

**COUNCIL OF GOVERNORS MEETING**  
**The Lecture Theatre, Sid Watkins Building**  
**13:00-15:50 on Thursday 7<sup>th</sup> March 2019**  
**AGENDA**

Item	Time	Item	Owner	Purpose	Process	Preparation
	1:00 – 1:30	Governors Discussion Time	Governors	To discuss and consider the proposals from the COG Steering Group held on 07/02/19	N/A	N/A
1	1:45	Apologies	Janet Rosser Chair	To note apologies for absence	Verbal	N/A
2	1:55	Trust's Plan, Vision and Strategy	Hayley Citrine Chief Executive	To update the Council of Governors on the Trust's future direction	Presentation	Enclosed
3	2:10	Declaration of Interests	Janet Rosser Chair	For Governors to declare commercial and material interests relevant to the agenda	Verbal	N/A
4	2:15	Minutes of meeting held on: 11 <sup>th</sup> December 2018	Janet Rosser Chair	To approve, review actions and consider matters arising	Minutes	Enclosed
5	2:20	Lead Governor Report	Colin Cheesman Lead Governor	To update the Council of Governors on the work of the COG Steering Group	Verbal	N/A
6	2:30	Chairs Briefing a) Fit and Proper Annual Self-Declaration for Directors b) Declaration of Interest for Governors	Janet Rosser Chair	To Inform	Verbal	N/A
7	2:40	Non-Executive Director Update	Janet Rosser Chair And Non-Executive Director	For New Non-Executive Directors to introduce themselves to the Council of Governors	Verbal	N/A

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8	2:50	Governors Performance Report Q3 2018/19	<p>Hayley Citrine Chief Executive</p> <p>Mike Burns Director of Finance and IT</p>	To inform and present the Governors Q3 Performance Report	Report	Enclosed
9	3:10	Questions on Notice	<p>Helen Wells Deputy Director of Finance</p>	To explain the implications for the Trust on the changes to Out Patient Tariffs	Presentation	N/A
10	3:30	Quality Accounts Update	<p>Lisa Salter Director of Nursing and Governance</p>	To confirm the priorities voted for by the governors	Verbal	N/A
11	3:45	Close of Meeting	<p>Janet Rosser Chair</p>		Verbal	N/A

**Date of next meeting: Tuesday 18<sup>th</sup> June 2019 in the Lecture Theatre, 2<sup>nd</sup> floor, Sid Watkins Building.**

**CONFIRMED**

**Minutes of the Council of Governors Meeting  
Thursday 7<sup>th</sup> March 2019  
Sid Watkins Building, Walton Centre**

**Present**

Janet Rosser (Chair)

**Governors**

Ruth	Austen-Vincent	Doreen	Brown
Colin	Cheesman (Lead Governor)	Peter	Clegg
Lesley	Collins	Rich	Cottier
Johnathan	Desmond	Diane	Foulston
Phil	Gibbons	John	Kitchen
Sharon	McLoughlin	Nanette	Mellor
Isabel	Moreno	Ella	Pereira
Barbara	Strong	Jan	Vaughan
Adrian	Wells		

**In Attendance**

Hayley	Citrine	Chief Executive
Seth	Crofts	Non-Executive Director
Sheila	Samuels	Non-Executive Director
Su	Rai	Non-Executive Director (Elect)
Mike	Burns	Director of Finance and IT
Lisa	Salter	Director of Nursing and Governance
Jan	Ross	Director of Operations and Strategy
Helen	Wells	Deputy Director of Finance (minute ref COG 09/19 only)
Alison	Whitfield	Assistant Corporate Secretary

Carol Miller Membership Manager/Corporate Governance Assistant (Minutes)

**Apologies**

Jonathan	Austin	Andy	Burgen
Tony	Cahill	Amanda	Chesterton
Ged	Comerford	Rhys	Davies
Stella	Howard	Melissa	Hubbard
Michael	Lewis	Nathalie	Nicholas
Derek	Rothwell	Stan	Winstanley
Ann	McCracken	Alan	Sharples
Nalin	Thakkar	Mike	Gibney
Andy	Nicolson		

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<p><b>COG 01/19</b></p>	<p><b>Apologies</b> Apologies were received and noted as above.</p>
<p><b>COG 02/19</b></p>	<p><b>Welcome and Declaration of Interests:</b> The Chair welcomed those at the meeting.</p> <p><b>Declaration of Interests</b> None</p>
<p><b>COG 03/19</b></p>	<p><b>Minutes of the meeting held on 11<sup>th</sup> December 2018: Action Tracker and Matters Arising</b></p> <p>The minutes of the previous meeting were agreed as a true and accurate record with the following amendment:</p> <ul style="list-style-type: none"> <li>• COG 39/18 ‘The Physiotherapy teams had made it possible for Miss S to attend the wedding changed to: ‘The therapy teams had made it possible for Miss S to attend the wedding’</li> </ul> <p>Matters arising: The following items were closed:</p> <ul style="list-style-type: none"> <li>• COG 26/18 Staff Survey 2017 This has been added to the Work Plan for an annual update in June. The next update will include the 2018 Staff Survey</li> <li>• COG 46/18 Review of meeting All speakers had been informed and agreed to use microphones.</li> <li>• COG 46/18 Review of meeting – use of acronyms Acronyms had been removed from Council of Governors meeting papers, the Trust Board and Audit Committees had also been informed and had agreed to restrict their use during governor’s observations.</li> </ul>
<p><b>COG 04/19</b></p>	<p><b>Trusts Plan, Vision and Strategy</b></p> <p>The Chief Executive presented an update on the Trust Strategy six months from launch, the purpose, ambitions, values and achievements which had been completed to date.</p> <p>Following the presentation the governors asked for the following clarification and assurances:</p> <ul style="list-style-type: none"> <li>• The impact of resilience training on staff,</li> <li>• Whether the membership strategy could be integrated within an existing Trust strategy,</li> <li>• A suggestion for a user friendly document to be made available for staff.</li> </ul> <p>The Chief Executive was able to offer the following assurances: Resilience training had been made available for all staff and sessions had been fully utilised with very positive feedback. Research would be taking place to measure the impact of the training on individuals and an app was being developed which would be available to all staff and had the potential to be rolled out across the NHS.</p> <p>Work is underway to write specific strategies, which would underpin the overall Trust Strategies. The aim was to reduce the number of strategies and combine relevant strategies in order to rationalise the amount of information for staff. The membership strategy would be referenced in one of the underpinning strategies, led by the Director</p>

	<p>of Nursing &amp; Governance.</p> <p>Staff had been fully consulted both on the Trust Strategies and on the choice of graphics.</p> <p>Communication had taken place within Team brief, Hayley's huddle and on the Intranet. An updated booklet was planned one year on from the strategy.</p>
<p><b>COG 05/19</b></p>	<p><b>Lead Governor Report</b></p> <p>The Lead Governor updated the COG on completed work undertaken by the Steering Group:</p> <ul style="list-style-type: none"> <li>• A full review of committees attended by governors,</li> <li>• Process for providing feedback from meetings,</li> <li>• Presence of NEDs at the COG,</li> <li>• To discourage the use of acronyms within COG meetings, papers and also at meetings that governors observe such as the Trust Board and Audit Committee.</li> </ul> <p>A discussion took place on the process for Governors to raise concerns or complaints with the Trust when the concern or complaint has been notified to them by a member of the public. The following process was agreed:</p> <ul style="list-style-type: none"> <li>• Governors were reminded not to personally engage or respond to a concern or complaint,</li> <li>• Encourage the person to self-report,</li> <li>• Send any details to <a href="mailto:PatientExperienceTeam@thewaltoncentre.nhs.uk">PatientExperienceTeam@thewaltoncentre.nhs.uk</a></li> <li>• The Patient Experience Team will investigate the concern and respond.</li> </ul> <p>Any compliments should be sent to <a href="mailto:PatientExperienceTeam@thewaltoncentre.nhs.uk">PatientExperienceTeam@thewaltoncentre.nhs.uk</a></p> <p><b>Declaration of Interest</b></p> <p>The Governors were reminded of the change of procedure for Declarations of Interest and that all declarations, including Nil declarations, must be completed by 31<sup>st</sup> March 2019 using the online MES Declare site – <a href="https://wcft.mydeclarations.co.uk/home">https://wcft.mydeclarations.co.uk/home</a></p>
<p><b>COG 06/19</b></p>	<p><b>Chairs Briefing</b></p> <p>The Chair assured the Governors that all Board Directors had completed their annual Fit and Proper self-declarations.</p> <p>The Chair reminded Governors of the process for sending Questions on Notice and that these must be submitted in a timely manner which would allow the respective key lead to report back to the COG.</p> <p>A question on Notice had been submitted for this meeting but was too late for responses, as it required detailed information. The question had concerned a disparity between services for Welsh and English patients. Because of the potentially detailed reply, the Chair suggested a small working group of Welsh Governors would be convened outside of the formal COG meeting. This group would feedback any relevant information to the next available Council of Governors meeting.</p> <p><b>ACTION:</b> Chair to write to the Welsh Governors for details of the issues of concern.</p> <p>Engagement with membership generally was also discussed and it was agreed that stakeholder governors can be better placed to engage with the public because of the nature of their work with stakeholder groups. Suggestions for better engagement by public governors were made including organising local meetings.</p>

<p><b>COG 07/19</b></p>	<p><b>Non-Executive Director Update Briefing</b>                  Su Rai, Non-Executive Director (elect) was introduced to the Governors. Su would succeed Alan Sharples as the Chair of the Audit Committee from 1<sup>st</sup> October 2019.</p> <p>Su had an accountancy background and had provided audit, advisory and tax services. Her roles had included:</p> <ul style="list-style-type: none"> <li>- Senior Manager, KPMG,</li> <li>- Audit Partner, Horwath Clark Whitehill and Mazars</li> <li>- Established her own business, Raise Associates: Chartered Accountants.</li> <li>- Currently a Non-Executive Director and Audit Committee Chair at St Helens and Knowsley Teaching Hospitals NHS Trust.</li> </ul> <p>The NEDs gave an overview of how they saw their role within the Trust and their interaction with Governors.</p>
<p><b>COG 08/19</b></p>	<p><b>Trust Performance – Governors’ Corporate Performance Update</b></p> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>• <b>Position at end of Quarter 3 2018/19</b>                      £1,936k surplus against a planned surplus of £1,924k - £12k ahead of plan; this included Provider Sustainability Fund (PSF) of £1,471k for achieving the financial plan</li> <li>• <b>Position at end of January 2019</b>                      In month 10 the Trust had delivered a £290k surplus which was in line with plan.                      The Trust had 61 days of operating expenses in reserve, above the NHS target of 2 days. This could be used for unexpected expenses e.g. Pipework, however there were risks associated with HG4 and the Cost Improvement Programme (CIP)</li> </ul> <p><b>Safety</b></p> <ul style="list-style-type: none"> <li>• <b>Position at end of Quarter 3 2018/19</b> <ul style="list-style-type: none"> <li>- 0 Never Event</li> </ul> </li> <li>• <b>Position at end of January 2019</b> <ul style="list-style-type: none"> <li>- 0 further never events</li> </ul> </li> </ul> <p><b>Quality</b></p> <ul style="list-style-type: none"> <li>• <b>Position at end of Quarter 3 2018/19</b> <ul style="list-style-type: none"> <li>- HCAI - 1 patient with Clostridium difficile,</li> <li>- 0 patients with MRSA</li> <li>- 1 patient with a deep tissue injury and</li> <li>- 1 with an unstageable pressure ulcer</li> <li>- Significant reduction in falls from 16 in Q3 last year to 5 this Q3. One patient fractured neck of femur and another patient sustained a possible fractured nose.                              It was noted that the NHS were changing the criteria for falls which would affect future data collection and comparisons.</li> <li>- Average nursing turnover for Q3 was 16% with vacancies at 4.74% (below the set target of 6%)</li> </ul> </li> <li>• <b>Position at end of January 2019</b> <ul style="list-style-type: none"> <li>- Year to date 7 patients with Clostridium Difficile against a threshold of 9</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>- 11 patients with CPE year to date (no trajectory set however lower than 2017/18 of 13)</li> <li>- No patients with a MRSA bloodstream infection year to date (Last case November 2017)</li> <li>- 1 patient acquired an unstable pressure ulcer. This was being investigated.</li> </ul> <p><b>Activity</b></p> <ul style="list-style-type: none"> <li>• <b>Position at end of Quarter 3 2018/19</b> <ul style="list-style-type: none"> <li>- Outpatient activity continued to be above plan England 18 weeks Wales 36 weeks</li> <li>- Referral to Treatment (RTT) target and cancer treatment targets for patients achieved at Trust level</li> <li>- Total Non Clinical Cancelled Operations in Q3 decreased by 10% compared with 2017/18</li> </ul> </li> <li>• <b>Position at end of January 2019</b> <ul style="list-style-type: none"> <li>- Outpatient activity continued to be above plan</li> <li>- RTT target and cancer treatment targets for patients achieved at Trust level</li> <li>- Daily average days delayed decreased to 9.52</li> </ul> </li> </ul>
<p><b>COG 09/19</b></p>	<p><b>Question on Notice – The implications of changes to the National Tariff</b></p> <p>The Deputy Director of Finance shared a presentation with the governors which explained the background and rationale of the 2019/20 National Tariff.</p> <p>The implementation of a Centralised Procurement Model had been established. This would be funded by all Trusts, equating to 0.36% or £495k for the Trust. Whilst participation was optional, funding was not, the Trust therefore saw no advantage in not participating.</p> <p>Following the presentation, the Governors asked for assurance on drug availability including BOTOX, penalties for not meeting targets, Welsh process, Brexit and the implications on local Small and Medium Enterprises (SMEs).</p> <p>The Deputy Director of Finance was able to assure governors that although BOTOX had not initially been included in the approved list of drugs, it had subsequently been added. Drugs which had been removed from the list were not in use within the Trust. The feasibility of drugs appropriate for Walton Centre patients, which had been added to the list, would be assessed.</p> <p>The Trust was confident that it would be able to deliver targets.</p> <p>There were no plans for Wales to adopt this approach. This had the implication of widening the charges gap.</p> <p>The model covered large multinational companies which had contracts across the NHS as a whole. SMEs would still be used locally for secondary services.</p> <p>Negotiations were in hand for the implication following Brexit and a no deal.</p> <p>The Governors thanked The Deputy Director of Finance for the presentation.</p>

<p><b>COG 10/19</b></p>	<p><b>Quality Account</b> The Director of Nursing and Governance confirmed the Quality Accounts which had been selected by the Governors at the December 2018 meeting:</p> <p><b>Patient Safety</b></p> <ul style="list-style-type: none"> <li>• Support religious beliefs and cultures within the Theatre Dept,</li> <li>• Implement Aseptic Non Touch Technique (ANTT),</li> <li>• Pre and post-operative discussions with the Theatre Team.</li> </ul> <p><b>Patient Experience</b></p> <ul style="list-style-type: none"> <li>• Introduce Patient and Family Centred Champions,</li> <li>• Offer patients the opportunity to receive scan results via post,</li> <li>• Refurbish ward day rooms to improve environment for patients and families.</li> </ul> <p><b>Clinically Effective</b></p> <ul style="list-style-type: none"> <li>• Introduce In-house Masters Neurosciences Training Module,</li> <li>• Triaging patients who require telemetry to reduce DNA rates,</li> <li>• Introduce A3 Methodology for quality improvement.</li> </ul> <p>As part of the Quality Account review, Governors selected the following 2018/19 indicator to be audited in 2019:</p> <ul style="list-style-type: none"> <li>• Reduce missed doses of critical medications</li> </ul>
<p><b>COG 11/19</b></p>	<p><b>Any Other Business</b></p> <p><b>NED Appointments</b></p> <p><b>Recommendation from the Council of Governors' Nominations Committee</b> The Council of Governors were asked to approve a recommendation put forward by the COG Nominations Committee to extend Alan Sharples' final term of office by four months to 30 September 2019.</p> <p>This was to cover the period before the appointment of Su Rai who would commence in post on 1st October 2019.</p> <p><b>ACTION:</b> Approved</p>
<p><b>COG 12/19</b></p>	<p><b>Review of Meeting</b> The Chair thanked the Governors for their participation and attendance.</p>
<p><b>COG 13/19</b></p>	<p><b>Date, time and venue of next meeting</b> The next meeting of the Council of Governors would be held on 18<sup>th</sup> June 2019, 13:45 – 4:00pm in the Lecture Theatre, Sid Watkins Building.</p>



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**ACTION TRACKER**

<b>Min. Ref</b>	<b>Item</b>	<b>Action</b>	<b>Lead</b>	<b>Status</b>
COG 10/19	Any Other Business	Extension to Alan Sharples contract approved	AW	Open