

**COUNCIL OF GOVERNORS MEETING**  
**The Lecture Theatre, Sid Watkins Building**  
**13:30-16:30 on Tuesday 13<sup>th</sup> March 2018**  
**AGENDA**

Item	Time	Item	Owner	Purpose	Process	Preparation
1	1:30	Holding NEDs to Account <ul style="list-style-type: none"> <li>Governors communication questionnaire</li> </ul>	Governors and Non-Executive Directors	<b>Governors and NEDs only</b>	Verbal	N/A
2	2:00	Apologies	Janet Rosser Chair	To note apologies for absence	Verbal	N/a
3	2:00	Declaration of Interests	Janet Rosser Chair	For Governors to declare commercial and material interests relevant to the agenda	Verbal	N/a
4	2:02	Minutes of meeting held on: 14 <sup>th</sup> December 2017	Janet Rosser Chair	To approve, review actions and consider matters arising	Minutes	Enclosed
5	2:05	Lead Governor Appointment	Janet Rosser Chair	To approve the appointment	Verbal	N/a
6	2:10	Chairs Briefing a) Governor Advisory Committee Elections b) CoG Work Plan 2018	Janet Rosser Chair	To approve (statements emailed under separate cover)  To approve	Report  Report	Enclosed  Enclosed
7	2:15	Non-Executive Director Update	Ann McCracken Non-Executive Director	To inform of the Trust's performance in relation to Quality.	Presentation	N/a
8	2:25	Corporate Performance Report Q3 2017/18	Hayley Citrine Chief Executive  Executives	To inform and present the Trust's Q3 Performance Report	Report	Enclosed
9	2:45	Patient Story	Mark McKenna Head of Patient Experience	To receive a patient story	Presentation	N/a

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10	3:15	Patient Experience Activity and Engagement Update	Mark McKenna Head of Patient Experience	To inform	Presentation	Enclosed
11	3:25	PLACE Assessments	Helen Oulton Lead Nurse Infection Control	To inform	Verbal	N/a
12	3:35	Quality Accounts Review	Lisa Salter Acting Director of Nursing	To confirm the priorities voted for by the governors	Presentation	Enclosed
13	3:45	Trust's Plan, Vision and Strategy	Executives	To consult the Council of Governors on the Trust's future direction	Presentation	To follow
14	4:15	Trust Constitution	Janet Rosser Chair	To approve (full constitution emailed under separate cover)	Document	Enclosed Summary Report
15	4:20	Fit and Proper Annual Self Declaration for Directors	Janet Rosser Chair	To receive	Document	Enclosed
16	4:25	COG Steering Group <ul style="list-style-type: none"> <li>• Terms of Reference</li> <li>• Confirmed minutes of the COG Steering Group: <ul style="list-style-type: none"> <li>- 2<sup>nd</sup> May 2017</li> <li>- 9<sup>th</sup> November 2017</li> </ul> </li> </ul>	Janet Rosser Chair	<ul style="list-style-type: none"> <li>• To approve</li> <li>• For Information</li> </ul>	Report Minutes	Enclosed Enclosed
17	4.25	Questions on Notice	Janet Rosser Chair		Verbal	N/a
18	4:30	Close of Meeting				

**Date of next meeting: Thursday 14<sup>th</sup> June 2018 in the Lecture Theatre, 2<sup>nd</sup> floor, Sid Watkins Building.**

**CONFIRMED**

**Minutes of the Council of Governors Meeting**

**Thursday 13<sup>th</sup> March 2018**

**Sid Watkins Building, Walton Centre**

**Present**

Janet	Rosser	Chair	Ruth	Austen-Vincent	Governor
Andy	Burgen	Governor	Tony	Cahill	Governor
Johnathan	Desmond	Governor	Emily	Gerrans	Governor
Stella	Howard	Governor	Nanette	Mellor	Governor
Isabel	Moreno	Governor	Ella	Pereira	Governor
Barbara	Strong	Governor			

**In Attendance**

Hayley	Citrine	Chief Executive
Mike	Burns	Director of Finance
Lisa	Salter	Acting Director of Nursing
Peter	Humphrey	Non-Executive Director
Ann	McCracken	Non-Executive Director
Sheila	Samuels	Non-Executive Director
Alan	Sharples	Non-Executive Director
Alison	Whitfield	Assistant Corporate Secretary
Carol	Miller	Minutes

**In Attendance for part of the Meeting**

Mike	Gibney	Director of Workforce
Stuart	Moore	Director of Strategy and Planning
Helen	Oulton	Lead Nurse Infection Control
Derek	Rothwell	Governor (Part)

**Apologies**

Jonathan	Austin	Governor
Paul	Brant	Governor
Doreen	Brown	Governor
Colin	Cheesman	Governor
Peter	Clegg	Governor
Ged	Comerford	Governor
Seth	Croft	Non-Executive Director
Rhys	Davies	Governor
Louise	Ferguson	Governor
Alan	Griffiths	Governor
Ann	Highton	Deputy Chair
Melissa	Hubbard	Governor
John	Kitchen	Governor
Michael	Lewis	Governor
Andy	Nicholson	Medical Director
Jan	Vaughan	Governor

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COG 01/18	<p><b>Apologies</b></p> <p>Apologies were received and noted as above.</p>
COG 02/18	<p><b>Welcome and Declaration of Interests:</b></p> <p>The Chair welcomed all attendees.</p> <p><b>Declaration of Interests</b></p> <p>Barbara Strong declared an interest in respect of agenda item 6a, Governor Advisory Committee Elections.</p>
COG 03/18	<p><b>Minutes of the meeting held on 14<sup>th</sup> December 2017:</b></p> <p><b>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 minor amendment:</p> <ul style="list-style-type: none"> <li>• Jonathan Desmond, Governor to be added to attendees</li> </ul> <p>All matters arising were included as agenda items.</p>
COG 04/18	<p><b>Lead Governor Appointment</b></p> <p>The Chair briefed the Governors that following the Lead Governors Expressions of Interest exercise, one nomination had been received from Colin Cheesman, on the condition that the role would be undertaken with additional governor support.</p> <p><b>The governors approved the nomination and Colin Cheesman would become the Lead Governor for a period of 2 years effective immediately.</b></p>
COG 05/18	<p><b>Chairs Briefing</b></p> <p><b>Governor Advisory Committee Elections</b></p> <p><b>Barbara Strong left the meeting.</b></p> <p>A total of 60 nominations had been received for 8 positions. Eligible Trusts had been given 1 vote and the Governors were asked to approve the recommendation of the COG Steering Group that the Trust should cast its vote for Barbara Strong.</p> <p><b>The Governors ratified the decision and the Assistant Corporate Secretary would submit the vote for Barbara Strong to NHS Providers.</b></p> <p>Barbara Strong re-entered the meeting.</p> <p><b>COG Work Plan 2018</b></p> <p>The COG Work plan was approved with the following amendments:</p> <ul style="list-style-type: none"> <li>• The Patient Story would become a Standing Item</li> <li>• Clinicians would be invited to present to the COG e.g. Pain and MS Consultants</li> </ul> <p><b>ACTION: Governors to send suggestions for possible clinical subjects to the administrator.</b></p>
COG 06/18	<p><b>Non-Executive Director Update – Ann McCracken Quality Committee</b></p> <p>AMc explained the work of the Quality Committee and how the governors had the key role of holding all NEDs to account and providing a source of independence and scrutiny to ensure that the interests of both members of the Trust and the public were represented.</p> <p>Following the presentations, the Governors asked for the following assurances:</p>

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	<ul style="list-style-type: none"> <li>• That there was a route for staff to raise matters for review by the Quality Committee.             <ul style="list-style-type: none"> <li>- Departments and specialities presented, at least annually, and were part of the membership. Reports provided an overview and highlighted themes. Sub-committees fed into the Quality Committee and that the reporting structure ensured staff had an established route. More thought would be given to the practicalities of direct reporting or presenting to the Quality Committee.</li> </ul> </li> </ul>
<p>COG 07/18</p>	<p><b>Trust Performance Q4 Governors Corporate Performance Update</b></p> <p><b>Position at Quarter 3 2017/18</b></p> <ul style="list-style-type: none"> <li>- Financial position - £3,150k surplus against a planned surplus of £2,972; this includes a £164k charitable donation.</li> <li>- One patient with Clostridium Difficile in Q3; 7 patients year to date against a trajectory of 10.</li> <li>- Waiting times met for all patients, except three patients who breached 52 week waits referred to us by Warrington and Halton Hospitals (WHH) FT in months 10 and 11. These patients had now all been treated.</li> <li>- DTOC improved in December for the first time, which is encouraging.</li> <li>- There were two never events in November             <ul style="list-style-type: none"> <li>- Nursing turnover had improved for a second quarter.</li> </ul> </li> </ul> <p><b>Position at end Jan 2018</b></p> <ul style="list-style-type: none"> <li>- Year to date the Trust had delivered a £3,548k surplus against a planned surplus of £3,367k; this includes the donation, as noted at Q3.</li> <li>- There was a single case of a patient colonised with Carbapenemase Producing Enterbacteriaceae (CPE) in January; 12 cases year to date.</li> <li>- There were no cases of Clostridium Difficile in January;</li> <li>- With the exception of the recorded breaches of the 52 week treatment target (a further 2 patients from WHH in January), the Trust achieved the remainder of its RTT targets and all of the cancer treatment targets.</li> </ul> <p>Following the presentations, the Governors asked for the following assurances:</p> <ul style="list-style-type: none"> <li>• Clarification on the Never Events             <ul style="list-style-type: none"> <li>- Wrong Level Spinal Surgery – This is being removed from the Never Event Criteria as errors resulted from the complexity of spinal surgery and not as a result of medical errors.</li> <li>- Wrong route for water There had been no ill effects, the patient and family had been informed.</li> </ul> </li> <li>• Welsh Thrombectomy services             <ul style="list-style-type: none"> <li>- The Trust were planning to extend hours from 9 – 5 to 7 – 7. Sunday service would commence in 2019. It was important to ensure that the right workforce was in place.</li> </ul> </li> <li>• Why there was an underspend on capital expenditure             <ul style="list-style-type: none"> <li>- Primarily due to delayed purchases which had been 10% less than planned. NHSI placed conditions on capital spend. There were plans to expand the outpatient department in Sid Watkins Building in 2018/19 to utilise fallow space on the 1<sup>st</sup> floor.</li> </ul> </li> <li>• What had caused the increased average length of stay at the end of December 2017.             <ul style="list-style-type: none"> <li>- Winter pressures had delayed repatriation. Some patients had needed</li> </ul> </li> </ul>

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	<p>specialist community based care, equipment or home adaptations and pre-discharge home visits had not been possible due to location.</p> <ul style="list-style-type: none"> <li>- SH Informed the Trust of the North Wales 'Community Resource Team' which had the role of ensuring continuity of care following discharge.</li> <li>- The Trust did not have access to the Early Support Discharge Team. The Discharge Planning Group would take this forward.</li> </ul> <ul style="list-style-type: none"> <li>• The impact of the Warrington Spinal Services transfers on the quality of patient care, Trust resources and finances. <ul style="list-style-type: none"> <li>- There had been an agreed financial arrangement with Warrington CCG. This had taken into account the overall cost of the additional activity. The majority of the patients had now been seen which had resulted in a 40% conversion to surgery. Should the situation become long term, resources would be reassessed and business cases raised as appropriate to ensure resources were in place.</li> </ul> </li> <li>• The impact on repatriation due to the loss of 200 beds at the Liverpool Royal Hospital. <ul style="list-style-type: none"> <li>- Liverpool CCG clarified the number as 60 beds in total.</li> <li>- The bed numbers for Spinal Emergency Patients equated to about 8 or 9 beds. The Trust had time to plan and there was recognition that Liverpool Health Partners needed to work closely to ensure patients received the correct treatment at the right centre. .</li> </ul> </li> </ul>
<p>COG 08/18</p>	<p><b>Patient Story</b> This item was deferred due to the availability of the presenter.</p>
<p>COG 09/18</p>	<p><b>Patient Experience Activity and Engagement Update</b> MMc informed the Governors of the work which had been undertaken in the last 6 to 12 months to ensure that the Patient Experience supported what was important to patients, families and carers. Themes had been identified from various sources, including:</p> <ul style="list-style-type: none"> <li>- Complaints and concerns;</li> <li>- Engagement events e.g. Brain Charity Coffee Mornings;</li> <li>- Healthwatch engagement events and shared experiences;</li> <li>- Stakeholder feedback e.g. MS Society, Neuro Alliance, Brain Charity; and</li> <li>- Vanguard Engagement activity and events.</li> </ul> <p>Further engagement would take place to ensure appropriate Person Centered Care was included within the new Trust Strategy.</p> <p>The Governors praised the work which had been undertaken and the visibility and effectiveness of the additional volunteers across the Trust. The governors particularly praised the work undertaken on Infection Control by Volunteer Martin Jessop.</p> <p>Governors also recognised that it would be impracticable to ensure patient centred care for all patients e.g. The disruption caused for some patients travelling from a distance for annual face to face consultant appointments.</p> <p>Governors were encouraged to participate in patient engagement activities.</p>

	<p><b>PLACE Assessments</b> Helen Oulton, Lead Nurse for Infection Control gave an overview on PLACE assessments.</p> <p>Whilst the WC was one of the top trusts for cleanliness, food and patient experience it was crucial that the trust continued to strive towards improvement and excellence in the patient journey. Governors provided a crucial role in providing independent scrutiny during PLACE internal assessments.</p> <p>There was a planned programme and Governors would be invited to attend. Governors would also be asked for their general availability should numbers of volunteers for the planned dates not be sufficient.</p> <p><b>ACTION: Governors to be approached for availability to participate on PLACE assessments and CM to liaise with Infection Control administrator</b></p>
<p>COG 10/18</p>	<p><b>Quality Account Review</b> LS updated the Governors on the agreed Quality objectives for 2018/19 which had been approved by the Quality Committee, Trust Board and Health Watch and had also been successfully audited by the Trust auditors.</p> <p>The 2018/19 Quality Account Objectives were:</p> <p>Patient Safety</p> <ul style="list-style-type: none"> <li>• Reduction in all falls year on year</li> <li>• Invest in staff training for patients with challenging behaviour</li> <li>• Reduce missed doses of critical medications year on year</li> </ul> <p>Patient Experience</p> <ul style="list-style-type: none"> <li>• Improve accessibility of information to patients</li> <li>• Initiate enhanced training on oral hygiene</li> <li>• Improve the way we listen and act on patient, family and carer feedback</li> </ul> <p>Clinically Effective</p> <ul style="list-style-type: none"> <li>• Extend Health &amp; Wellbeing Programme to improve staff resilience &amp; mindfulness</li> <li>• Reduce cancelled operations year on year</li> <li>• Quarterly reviews of Trust Safety Huddle</li> </ul> <p>The following 17/18 priorities had been achieved:</p> <ul style="list-style-type: none"> <li>• Development of SMART Database</li> <li>• CPE Screening and Case Management</li> <li>• Same Day Admissions</li> <li>• Develop Neuro Buddy Service</li> <li>• Improved Discharge Process             <ul style="list-style-type: none"> <li>- The initial target of 35% before 12midday had proven unrealistic when benchmarked against other Trusts and was reduced to 10%. This target was achieved in January 2018</li> </ul> </li> </ul> <p>The following 17/18 priorities were on track:</p> <ul style="list-style-type: none"> <li>• Develop Mental Capacity Act (MCA) Champions             <ul style="list-style-type: none"> <li>- This would be achieved by the end of March 2018</li> </ul> </li> <li>• Review and Audit Surgical Site Infection</li> <li>• Develop Nurse Bank</li> </ul>

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	<ul style="list-style-type: none"> <li>- Walton Centre Bank was being finalised</li> <li>• Launch ‘John’s Campaign’ for Dementia</li> <li>- Visiting Hours pilot underway             <ul style="list-style-type: none"> <li>- Stage 1 Open Hours completed</li> <li>- Stage 2 12:00 – 20:00 underway</li> </ul> </li> </ul> <p>As part of the Quality Account review, Governors were also asked to vote for one 2017/18 indicator to be audited this year.</p> <ul style="list-style-type: none"> <li>• Discharge Processes</li> </ul> <p>The Quality Account objectives were monitored through quarterly updates to the Quality Committee and reported to Trust Board.</p>
<p>COG 11/18</p>	<p><b>Trust’s Plan, Vision and Strategy</b></p> <p>The Chief Executive shared a presentation on shaping the Trust’s vision and strategy. A variety of views from varying diverse sources would inform the strategy including listening events, staff engagement, online surveys, internal committees such as the Patient Experience Group which had governor and Health Watch membership and external organisations and groups such as the Brain Charity.</p> <p>The main focus would start with the key component of setting the Strategic Priorities. Once established, these would inform Divisional Business Plans, clinical strategies, actions and outcomes, as well as the aspirational vision and mission.</p> <p>Following the presentation the COG noted that:</p> <ul style="list-style-type: none"> <li>• Updating the Trust’s branding was important in order to increase understanding of the Trust’ as a Neurology specialist, which was not evident in its current title. It was important that the legacy of the Walton Centres and its reputation was retained in any potential new branding;</li> <li>• External presentations would need to be simplified to suit the audience;</li> <li>• Data collected as part of the Vanguard Project could be used to inform discussions and decisions;</li> <li>• The importance of engagement and collecting opinions not just at the start of the process but as part of follow up reviews;</li> <li>• Had the Trust considered applying for a Royal Charter?;</li> <li>• Retaining the Stand Alone status of the Trust to be clear in the strategy; and</li> <li>• Retaining the Trusts strategic role on the Liverpool Health Partners and partnership working in the wider sense across our foot prints.</li> </ul> <p>The COG asked for clarification on the following:</p> <ul style="list-style-type: none"> <li>• How the strategy would take into account possible obstacles e.g. Capacity, timescales, finances? i.e. ensuring we were clear on enablers and blockers:             <ul style="list-style-type: none"> <li>- Workforce would be a key area. It was acknowledged that whilst the strategies were ambitious they also needed to be realistic. This would be picked up in subsequent business cases and action plans;</li> </ul> </li> <li>• Exploring Private Sector opportunities.             <ul style="list-style-type: none"> <li>- This would be an increase to the established 1% private practice and helping to diversify income streams to enable us to invest in innovation and other opportunities for all patients, exploring initiatives to raise finances for the expansion of the Trusts’ innovative equipment and pioneer current edge care, the following were put forward as thoughts                 <ul style="list-style-type: none"> <li>- Pain Management Programme</li> <li>- Radiologists – scan reading</li> <li>- Investigations</li> <li>- Private Health Screening</li> </ul> </li> </ul> </li> </ul> <p>The COG was asked to forward any comments, suggestions or ideas to the</p>



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	<p>Administrator and to disseminate to their respective constituents and groups. Also utilising the Patient Experience Group Strategy Session, as the Patient Experience Group had 8 Governor representatives who could feed in thought.</p>
COG 12/18	<p><b>Trust Constitution</b>  The Trust's Constitution was last reviewed in 2014. Following a recent review, the constitution had been updated; a summary of changes was provided in the cover sheet.</p> <p>Hill Dickinson had undertaken a legal review of the amended draft constitution and had agreed it. The Council of Governors were asked to approve the amended Constitution.</p> <p><b>Following the meeting the COG approved the amended constitution, which would be adopted.</b></p>
COG 13/18	<p><b>Fit and Proper Annual Self Declaration for Directors</b>  The Chair explained that as part of the Fit and Proper Persons Regulations all Directors of the Board were subject to an annual self-declaration to ensure that they are:</p> <ul style="list-style-type: none"> <li>• are of good character;</li> <li>• have the necessary qualifications, competence, skills and experience;</li> <li>• are able to perform the work that they are employed for after reasonable adjustments are made;</li> <li>• have not been responsible for, privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity.</li> </ul> <p>The Chair was able to offer assurance to the COG that all Directors of the Board had completed a self-declaration form and that all complied with the regulations.</p>
COG 14/18	<p><b>COG Steering Group</b>  The terms of reference for the COG Steering Group had been updated:</p> <ul style="list-style-type: none"> <li>• Assistant Corporate Secretary added to membership;</li> <li>• Membership Manager added to the attendance; and</li> <li>• Quorate increased to 4 present of which 3 must be governors.</li> </ul> <p><b>Following the meeting the COG approved the amended term of reference which would be adopted.</b></p> <p>The minutes of the COG Steering Group were presented for information.</p>
COG 15/18	<p><b>Questions on Notice</b>  None</p>
COG 16/18	<p><b>Any Other Business</b>  None</p>
COG 17/18	<p><b>Review of Meeting</b>  The Chair thanked the Governors for their participation and attendance.</p>
COG 18/18	<p><b>Date, time and venue of next meeting</b>  The next meeting of the Council of Governors would be held on 14<sup>th</sup> June 2018 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>
50/17	Lead Governor Report	Governors to be approached for expressions of interest for Lead Governor, committee/group membership	AW	Closed
54/17	Quality Account Review	Feedback on results to March 2018 COG	LS	Closed
05/18	COG Work Plan	Governors to send suggestions to CM for possible clinical subjects to the administrator to add to work plan	ALL	Open
09/18	PLACE assessments	Governors to be approached for availability to participate on PLACE assessments and liaise with Infection Control administrator.	CM	Open