

COUNCIL of GOVERNORS MEETING
The Lecture Theatre, Sid Watkins Building

Thursday 19th September 2019 at 1.30-2.20 pm
AGENDA

Item	Time	Item	Owner	Purpose	Process	Preparation
1	1.30	1.1 Apologies 1.2 Declaration of Interests 1.3 Minutes of meeting held on: 18 th June 2019	Janet Rosser Chair	To note apologies for absence For Governors to declare commercial and material interests relevant to the agenda To review, confirm accuracy, review the Action Tracker and consider matters arising	Verbal Minutes & discussion	Minutes enclosed
2	1.35	Lead Governor Report 2.1 External Auditors	Colin Cheesman Lead Governor	To discuss	Verbal	N/A
3	1.45	Chair's Briefing including: 3.1 Governor Election Results 2019	Janet Rosser Chair	To receive	Verbal	N/A
4	1.55	Nominations Committee Feedback	Ella Pereira Partnership Governor - Chair	To receive	Verbal	N/A
5	2:00	Governors Integrated Performance Report Q2 2019/20	Hayley Citrine Chief Executive	To inform and present the Trust's Performance	Report & discussion	Report To follow
6	2:15	Questions on Notice and Close of meeting	Janet Rosser Chair		Verbal	N/A

Date of next meeting: 10th December 2019

CONFIRMED

Minutes of the Council of Governors Meeting
Thursday 19th September 2019
Sid Watkins Building, Walton Centre

Present

Janet Rosser (Chair)

Governors

Ruth	Austen-Vincent		
Andy	Burgen	Tony	Cahill
Colin	Cheesman (Lead Governor)	Amanda	Chesterton
Rich	Cottier	John	Kitchen
Sharon	McLoughlin	Nanette	Mellor
Derek	Rothwell	Barbara	Strong
Adrian	Wells	Stan	Winstanley

In Attendance

Seth	Crofts	Non-Executive Director
Sheila	Samuels	Non-Executive Director
Su	Rai	Non-Executive Director
Hayley	Citrine	Chief Executive
Mike	Burns	Director of Finance
Lisa	Salter	Director of Nursing and Governance
Mike	Gibney	Director of Workforce and Innovation
Jan	Ross	Director of Operations and Strategy
Andy	Nicolson	Medical Director
Nicole	Brown	Governor (elect) North Wales
Linda	Cole	Governor (elect) Merseyside
William	Givens	Governor (elect) Merseyside
Jan	Harrison	Governor (elect) Staff Non-Clinical
Cameron	Hill	Governor (elect) Rest of England
Chris	Sutton	Governor (elect) Rest of England
Angela	Grimshaw	Member - Director MHAS North Wales
Jane	Hindle)	Corporate Secretary
Gill	Woods	Personal Assistant (Minutes)

Apologies

Doreen	Brown	Peter	Clegg
Lesley	Collins	Ged	Comerford
Rhys	Davies	Jonathan	Desmond
Diane	Foulston	Phil	Gibbons
Stella	Howard	Melissa	Hubbard
Isabel	Moreno	Ella	Pereira
Jan	Vaughan	Nalin	Thakkar

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<p>COG 28/19</p>	<p>Apologies Apologies were received and noted as above.</p>
<p>COG 29/19</p>	<p>Welcome and Declaration of Interests: Declaration of Interests The Chair Non-Executive Directors declared an interest in respect of Agenda item 4 Nominations Committee regarding NED Pay uplift.</p>
<p>COG 30/19</p>	<p>Minutes of the meeting held on 18th June 2019: Action Tracker and Matters Arising The minutes of the previous meeting were agreed as a true and accurate record. Matters arising: The following item were updated:</p> <ul style="list-style-type: none"> • COG 21/19 Equality, Diversity and Inclusion Briefing Dates and locations are still to be finalised • COG 23/19 Governor Elections - Meeting attendance via SKYPE Feasibility and process to be assessed by COG Steering Group <p>The following item were Closed:</p> <ul style="list-style-type: none"> • COG 17/19 Lead Governor Report - Chairs Lunches' Dates arranged and sent to Governors.
<p>COG 31/19</p>	<p>Lead Governor Report It had been a busy quarter for Governors and the Trust. Governors congratulated staff on achieving a second outstanding rating following the CQC Inspection. Expressions of interest were sought for the role of the lead governor from Public Governors who had been in post for 12 months. Any eligible governors were requested to email the Corporate Secretary by 21st October 2019. Governors were reminded of the importance in submitting feedback for all meetings and activity attended. ACTION: The Corporate Secretary would approach Governors for expressions of interest in the Lead Governor role</p>
<p>COG 32/19</p>	<p>Chairs Briefing The Chair thanked the Governors who had come to the end of their term of office; Isabel Moreno, Ged Comerford , Jonathan Austin and Michael Lewis who had left earlier in the year. Particular thanks were given to Andy Burgen who had been a Governor for 5 years, firstly as a Partnership Governor before becoming a Public Governor for North Wales and Tony Cahill who had been a Public Governor for Merseyside for 6 years. Both had made an enormous contribution to the Council of Governors. The Chair also acknowledged Derek Rothwell, Partnership Governor for Liverpool CCG who would be retiring in November 2019. Governor Election Results New governors in attendance were welcomed and introduced to the Council of Governors. They would officially take up their role at the end of the Annual Members meeting.</p>

	<p>Governors were asked to consider how the trust could develop a representative membership. The Chair advised that the Trust was considering establishing a separate membership group of the Council of Governors to utilise their skills and knowledge of engagement to better seek the views of our membership.</p> <p>ACTION: Governors to contact the Corporate Secretary for expressions of interest in joining a possible Governor Membership Engagement Group.</p>
<p>COG 33/19</p>	<p>Nominations Committee Feedback</p> <p>Succession Planning The Council of Governors were given assurance that the Chair had developed a succession plan for NED roles.</p> <p>Pay Uplift for Executives and Non-Executive Directors The Chair and Non-Executives left the meeting.</p> <p>The Council of Governors were asked to approve the proposal from the Nominations Committee to increase the pay of the Non-Executive Directors by 1% in line with the cost of living and that it be back dated to 1st April 2019.</p> <p>ACTION: The Governors approved the 1% increase for NEDS backdated to April 2019.</p> <p>The Chair and Non-Executive Directors re-joined the meeting.</p>
<p>COG 34/19</p>	<p>Trust Performance – Governors’ Corporate Performance Update Position at end of Quarter 1 2019/20</p> <p>Finance</p> <ul style="list-style-type: none"> • £515k surplus against a planned Control Total of £510k. This includes Provider Sustainability Funding (PSF) of £332k for achieving our financial plan to date. In month 4 2019/20 the Trust has delivered a £140k surplus which is £15k above plan. <p>At month 4</p> <ul style="list-style-type: none"> • The Trust has delivered marginally above plan (£1,058k v £1,052k). • Noted that M5 was not looking as promising due to the impact of pensions on activity. <p>Quality</p> <ul style="list-style-type: none"> • 2 patients in Q1 with Clostridium Difficile against a threshold of 8 • No patients with a MRSA bloodstream infection (Last was Nov 2017) <p>At month 4</p> <ul style="list-style-type: none"> • HCAI – 3 patients with Clostridium difficile (trajectory of 8) • 0 patients with MRSA Bacteraemia • Nursing turnover is 18.15% (12 month rolling) 19 staff nurses to commence Sept/Oct. Work underway across Cheshire & Merseyside. <p>Activity</p> <ul style="list-style-type: none"> • Outpatient activity was below plan, mainly due to an under performance in new outpatient activity. • Elective activity was above plan. • Referral to Treatment (RTT) target and cancer treatment targets for patients achieved at Trust level. • Total Non Clinical Cancelled Operations in Q1 decreased by 5% when compared with Q1 18/19.

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	<p>At Month 4</p> <ul style="list-style-type: none"> • Elective Inpatient activity over plan, with an under-performance of 2.1% for outpatient attendances. • RTT target and cancer treatment targets for patients achieved a at Trust level. • Total Non Clinical Cancelled Operations continues to improve when compared with last year (2018/19: 48, 2019/20: 39). <p>The Chief Executive noted month 5 needed to be reported at Trust Board at the end of the month but shared with governors an early position in relation to challenges with activity and finance in relation to the national pension changes and their implications.</p> <p>Following the presentation the Governors requested assurance on the rise in the number of complaints received and the reduction in Welsh activity.</p> <p>Assurances were given that the number of complaints had reduced and that less than 10 were received each month. It was difficult to compare complaints with the National average due to the specialist nature and size of the patient cohort.</p> <p>Welsh activity had reduced, driven by the national issue of doctor's overtime impacting on their pensions and annual leave. Assurance was given that activity was closely monitored and were possible additional clinics were organised.</p> <p>The Chair acknowledged that the data within the performance report was for the previous 3 months and informed the Governors that a performance report was produced and presented to Trust Board on a monthly basis. The governors were asked if it would be beneficial to receive this and to share their views with the Corporate Secretary.</p> <p>ACTION: Governor to send feedback on the contents, usefulness and frequency of the Performance report.</p>
<p>COG 35/19</p>	<p>Any Other Business</p> <p>None</p>
<p>COG 36/19</p>	<p>Review of Meeting</p> <p>The Chair thanked the Governors for their participation and attendance.</p>
<p>COG 37/19</p>	<p>Date, time and venue of next meeting</p> <p>The next meeting of the Council of Governors will be held on 10th December 2019. 13:30 – 4:30pm* in the Lecture Theatre, Sid Watkins Building. *Approximate time</p>