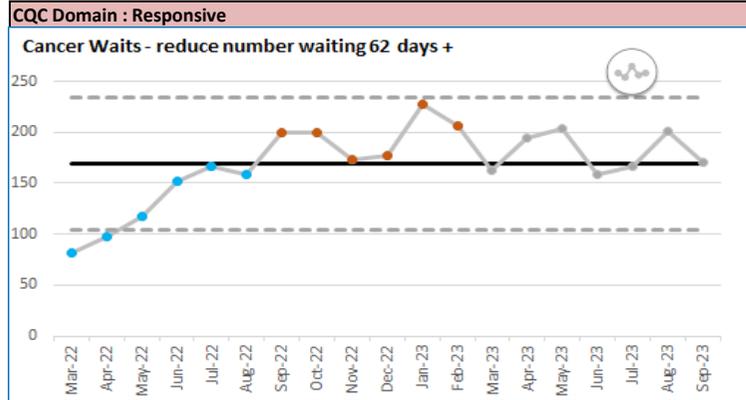


August-23
71.6%
Variance Type
Special cause variation - concerning
Threshold
≥85%
Assurance
Performance consistently fails to achieve the target

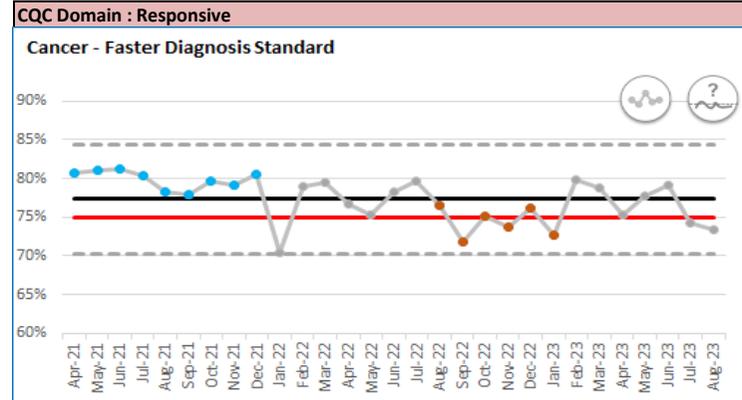


June-23
71.7%
Variance Type
Common cause variation
Threshold
≥85%
Assurance
Performance consistently fails to achieve the target

Chief Operating Officer (4)

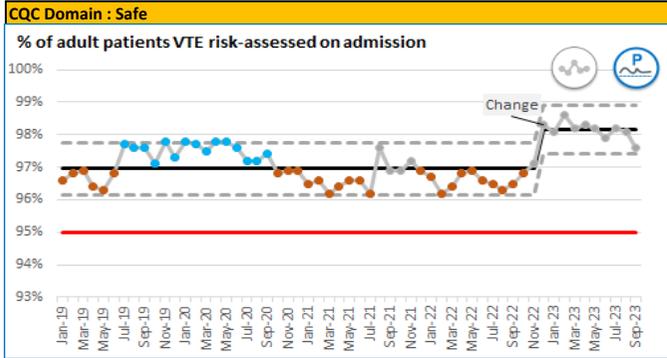


Sept-23
170
Variance Type
Common cause variation
Threshold
176
Assurance
Trajectory target not appropriate for SPC Assurance reporting

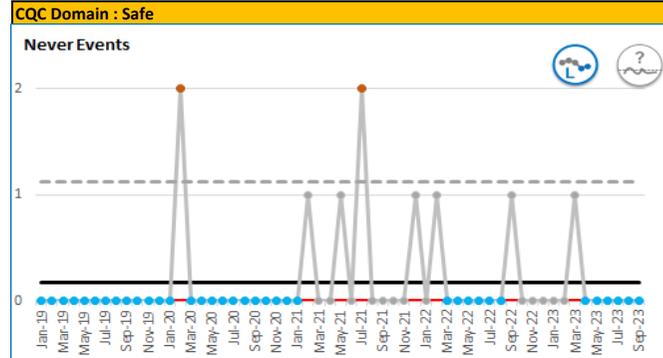


August-23
73.4%
Variance Type
Common cause variation
Threshold
≥75%
Assurance
Hit & miss target subject to random variation

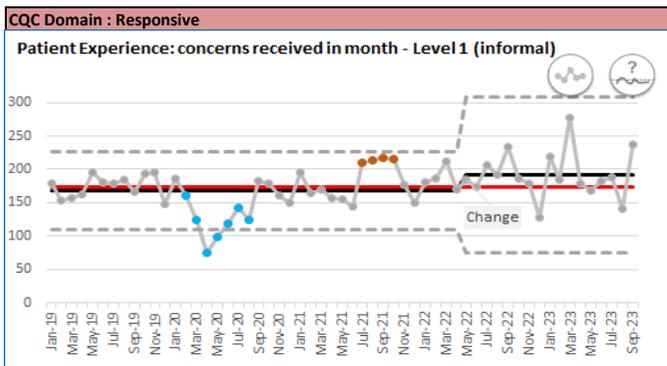
Medical Director (1)



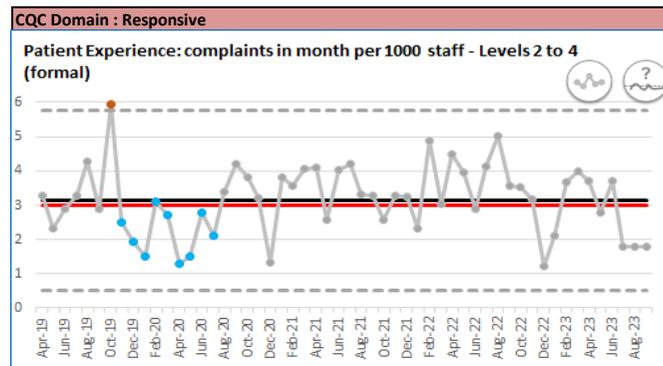
Sept-23
97.6%
Variance Type
Common cause variation
Threshold
≥95%
Assurance
Performance consistently achieves the target



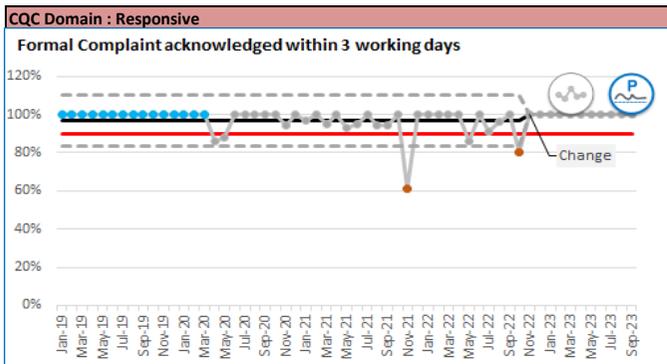
Sept-23
0
Variance Type
Special cause variation - improving
Threshold
0
Assurance
Hit & miss target subject to random variation



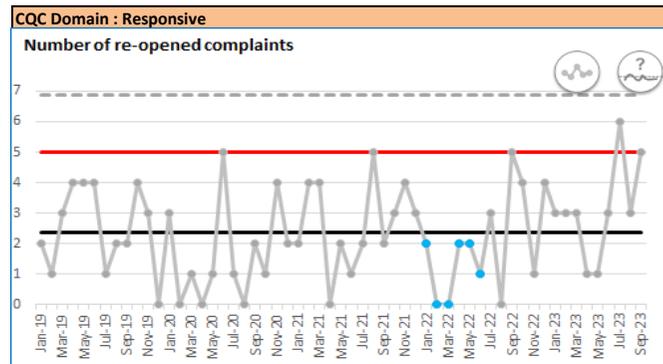
Sept-23
237
Variance Type
Common cause variation
Threshold
≤173
Assurance
Hit & miss target subject to random variation



Sept-23
1.8
Variance Type
Common cause variation
Threshold
≤3.1
Assurance
Hit & miss target subject to random variation



Sept-23
100%
Variance Type
Common cause variation
Threshold
≥90%
Assurance
Performance consistently achieves the target

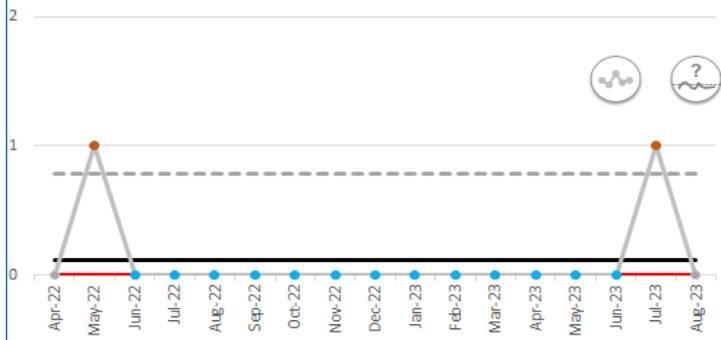


Sept-23
5
Variance Type
Common cause variation
Threshold
≤5
Assurance
Hit & miss target subject to random variation

Medical Director (2)

CQC Domain : Well-led

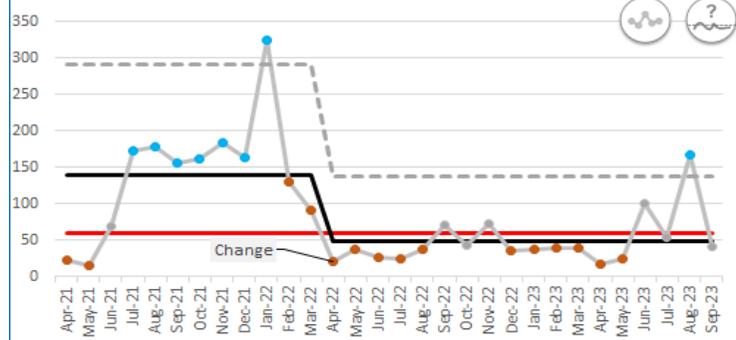
Duty of Candour compliance - breaches of DoC standard for Serious Incidents



Sept-23
0
Variance Type
Common cause variation
Threshold
0
Assurance
Hit & miss target subject to random variation

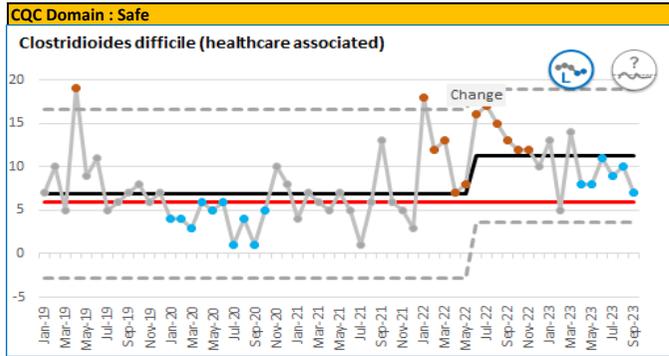
CQC Domain : Well-led

Number of patients recruited to NIHR studies

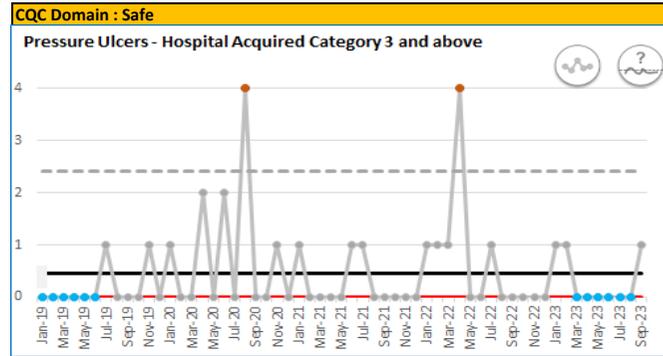


Sept-23
41
Variance Type
Common cause variation
Threshold
700 pa (trajectory)
Assurance
Hit & miss target subject to random variation

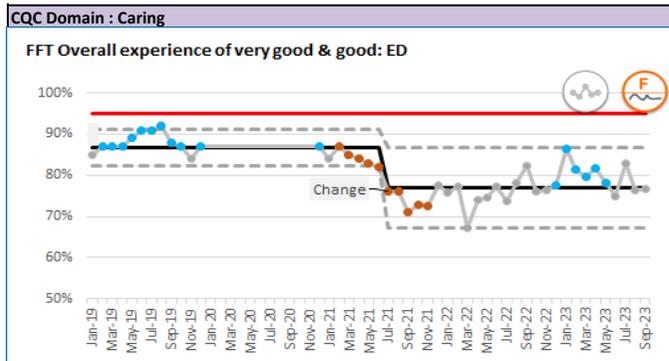
Chief Nurse



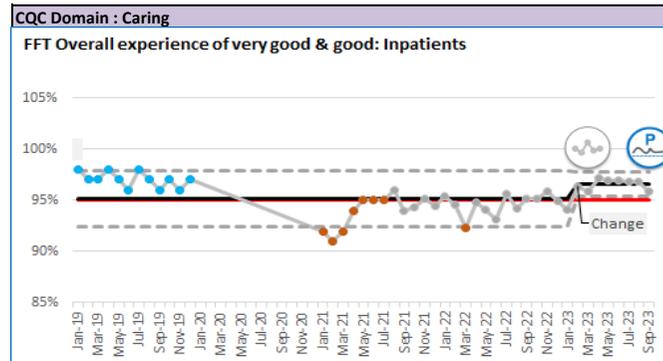
Sept-23
7
Variance Type
 Special cause
 variation - improving
Threshold
 ≤6
Assurance
 Hit & miss target subject
 to random variation



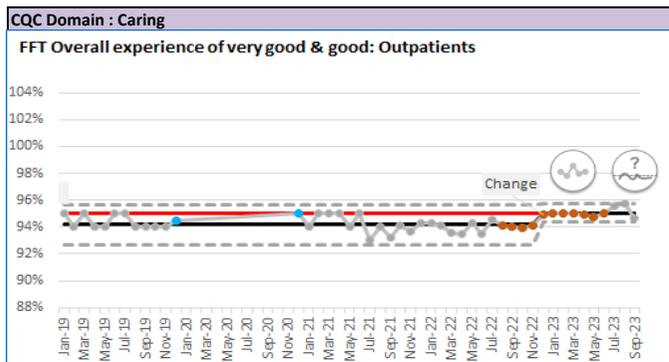
Sept-23
1
Variance Type
 Common cause
 variation
Threshold
 0
Assurance
 Hit & miss target subject
 to random variation



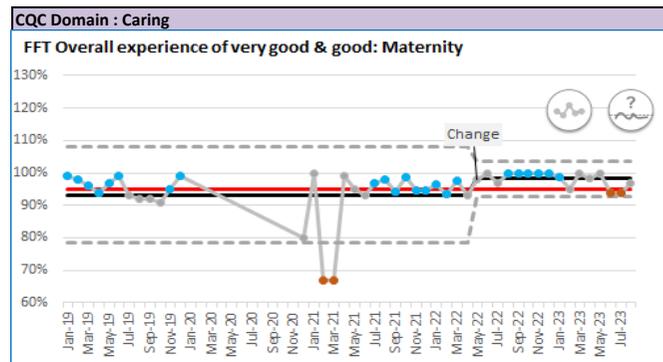
Sept-23
76.8%
Variance Type
 Common cause
 variation
Threshold
 ≥95%
Assurance
 Performance consistently
 fails to achieve the target



Sept-23
95.8%
Variance Type
 Common cause
 variation
Threshold
 ≥95%
Assurance
 Performance consistently
 achieves the target



Sept-23
94.7%
Variance Type
 Common cause
 variation
Threshold
 ≥95%
Assurance
 Hit & miss target subject
 to random variation

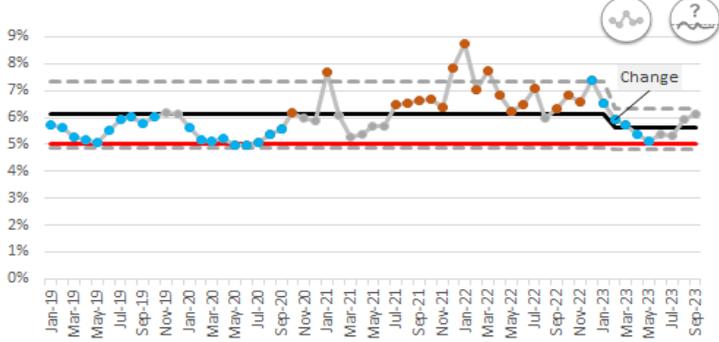


Sept-23
96.2%
Variance Type
 Common cause
 variation
Threshold
 ≥95%
Assurance
 Hit & miss target subject
 to random variation

Chief People Officer

CQC Domain : Safe

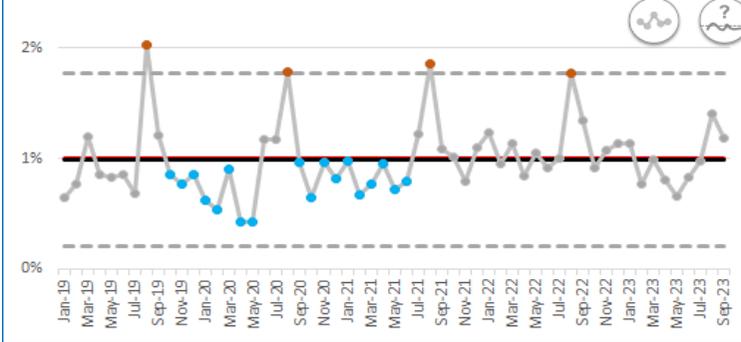
Sickness absence % - in-month rate



Sept-23
6.15%
Variance Type Common cause variation
Threshold ≤5%
Assurance Hit & miss target subject to random variation

CQC Domain : Safe

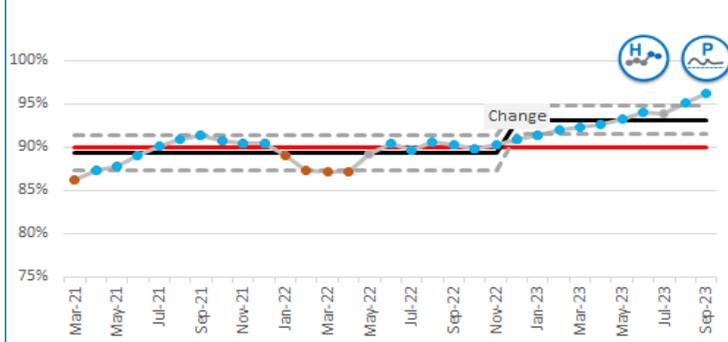
Staff turnover % - in-month rate



Sept-23
1.19%
Variance Type Common cause variation
Threshold ≤0.83%
Assurance Hit & miss target subject to random variation

CQC Domain : Safe

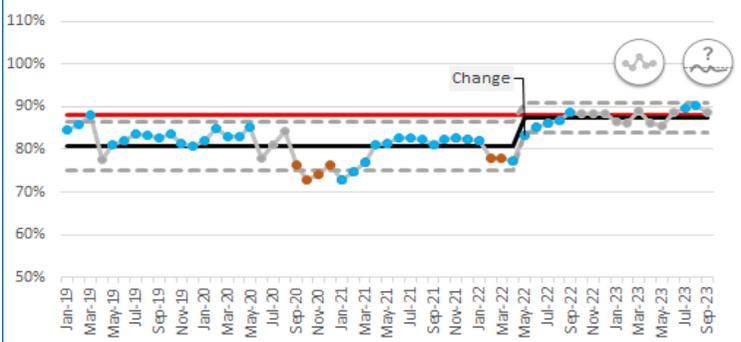
Mandatory training % compliance



Sept-23
96.26%
Variance Type Special cause variation - improving
Threshold ≥90%
Assurance Performance consistently achieves the target

CQC Domain : Well-led

Appraisal % compliance

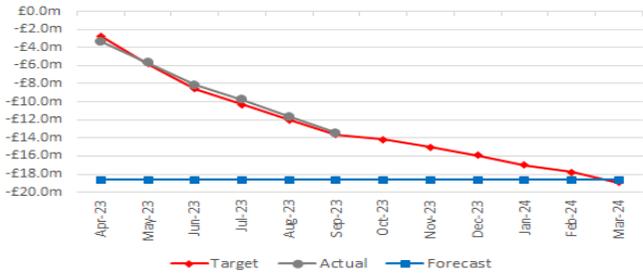


Sept-23
88.57%
Variance Type Common cause variation
Threshold ≥88%
Assurance Hit & miss target subject to random variation

Chief Finance Officer

CQC Domain : Use of Resources

I&E Position



Sept-23
-£13.44m
Variance
Position better than plan
Target
-£13.65m

CQC Domain : Use of Resources

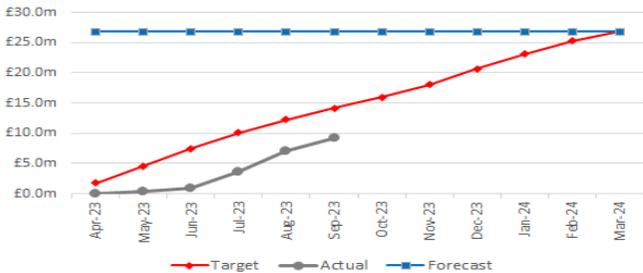
Cumulative CIP



Sept-23
£10.20m
Variance
Position better than plan
Target
£9.58m

CQC Domain : Use of Resources

Capital Expenditure



Sept-23
£9.2m
Variance
Position not worse than plan
Target
£14.1m

CQC Domain : Use of Resources

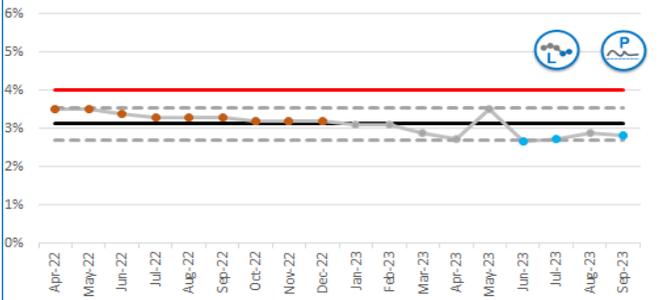
Cash Position



Sept-23
£14.5m
Variance
Position worse than plan
Target
£18.0m

CQC Domain : Use of Resources

Agency spend



Sept-23
2.83%
Variance
Position better than threshold
Threshold
3.70%

30 October 2023

Title	Governance Update
Area Lead	David McGovern, Director of Corporate Affairs
Author	Cate Herbert, Board Secretary
Report for	Approval

Report Summary and Recommendations

This report requests ratification of the electronic approval appointing Sheila Hillhouse and Eileen Hume as Lead and Deputy Lead Governors, respectively, and approval of the Nominations Committee membership and Terms of Reference, which were approved by the Committee at its last meeting.

It is recommended that the Council of Governors:

- Ratify the electronic approval taken to appoint Sheila Hillhouse and Eileen Hume as Lead and Deputy Lead Governors, respectively;
- Approve the proposed Nominations Committee membership;
- Approve the reviewed Nominations Committee Terms of Reference following approval taken at their meeting in August.

Key Risks

This report relates to these key risks:

- Maintaining a highly skilled Board
- Maintaining leadership on the Council of Governors

Contribution to Integrated Care System objectives (Triple Aim Duty):

Better health and wellbeing for everyone	No
Better quality of health services for all individuals	No
Sustainable use of NHS resources	Yes

Contribution to WUTH strategic objectives:

Outstanding Care: provide the best care and support	No
Compassionate workforce: be a great place to work	Yes
Continuous Improvement: maximise our potential to improve and deliver best value	Yes
Our partners: provide seamless care working with our partners	No
Digital future: be a digital pioneer and centre for excellence	No
Infrastructure: improve our infrastructure and how we use it.	No

Governance journey	
N/A	

1	Narrative
1.1	<p>Lead and Deputy Lead Governor Roles</p> <p>The Lead Governor role is provided for in the Trust Constitution and has a tenure of 2 years. The Deputy Lead Governor role has been developed by the Trust, and in line with the Lead Governor role, has also been established with a 2-year tenure.</p> <p>Sheila Hillhouse is the current Lead Governor, and Eileen Hume is the current Deputy Lead Governor. Both tenures expire at the end of October.</p> <p>The Board Secretary wrote to all Governors in September, asking for expressions of interest in the role. Whilst some emails were received, the only Governors who have decided to stand for the role are the incumbents – Sheila and Eileen.</p> <p>Therefore, it is requested that the Council approve the appointment of Sheila and Eileen as Lead and Deputy Lead Governor, respectively, for a further 2-year tenure.</p>
1.2	<p>Nominations Committee Membership</p> <p>Following the results of the elections and the end of Steve Evans' tenure, the Nominations Committee needs to be re-populated. The required membership for this Committee is:</p> <ul style="list-style-type: none"> - The Chair - The Senior Independent Director - 3 Public Governors - 1 Staff Governor - 1 Appointed Governor <p>Currently in role are the Chair, the Senior Independent Director, Eileen Hume (Public Governor), and Anand Kamalanathan (Staff Governor.)</p> <p>Therefore, it is required that the Council of Governors appoint two more Public Governors and an Appointed Governor. In consultation with the Chair, and taking into account the requirements of membership and skills needed, it is proposed that Sheila Hillhouse and Robert Thompson are appointed as the two Public Governors, and Gary Bennett as the Appointed Governor.</p>
1.3	<p>Nominations Committee Terms of Reference</p> <p>The Committee's Terms of Reference has been reviewed in line with the annual review cycle and was approved by the Nominations Committee at its last meeting in August.</p> <p>Key changes are the inclusion of specific responsibilities around succession planning, and the rephrase of their role in NED remuneration to align with the requirements of the structure put in place for that remuneration by NHSE.</p> <p>It also included an enhanced provision around conflicts of interest management.</p> <p>The Terms of Reference are included at Appendix 1 for the Council's approval.</p>

1.4	<p>Committee Attendance</p> <p>As Governors will be aware, there is an opportunity for Governors to observe Committees, either on an ad hoc basis or as a standing observer. Governors are asked to contact the Board Secretary if they are interested in observing any Committees.</p>
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2	Implications
2.1	<p>Patients</p> <ul style="list-style-type: none"> • Decisions relating to patient care and experience may be taken by the Board, and therefore the work of the Nominations Committee supports this indirectly.
2.2	<p>People</p> <ul style="list-style-type: none"> • No direct implications on workforce.
2.3	<p>Finance</p> <ul style="list-style-type: none"> • No financial implications arise from this report.
2.4	<p>Compliance</p> <ul style="list-style-type: none"> • The appointment of the Lead and Deputy Lead Governors, and the constitution of the Nominations Committee support the requirements of the Trust's corporate governance manual.

Nominations Committee

Terms of Reference

Document Owner: Director of Corporate Affairs
Related Documents: Constitution NHS Code of Governance

Review Date: September 2024
Issue Date: TBD
Version: 3
Authorisation Date: TBD

1. Constitution

The Committee is established as a Sub Committee of the Council of Governors. Its purpose is to establish and manage processes governing the appointment or re-appointment of the Chair and Non-Executive Directors, and to make recommendations to the Council of Governors, in consultation with the Board of Directors. The Committee will also oversee the process for the annual appraisal of the Chair and Non-Executive Directors; review the remuneration and terms and conditions of service applicable to the Chair and Non-Executive Directors; and make appropriate recommendations on these matters to the Council of Governors.

2. Authority

The Committee must act in accordance with the Constitution and be guided by the NHS Code of Governance and the latest reference guide for NHS FT Governors. It may seek independent advice following consultation with the Chief Executive, Chief People Officer, or Director of Corporate Affairs, in order to ensure that best practice is followed.

3. Objectives

The Committee will deliver the following objectives, along with any others that are assigned by the Council of Governors during the course of the year:

3.1 Chair/Non-Executive Director vacancies

- 3.1.1 To recommend and agree with the Council of Governors a process for nomination of a new Chair or Non-Executive Director.
- 3.1.2 To receive role description/s and person specification/s defining the role and capabilities required, from the Board of Directors.
- 3.1.3 To agree the arrangements for advertising / raising awareness of the post/s and ensuring a process of open competition (this may involve consideration of the appointment of a Head Hunter).
- 3.1.4 To arrange for shortlisting applicants against agreed criteria.

- 3.1.5 To appoint a Selection Panel, drawn from the Committee Members, and comprising not less than the required quorum, which will conduct the selection process, including formal interview, and make recommendations of the successful candidate/s to the Council of Governors for approval.

3.2 Re-appointments

- 3.2.1 To make recommendations to the Council of Governors following receipt of confirmation from the Chair (in the case of NED re-appointments) and Senior Independent Director (in the case of the Chair's re-appointment) that the performance of the individual continues to be effective.
- 3.2.2 To undertake an interview with the individual concerned to inform any recommendation to the Council of Governors, if deemed necessary

3.3 Annual Appraisal of the Chair and Non-Executive Directors

- 3.3.1 To oversee a process, agreed by the Council of Governors, for the annual appraisal of the Chair and the outcome of the Chair's annual appraisal will be reported to the Council of Governors. The Senior Independent Director will lead this process.
- 3.3.2 The Chair will conduct the annual appraisal of each Non-Executive Director and report to the Committee on each Non Executive Director's performance. The outcome of the appraisals will be reported to the Council of Governors.

3.4 Chair/Non-Executive Director Remuneration and Terms of Conditions

~~The Committee will recommend suitable levels of remuneration and terms of service (including expenses) for the Chair and Non Executive Directors after taking expert advice from the Chief People Officer and / or an appropriate external body.~~

~~The Committee will review levels of remuneration against any changes in market conditions through external benchmarking and changes to individual responsibilities which may involve a greater level of commitment than previously otherwise required.~~

- 3.4.1 To discuss and recommend an approach to remuneration, should NHSE guidance on Chair/NED remuneration structures change.

- 3.4.2 To discuss and recommend an approach to setting terms of conditions, based on guidance and advice from the Chief People Officer, and/or an appropriate external body.

3.5 Succession Planning

- 3.5.1 To give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the Trust, and the skills and expertise required within the Board of Directors, specifically the Non-Executive Directors to meet them.

- 3.5.2 To review the structure, size, and composition of the Board of Directors, specifically the Non-Executive Directors and recommend changes where appropriate.

4. Equality and Diversity

The Committee will have regard for the NHS Constitution and ensure that it complies with relevant legislation and best practice in the conduct of its duties.

5. Membership

The Committee shall consist of:

- The Chair of the Foundation Trust
- Senior Independent Director
- Three Elected Public Governors
- One Elected Staff Governor
- One Appointed Governor

The Committee will be Chaired by the NHS Foundation Trust Chair. However, where the Chair has a conflict of interest, for example, when the Committee is considering the Chair's re-appointment or remuneration / terms of service, then the Chair shall withdraw from the meeting and the Committee will be chaired by the Senior Independent Director. If the Senior Independent Director wishes to stand for the appointment of Chair, then the Committee will be chaired by another Non-Executive Director appointed by the Board of Directors.

The Chief People Officer will lead on discussions relating to remuneration of Non-Executive Directors.

6. Attendance

Meetings of the Committee may, at the request of the Chair, be attended by:

- Chief Executive
- Chief People Officer
- Director of Corporate Affairs

Other officers of the Trust will be invited to attend as requested by the Committee.

Any Selection Panel may include an external facilitator who will act in an advisory capacity (non-voting), and, in line with the NHS Code of Governance, should also include one external assessor from NHS England and/or a representative from the ICB.

7. Conflicts of Interest

Notwithstanding the definition of material interests applicable to Directors as set out in the constitution, due consideration of interests will be regularly monitored.

It will be for the Chair of the Committee to determine whether or not it is appropriate for Directors to be in attendance to advise on these matters. In such circumstances where that person is in attendance, he/she will not have a vote or participate in the decision of the Committee.

8. Quorum and Frequency

The quorum shall be a minimum of three members of the Committee, at least two of whom shall be Governors.

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

9. Reporting

The minutes of all meetings shall be formally recorded.

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

The Chair will attend the Annual Members' Meeting to report on the activities of the Committee in the previous 12 months, including the announcement of any Non-Executive Director appointments/re-appointments made during the course of the year.

The Annual Report will describe the process followed by the Council of Governors to appoint the Chair and Non-Executive Directors.

10. Conduct of Committee Meetings

The agenda and supporting papers will be sent out at least four working days prior to the Committee, unless there are exceptional circumstances authorised by the Chair.

Authors of papers must use the standard template and indicate the purpose of the paper – e.g. decision, discussion, assurance, approval.

Presenters of papers can expect all committee members to have read the papers and should keep to a verbal summary outlining the purpose of the report and its recommendations. Committee members may question the presenter.

11. Performance Evaluation

As part of the Council of Governors performance review process, the Committee shall review its collective performance as required.

12. Review

The terms of reference of the Committee shall be reviewed by the Council of Governors when requested but at least annually.

Council of Governors
30 October 2023

Item 10

Title	Renewal of Tenure – Steve Ryan
Area Lead	David McGovern, Director of Corporate Affairs
Author	Cate Herbert, Board Secretary
Report for	Approval

Report Summary and Recommendations	
This report requests the approval of the extension of Steve Ryan’s tenure.	
It is recommended that the Council of Governors:	
<ul style="list-style-type: none"> Approve the extension of Steve Ryan for a second 3 year term. 	

Key Risks	
This report relates to these key risks:	
<ul style="list-style-type: none"> Maintaining a highly skilled Board. 	

Contribution to Integrated Care System objectives (Triple Aim Duty):	
Better health and wellbeing for everyone	No
Better quality of health services for all individuals	No
Sustainable use of NHS resources	Yes

Contribution to WUTH strategic objectives:	
Outstanding Care: provide the best care and support	No
Compassionate workforce: be a great place to work	Yes
Continuous Improvement: maximise our potential to improve and deliver best value	Yes
Our partners: provide seamless care working with our partners	No
Digital future: be a digital pioneer and centre for excellence	No
Infrastructure: improve our infrastructure and how we use it.	No

Governance journey	
N/A	

1	Narrative
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1.1	<p>Steve Ryan is a Non-Executive Director on the Trust Board, and is the Chair of the Quality Committee, and the Trust Maternity Champion. He also sits on the Charitable Funds Committee, the Finance Business and Performance Committee, and the Research and Innovation Committee. Steve’s background as a senior leader in the NHS, and his extensive clinical expertise particularly in paediatrics, has made him a valued and critical member of the Board.</p> <p>Steve’s tenure is due to expire on the 18th January 2024.</p> <p>The NHS Code of Governance for providers 2022 allows for Non Executive Directors to hold their posts for 6 years, and the Trust aligns with best practice of allowing two 3 year terms, which may then be further extended subject to rigorous review.</p> <p>Steve has indicated that he is willing to remain in post for the second 3 year term, and therefore it is requested that the Council of Governors approve this appointment, effective from 18th January 2024.</p>
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2	Implications
2.1	<p>Patients</p> <ul style="list-style-type: none"> Steve’s role on the Board and particularly his role as Chair of Quality Committee and Maternity Champion provides scrutiny of patient care and experience.
2.2	<p>People</p> <ul style="list-style-type: none"> No direct implications on workforce.
2.3	<p>Finance</p> <ul style="list-style-type: none"> Steve’s remuneration is set in line with the NHS guidance document, <i>Structure to align remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts</i>. This remuneration is included in the budget, and no changes to that remuneration are proposed.
2.4	<p>Compliance</p> <ul style="list-style-type: none"> This proposed second term complies with the provisions of the NHS Code of Governance for providers.

Meeting	Board of Directors in Public
Date	Wednesday 5 July 2023
Location	Hybrid

Members present:

DH	Sir David Henshaw	Non-Executive Director & Chair
SI	Steve Igoe	SID & Deputy Chair
SR	Dr Steve Ryan	Non-Executive Director
CC	Chris Clarkson	Non-Executive Director
SLO	Sue Lorimer	Non-Executive Director
RM	Professor Rajan Madhok	Non-Executive Director
LD	Lesley Davies	Non-Executive Director
NS	Dr Nikki Stevenson	Medical Director & Deputy Chief Executive
DS	Debs Smith	Chief People Officer
MS	Matthew Swanborough	Chief Strategy Officer
TF	Tracy Fennell	Chief Nurse
MC	Mark Chidgey	Chief Finance Officer

In attendance:

DM	David McGovern	Director of Corporate Affairs
CH	Cate Herbert	Board Secretary
JJE	James Jackson-Ellis	Corporate Governance Officer
JL	Jo Lavery	Divisional Director of Nursing & Midwifery (Women's and Children's Division) – item 8.4
RI	Paul Ivan	Public Governor
RT	Robert Thompson	Public Governor

Apologies:

JH	Janelle Holmes	Chief Executive
HK	Hayley Kendall	Chief Operating Officer

Agenda Item	Minutes	Action
1	Welcome and Apologies for Absence DH welcomed all present to the meeting. Apologies are noted above.	
2	Declarations of Interest No interests were declared and no interests in relation to the agenda items were declared.	
3	Minutes of Previous Meeting	

	The minutes of the previous meeting held on the 7 June were APPROVED as an accurate record.	
4	Action Log The Board NOTED the action log.	
5	Patient Story The Board received a video story from a mother and daughter. The video described the daughter's positive experience of personalised care at Arrowse Park Hospital following admission to A&E with tonsillitis and a subsequent burst ulcer in the neck. RM queried if the Trust was celebrating and sharing learning from positive patient stories to patients and staff. TF stated the Patient Experience Strategy Promise Groups had been receiving the patient stories, as well as videos on what to expect when visiting the hospital. Feedback so far has been positive and indicated that this has reduced patient anxiety. TF added all patient stories were shared throughout the Trust to spread learning, and a library of patient stories is maintained. NS stated the Trust had historically focussed on negative incident reporting and was beginning to focus on positive incident reporting as well. The Board NOTED the patient story.	
6	Chairs Business and Strategic Issues DH updated the Board of Directors on recent matters and highlighted he had met with the Chair of Wirral Community Health Care NHS FT regarding collaboration and partnership opportunities. DH also highlighted the recent visit from Professor Sir Stephen Powis, National Medical Director of NHSE. The Board NOTED the update.	
7	Chief Executive Officer's Report NS also highlighted the recent visit from Professor Sir Stephen Powis, National Medical Director of NHSE. NS then gave an industrial action update and explained the most recent Royal College of Nursing (RCN) ballot did not return a mandate for industrial action. NS stated the Trust received formal notification from the BMA that junior doctor's industrial action will take place from 13 to 18 July 2023, and action for consultants was likely to take place on 20 to 21 July 2023.	

	<p>NS reported the Surgical Elective Admissions Lounge (SEAL) had been shortlisted for a HSJ Patient Safety Award in the Learning Disabilities Initiative of the Year category.</p> <p>NS stated Getting It Right First Time (GIRFT) selected the Cheshire & Merseyside Surgical Centre to be accredited as a Stand-Alone Hub. The accreditation process would take 16 weeks and include a site visit.</p> <p>NS explained the Trust has been successfully accredited as Veteran Aware by the Veteran Covenant Healthcare Alliance.</p> <p>NS reported the Trust declared 5 serious incidents in May and 2 Reporting of Injuries, Diseases and Dangerous Occurrences (RIDDORS).</p> <p>NS highlighted St Helens and Knowsley Teaching Hospitals NHS Trust and Southport and Ormskirk Hospital NHS Trust will merge and become one new Trust known as Mersey and West Lancashire Teaching Hospitals NHS Trust.</p> <p>NS referenced the recent UK Covid-19 Inquiry public hearings for module 1, noting these started on 13 June and will conclude on 21 July. Module 1 will investigate government planning and preparedness and will examine the period between June 2009 and 21 January 2020.</p> <p>CC queried the impact of the upcoming Consultant industrial action.</p> <p>NS stated there would be a greater impact from the junior doctor industrial action due to this taking place for 5 days over the weekend. NS added the consultant industrial action was for 2 days and Christmas cover arrangements were planned. NS highlighted both industrial action periods would impact on elective activity.</p> <p>The Board NOTED the report.</p>	
<p>8</p>	<p>Board Assurance Reports</p> <p>8.1) Integrated Performance Report (IPR)</p> <p>NS highlighted the performance against the 4hr A&E standard and the number of patients waiting longer than 12 hours in ED remained a concern and continues to be below target. NS noted that bed occupancy remained high.</p> <p>NS also highlighted the increased number of ambulance attendances which were above 2022/23 averages. NS reported there continued to be improvements regarding DM01 performance and the faster diagnosis standard achieved target in month. NS added the delivery of the cancer standards remained challenging in some subspecialities.</p>	

	<p>would be able to evidence its position and any justifiable gaps for the CQC.</p> <p>RM commented about the importance of understanding the Trust's narrative for a CQC inspection as well as building an evidence base to demonstrate meeting the requirements.</p> <p>NS stated the Governance Support Unit were collating evidence and monthly engagement meetings with the CQC continue to take place and were helpful for preparing the Trust for an inspection.</p> <p>LD suggested it would be beneficial for NEDs to be assigned a specific department/area of the Trust as well as to have opportunities to walkabout.</p> <p>DH requested MS consider this.</p> <p>The Board NOTED the report.</p> <p>8.4) Monthly Maternity Report</p> <p>JL provided the perinatal clinical surveillance data linked to quality and safety of maternity services. JL stated there were no areas of concern to raise this month.</p> <p>SR commented the Safety Champion meeting took place on Monday and there continued to be a robust level of assurance in Maternity.</p> <p>The Board NOTED the report.</p>	Matthew Swanborough
9	<p>Trust Annual Operational Plan</p> <p>NS gave an overview of the Plan, highlighting the 2023/24 strategic priorities and operational plans for activity and performance, quality, workforce and financial as well as the risks to delivery.</p> <p>DH queried if there was a half yearly review of progress planned.</p> <p>MS stated a review would be undertaken by the Executive Team on progress against the plan and presented to Board in November.</p> <p>The Board NOTED the report.</p>	
10	<p>Elective Recovery Self-certification</p> <p>NS provided an overview of the Trust's self-certification against the elective care priorities set out by NHSE for 2023/24. NS summarised current performance against the elective recovery programme for planned care and standard reporting for unscheduled care. NS highlighted there were no concerns regarding not meeting any of the standards by March 2024,</p>	

	<p>however outpatients and cancer pathway re-design had been rated amber for in progress.</p> <p>DH noted there should be consideration of space utilisation, particularly where there may be quieter periods.</p> <p>SI queried if there were any challenges for the Trust in regard to the elective recovery programme.</p> <p>NS stated changes to bowel cancer tests may increase the number of colorectal referrals.</p> <p>DH queried if the increase in ED and ambulance attendances was due to the late presentation of symptoms in patients.</p> <p>NS stated patient nursing needs were becoming more complex and this was exacerbated by delays to discharge due to social care provisions or mental health concerns.</p> <p>The Board NOTED the report.</p>	
11	<p>Charity Strategy 2023/26</p> <p>MC presented the Charity Strategy for approval and summarised the five objectives as well as the roadmap.</p> <p>SL commented the Charity Team felt supported and continued to raise the profile of the Charity with staff as well as local businesses.</p> <p>DS commented it was positive to see a roadmap for the Charity and that her focus as Chief People Officer is on ensuring the operating model and annual plan reflected the changed landscape of fundraising.</p> <p>The Board APPROVED the Charity Strategy and Mission Statement.</p>	
12	<p>Committee Chairs Reports</p> <p>12.1 People Committee</p> <p>The Board NOTED the report.</p> <p>12.2) Audit and Risk Committee</p> <p>The Board NOTED the report.</p> <p>12.3) Charitable Funds Committee</p> <p>The Board NOTED the report.</p> <p>12.4) Finance Business Performance Committee</p>	

	<p>DH noted the backlog maintenance risks and queried if there were any alternative funding options available outside of the normal funding routes.</p> <p>MC stated these were limited but would provide an update on this to the next Estates and Capital Committee on this.</p> <p>The Board NOTED the report.</p> <p>12.5) Research and Innovation Committee</p> <p>The Board NOTED the report.</p>	Mark Chidgey
13	<p>Questions from Governors and Public</p> <p>No questions were raised.</p>	
14	<p>Meeting Review</p> <p>Discussion took place around inviting senior colleagues to future meetings who can inform the Board about their experience to provide more triangulation.</p> <p>DH commented the Committees were receiving a greater level of detail and providing assurance to the Board. DH proposed it may be beneficial for NEDs to be involved in the turning the hospital inside out programme. DH requested DM consider how this could work.</p> <p>SI suggested it may also be beneficial for NEDs to have Board to Board opportunities regarding collaboration and partnerships, similar to Exec to Exec with other Trusts.</p> <p>DM stated this is being considered with some partners and the NEDs would be involved as progress towards this type of meet up is made.</p> <p>No other comments were made.</p>	David McGovern
15	<p>Any other Business</p> <p>No other business was raised.</p>	

(The meeting closed at 11:00)

Meeting	Board of Directors in Public
Date	Wednesday 6 September 2023
Location	Hybrid

Members present:

SI	Steve Igoe	SID & Deputy Chair
SL	Sue Lorimer	Non-Executive Director
RM	Professor Rajan Madhok	Non-Executive Director
LD	Lesley Davies	Non-Executive Director
JH	Janelle Holmes	Chief Executive
NS	Dr Nikki Stevenson	Medical Director & Deputy Chief Executive
HK	Hayley Kendall	Chief Operating Officer
DS	Debs Smith	Chief People Officer
MS	Matthew Swanborough	Chief Strategy Officer
TF	Tracy Fennell	Chief Nurse
MC	Mark Chidgey	Chief Finance Officer

In attendance:

CH	Cate Herbert	Board Secretary
JJE	James Jackson-Ellis	Corporate Governance Officer
SS	Sally Sykes	Director of Communications and Engagement
JL	Jo Lavery	Divisional Director of Nursing & Midwifery (Women's and Children's Division) – item 8.5
SH	Sheila Hillhouse	Lead Public Governor
EH	Eileen Hume	Deputy Lead Public Governor
PI	Paul Ivan	Public Governor

Apologies:

DH	Sir David Henshaw	Non-Executive Director & Chair
SR	Dr Steve Ryan	Non-Executive Director
CC	Chris Clarkson	Non-Executive Director
DM	David McGovern	Director of Corporate Affairs

Agenda Item	Minutes	Action
1	Welcome and Apologies for Absence SI welcomed all present to the meeting. Apologies are noted above.	
2	Declarations of Interest No interests were declared and no interests in relation to the agenda items were declared.	

3	<p>Minutes of Previous Meeting</p> <p>The minutes of the previous meeting held on the 5 July were APPROVED as an accurate record.</p>	
4	<p>Action Log</p> <p>The Board NOTED the action log.</p>	
5	<p>Patient Story</p> <p>The Board received a video story from a transgender woman. The video described her experience of transitioning, the support available and the importance of having a supporter listener available throughout the process.</p> <p>RM queried what was meant by a supportive listener.</p> <p>TF stated the patient felt “talked at” by clinicians and doctors and the individual did not feel listened to. TF added the Women and Children’s Division have launched the Voice of the Child project, whereby children and young people have a voice in designing their care and can identify if they want the opportunity to speak on their own with a healthcare professional.</p> <p>DS commented it was important to thank the patient for sharing her story and the changes made in the Trust following her experience.</p> <p>The Board NOTED the patient story.</p>	
6	<p>Chairs Business and Strategic Issues</p> <p>SI stated DH had not provided any issues to raise on this occasion.</p> <p>The Board NOTED the update.</p>	
7	<p>Chief Executive Officer’s Report</p> <p>JH highlighted Maternity Services at Trust rated had been 'Good' by the Care Quality Commission with areas of 'Outstanding' practice following an inspection conducted in April. JH also highlighted in August Wirral Council CEO and Wirral Council Leader visited the Trust to view the progress on the new Urgent Emergency Upgrade (UECUP) site and to hear about the improvements being made in the Operational Centre for Patient Flow.</p> <p>JH reported the Trust had been selected as a finalist for another Health Service Journal Award in the Provider Collaborative of the Year category for the Cheshire and Merseyside Surgical Centre at Clatterbridge.</p>	

	<p>JH gave an industrial action update and summarised the latest position as well as the ongoing dispute with Clinical Support Workers (CSWs) regarding retrospective re-banding.</p> <p>JH stated the Trust declared 5 serious incidents in July and 0 Reporting of Injuries, Diseases and Dangerous Occurrences (RIDDORS).</p> <p>JH referenced the submission made to the UK Covid-19 Public Inquiry regarding the Trust's procurement of equipment and supplies during the pandemic and the updated NHSE enforcement guidance.</p> <p>JH summarised the recent meeting of the Cheshire and Merseyside Acute and Specialist Trust (CMAST) Board on 4 August.</p> <p>SL commented the Trust had been shortlisted for several Health Service Journal awards this year and proposed displaying this at future meeting.</p> <p>SI suggested this be scheduled for a future meeting.</p> <p>SL also queried the rationale by UNISON to backdate to 2018.</p> <p>DS stated UNISON were using the precedent that in April 2018 several Trusts in Greater Manchester backdated re-banding, following UNISON raising the issue in that region in 2019.</p> <p>JH stated there is evidence of impact on elective activity due to industrial action. Each period required significant planning across teams to ensure staff and patient safety, with a subsequent impact on managing business as usual.</p> <p>The Board NOTED the report.</p>	Hayley Kendall
8	<p>Board Assurance Reports</p> <p>8.1) Integrated Performance Report</p> <p>NS highlighted the number of patients recruited to NIHR studies was below threshold and would be discussed further at the Research and Innovation Committee in September. NS added a new Research and Innovation Manager was in the process of being recruited.</p> <p>TF stated the number C diff cases was above threshold, and this continued to be monitored closely.</p> <p>DS reported sickness absence was above threshold in month and was driven by short term sickness. Staff turnover in month was above threshold and a review of thematic exit interview data would be discussed at Workforce Steering Board in September.</p>	

The Board **NOTED** the report.

8.2) Chief Finance Officer Report

MC highlighted at the end of July 2023, month 4, the Trust was reported a deficit of £9.8m against a plan of £10.3m; the resultant variance of £0.5m is an improvement on the month 3 position. The position assumes £1.7m of income to mitigate lost activity caused by industrial action. This has been agreed with the ICB as a planning assumption but will not be transacted ahead of national guidance.

MC provided an update on the month 4 statutory financial targets and the RAG rating for each, highlighting that financial stability, agency spend financial efficiency, capital and cash were all rated green, and financial sustainability was red. MC summarised the risks to position and actions for the I&E position, CIP, capital expenditure and cash position.

SL queried if there was an update regarding Countess of Chester not fully utilising their allocated time for orthopaedic work in the Cheshire and Merseyside Surgical Centre.

HK stated the Countess of Chester were conducting 1 session a week instead of the 6 initially planned. HK added there were staffing challenges and they were focussing on their targets. HK highlighted the concern has been raised with the ICB and other partners.

The Board **NOTED** the report.

8.3) Productivity and Efficiency Update

HK provided an overview of the report, summarising the current 2023/24 Productivity and Improvement Programme and identified plans to date, along with the ongoing work to identify further schemes to deliver a programme that supports the financial sustainability of the Trust. HK added at the end of month 4 £17.689m had been transacted from budgets as recurrent savings. This is 68% of the full year target of £26.1m at less than halfway through the financial year.

SL noted Estates was the only Division not achieving the target set out at the start of the year and queried this.

MS stated the original target had since been revised owing to several schemes taking longer to deliver. MS added there had also been a rephasing of the programme in Estates.

SI queried the red and amber RAG rated schemes.

HK stated the red and amber schemes would be transacted in 2024/25 and planning had already started with teams to identify opportunities.

SI also queried how the Trust was engaging with Wirral system partners to drive system efficiencies.

JH stated the ICB was holding Wirral Place to account, and a meeting was being held in September with CEOs of Wirral system partners in September regarding financial sustainability.

The Board **NOTED** the report.

8.4) Chief Operating Officer Report

HK highlighted in July the Trust attained an overall performance of 96% against plan for outpatients and an overall performance of 84% against plan for elective admissions. The Trust was on plan to achieve the activity plan in July but was impacted by industrial action.

HK stated cancer performance for 2 week waits in July was 89.2% which is below the required standard of 93% but still positive given the challenges in that area, with two main areas of underperformance in gynaecology and colorectal. The Faster Diagnosis Standard was 79.12% against a national target of 75% by March 2024.

HK reported type 1 unscheduled care performance was 50.51, which was below the 4hr improvement trajectory. HK also reported there were circa 115 inpatients not meeting the criteria to reside, down from 250 in April.

HK stated the risks to improving performance continued to be the impact of industrial action and the increasing number of mental health patients, which often exceeds the capacity of the mental health unit, posing an increased risk to patients and staff. HK added an urgent meeting was being held with Cheshire Wirral Partnership regarding this.

RM noted the good progress in addressing the number of inpatients not meeting the criteria to reside and queried if there had been a streamlining of processes.

HK stated there was a number of processes involved in matching patients to care packages. HK added NHSE were due to visit the Trust to understand how the Care Hub could be implemented elsewhere.

SI noted the total bed capacity had reduced due to fewer inpatients not meeting the criteria to reside and queried if this was translating into improved patient experience.

HK stated there had been zero corridor care of patients and faster discharge. However, industrial action was impacting this.

SI also queried the hidden cost of industrial action through planning as well as the impact on efficiency, and if this was being captured.

HK stated the new Divisional Director of Acute was capturing this intelligence.

The Board **NOTED** the report.

8.5) Quarterly Maternity Report

JL provided an overview of the report, noting the update regarding Year 5 of the Maternity Incentive Scheme (MIS), together with an update on Saving Babies Lives (SBLv3) and the outcome of the recent Care Quality Commissioner (CQC) inspection of Maternity Services.

JL also updated on the three-year delivery plan, maternity continuity of carer implementation, the workforce position and the staffing requirements to continue to pursue this model.

DS queried if staff in Maternity Services would feel confident raising concerns.

JL stated there was good evidence that midwives and neonatal staff were confident raising concerns. JL added the Division regularly held listening events and there were other mechanisms for staff to communicate concerns. JL stated the CQC commented on the positive culture in Maternity Services.

Members congratulated the Maternity Services for achieving the good rating and acknowledged the continued and sustained improvements.

The Board **NOTED** the report.

8.6) Learning from Deaths Report

NS provided an overview of the report, highlighting the Trust's Hospital Standardised Mortality Ratio (HSMR) and Summary Hospital Level Mortality Indicator (SHMI) data. The Trust was within the expected range of mortality data.

NS added a review of palliative care coding was conducted and this was shown to be appropriate and a reflection of a proactive palliative care team. NS added for patients who were under palliative care and subsequently died in hospital, 91% had documented evidence that their preferred place of death was in hospital.

	<p>The Board NOTED the report.</p> <p>8.7) Guardian of Safe Working Report</p> <p>NS provided assurance that doctors and dentists in training were safely rostered and that their working hours were compliant with the Terms and Conditions of Service (TCS). NS summarised the number of doctors in training, exception reports submitted for the Q1 by specialty and grade and the number of breaches of safe working hours and fined incurred.</p> <p>SL queried the process for closing an exception report.</p> <p>NS outlined the process as well as the questions asked. NS added it was dealt with in real time.</p> <p>SI noted the Guardian of Safe Working had stepped down and queried when a replacement would be appointed.</p> <p>NS stated in the interim the Deputy Medical Director was acting as the Guardian of Safe Working. NS added there had been no applications initially and this was a risk. NS agreed to provide an update at the next meeting regarding the appointment of the Guardian of Safe Working.</p> <p>Members thanked the Guardian of Safe Working who was stepping down.</p> <p>The Board NOTED the report.</p> <p>8.8) Board Assurance Framework (BAF)</p> <p>CH provided the BAF covering strategic risks and the scores for the period July/September 2023. CH added the display of the scoring had been updated to reflect the rolling 12 month period.</p> <p>SI commented it was good to see the risk scoring moving in the right trajectory.</p> <p>The Board NOTED the report.</p>	
<p>9</p>	<p>2022-23 Annual Submission to NHS England North West: Appraisal and Revalidation</p> <p>NS provided the annual submission to evidence assurance about the governance arrangements in place in relation to appraisal, revalidation and managing concerns of senior medical staff employed at the Trust during April 2022 to March 2023.</p> <p>NS highlighted upon approval the statement would be signed by the Chief Executive and submitted before 31 October. NS added</p>	

	<p>the annual submission was presented to and ratified by the People Committee in July.</p> <p>The Board APPROVED the report.</p>	
10	<p>Employee Experience Update</p> <p>DS highlighted the approach taken to understanding employee experience at the Trust and provided an overview of the feedback received from employees about their experience in Q1 and Q2 through the National Quarterly Pulse Survey.</p> <p>SL queried if employee experience information by Division was available and if this differed between each.</p> <p>DS stated the key themes remained the same for each Division and there were no outliers. DS agreed to include an overview of Divisional employee experience in the next report.</p> <p>RM suggested including information in the next report regarding patient experience and if this mirrored similar experience of staff. DS agreed to speak with TF regarding this.</p> <p>LD acknowledged the response rate was 17% across the Trust and it was positive to see the improvement in Q1 and Q2. LD commented it was important to understand the rationale for why staff were not completing the Pulse Survey and if there were any barriers to completion.</p> <p>DS stated managers and senior leaders were promoting the Pulse Survey to their teams and HR colleagues were also. DS added where there were lower response rates approaches were being taken to encourage more responses.</p> <p>The Board NOTED the report.</p>	<p>Debs Smith</p> <p>Debs Smith</p>
11	<p>Biannual Report for Estates, Facilities and Capital</p> <p>MS provided assurance on the Estates, Facilities and Capital service provision performance, which align to the strategic objectives of the Trust and the Division. MS also provided an overview of capital works undertaken in 2023/24.</p> <p>LD sought an update on telephony and the impact on patient experience.</p> <p>MS stated an update regarding this was provided to the Council of Governors in July. MS added there was a 12 month improvement project, a review of the directory had been undertaken and the number of extensions reduced.</p> <p>LD also queried the inpatient meal wastage.</p>	

	<p>MS stated the model for inpatient meal provision was being reviewed, noting Clatterbridge produce the meals and were transferred to Arrowe Park.</p> <p>The Board NOTED the report.</p>	
12	<p>Freedom to Speak Up and Fit and Proper Persons</p> <p>CH and DS provided an update in relation to the outcome of the trial of Lucy Letby and provided assurance in regard to the Trust's focus on patient safety, Freedom to Speak Up (FTSU) and Fit and Proper Persons (FPP).</p> <p>CH stated the Trust's FPP Policy had previously been enhanced to include additional roles beyond what had been specified in the guidance. CH added the new framework was launched on 2 August and the revised policy would be provided at the October meeting.</p> <p>DS stated the FTSU Policy had been updated in 2022 and guidance documents were relaunched by NHSE in 2022. DS added the Board also receive a biannual FTSU Report and work was ongoing to embed a Just and Learning Culture through the new quarterly Lessons Learnt Forum.</p> <p>LD commented as People Committee Chair, she attends the Responsible Officer's Advisory Group, and any concerns are dealt with promptly. LD added the Board receive good assurance through reporting and walkabouts and if there were any concerns the Board would seek further assurance were required.</p> <p>The Board:</p> <ul style="list-style-type: none"> • NOTED the report; and • ADOPTED the new framework for Fit and Proper Persons 	
13	<p>NED Engagement Proposals</p> <p>CH presented a proposal for NED engagement within the Trust, with each NED partnering with a different Division and working with the Divisional Triumvirate to ensure visibility and involvement.</p> <p>HK stated it was a positive mechanism for building relationships with each Divisional Triumvirate and commented managing unannounced visits was important for staff and patient safety.</p> <p>SL welcomed the proposal and commented it was a helpful structure to have in place.</p> <p>SI commented the CQC would welcome this approach by ensuring members of the Board were visible to all staff.</p>	

	<p>LD suggested after conducting each visit verbal feedback could be provided to future Board meetings. LD also suggested if there were specific theme that needed exploring NEDs could also focus on this during each visit.</p> <p>NS stated it was important for any feedback on themes be captured through the usual governance processes.</p> <p>The Board APPROVED the proposal.</p>	
14	<p>Board of Directors' Terms of Reference.</p> <p>CH presented the Terms of Reference for the Board of Directors for approval.</p> <p>SL queried the delegated responsibilities around financial approvals in line with the Scheme of Reservation and Delegation.</p> <p>CH stated delegated responsibilities and approvals were set out in section 3 and had been mapped against that document. CH agreed to enhance the responsibility around financial approvals, and added the Scheme of Reservation and Delegations was in the process of being reviewed and updated where necessary.</p> <p>NS queried membership in section 5.</p> <p>CH stated the membership was set out in the Constitution and would need to be amended and approved if changes to the membership were required. However, additional layers of requirements could be added to the Terms of Reference if Board felt that was required.</p> <p>CH agreed to provide an update at the next meeting regarding this.</p> <p>The Board APPROVED the Terms of Reference, subject to assessing the implications impacting on section 5.</p>	Cate Herbert
15	<p>Committee Chairs Reports</p> <p>15.1 Quality Committee</p> <p>The Board NOTED the report.</p> <p>15.2 Charitable Funds Committee</p> <p>The Board NOTED the report.</p> <p>15.3 People Committee</p> <p>The Board NOTED the report.</p> <p>15.4 Estates and Capital Committee</p>	

	<p>The Board NOTED the report.</p> <p>15.5 Council of Governors</p> <p>The Board NOTED the report.</p> <p>15.6 Finance Business Performance Committee</p> <p>The Board NOTED the report.</p>	
16	<p>Questions from Governors and Public</p> <p>No questions were raised.</p>	
17	<p>Meeting Review</p> <p>Members commented about the comprehensive level of information in the reports that was clear and concise. Members also commented it was positive the Trust was continuing with business as usual despite the disruption caused by industrial action.</p> <p>No other comments were made.</p>	
18	<p>Any other Business</p> <p>No other business was raised.</p>	

(The meeting closed at 11:20)