

MEETING OF COUNCIL OF GOVERNORS AGENDA

Thursday 22 June 2023
13:00 to 16:00

Lecture Theatre, Sid Watkins Building, The Walton Centre

Please Note – The Governors Pre-meeting will take place in person on
Thursday 22 June 2023 at 12:45.

Ref	Time	Item	Owner	Purpose
STANDING ITEMS				
1	13:00	Welcome and Apologies (v)	Chair	Information
2	13:00	Declarations of Interest (v)	Chair	Information
3	13:05	Action Log (v)	Chair	Information
4	13:10	Minutes of meetings held on: <ul style="list-style-type: none"> 8 December 2022 (d) 14 March 2023 (d) 	Chair	Approve
GOVERNOR ITEMS				
5	13:15	Lead Governor's Report (d)	Lead Governor	Information
6	13:20	Chair's Report (v) <ul style="list-style-type: none"> CMAST and ICS Update Aintree Site Joint Committee External Stakeholder Meetings External Well Led Review NED Terms of Office Associate NEDs 	Chair	Information
STRATEGY AND PERFORMANCE				
7	13:30	Trust Strategy 2022-25 Update (d)	Chief Operating Officer	Assurance
8	13:40	PLACE Assessment Results (d)	Chief Operating Officer	Assurance
9	13:45	Staff Survey Results 2022 (p)	Deputy Chief People Officer	Assurance
INTEGRATED PERFORMANCE REPORT/ BOARD COMMITTEES CHAIR'S ASSURANCE REPORTS				
10	13:55	Performance and Finance: Business and Performance Committee Chair's Assurance Reports – March/April/May 2023 (d)	NED Committee Chair	Assurance
11	14:05	Quality: Quality Committee Chair's Assurance Reports – March/April/May 2023 (d)	NED Committee Chair	Assurance
12	14:10	Audit Committee – April/May 2023 (d)	NED Committee Chair	Assurance
13	14:15	Research, Innovation and Medical Education Committee Chairs Assurance Reports – March 2023 (d)	NED Committee Chair	Assurance

v = verbal, d = document p = presentation

Ref	Time	Item	Owner	Purpose
14	14:35	Walton Centre Charity Committee – April 2023 (d)	NED Committee Chair	Information
14: 40 10 Minute Break				
PATIENT EXPERIENCE AND QUALITY				
15	14:50	NED Walkabout Report (d)	Chief Operating Officer	Information
16	15:00	Patient Experience Strategic Plan, Activity and Engagement update (d) <ul style="list-style-type: none"> Healthwatch Listening Week 	Head of Patient Experience	Information
REGULATORY/GOVERNANCE				
17	15:10	Changes to the Constitution and Standing Orders (d)	Corporate Secretary	Approve
18	15:20	Board Effectiveness Review (d)	Corporate Secretary	Information
19	15:30	COG Communication Survey (d)	Corporate Secretary	Information
20	15:35	Governor Elections Update (d)	Corporate Secretary	Information
GOVERNOR COMMITTEES				
21	15:40	Membership and Engagement Group Minutes of the meeting held on: <ul style="list-style-type: none"> 10 May 2023 (d) 	Committee Chair	Assurance
22	15:45	Nominations Committee Group Minutes of the Meeting held on: <ul style="list-style-type: none"> 8 June 2023 (d) 	Committee Chair	Assurance
CONSENT				
23	15:50	Cycle of Business (d)	Corporate Secretary	Information
CLOSE OF MEETING				
24	15:55	Any Other Business (v) <ul style="list-style-type: none"> Retiring Governors 	Chair	N/A

Date of Next Meeting:

Thursday 13 September 2023, 1pm - 4pm **Including Annual Members Meeting.**
Lecture Hall, Sid Watkins Building, Walton Centre NHS Foundation Trust

Please Note

The Governors Pre-meeting will take place at 12:45 in person on Thursday 22 June 2023

v = verbal, d = document p = presentation

UNCONFIRMED MINUTES
COUNCIL OF GOVERNORS MEETING HELD IN PUBLIC
Lecture Hall, Sid Watkins Building
Thursday 8 December 2022

Present	Role	Initials
Su Rai	Deputy Chair	DC
Jan Ross	Chief Executive	CEO
Andrew Nicolson	Medical Director	MD
Mike Gibney	Chief People Officer	CPO
Nicky Martin	Deputy Chief Nurse	DCN
Helen Wells	Deputy Chief Financial Officer	DCFO
David Topcliffe	Non-Executive Director	NED-DT
Paul May	Non-Executive Director	NED-PM
Ray Walker	Non-Executive Director	NED-RW
Karen Heslop	Non-Executive Director	NED-KH
Barbara Strong	Lead Governor Merseyside	LG
Jonathan Desmond	Public Governor Merseyside	Gov-JD
Carol Hopwood	Public Governor Merseyside	Gov-CH
Belinda Shaw	Public Governor Merseyside	Gov-BS
Tereasa Moretti	Public Governor Merseyside	Gov-TM
John Kitchen	Public Governor North Wales	Gov-JK
John McClelland	Public Governor Rest of England	Gov-JM
Nanette Mellor	Partnership Governor The Brain Charity	Gov-NM
Amanda Chesterton	Governor Staff Non-Clinical	Gov-AC
Andrew Brodbelt	Governor Staff Medical	Gov-AB
In Attendance		
Katharine Dowson	Corporate Secretary	CS
Nicola Troy	Corporate Governance Officer	CGO
Lisa Judge	Head of Patient Experience	HPFE
Apologies		
Max Steinberg	Chair CBE	Chair
Lindsey Vlasman	Chief Operating Officer	COO
Mike Burns	Chief Finance Officer	CFO
John Taylor	Governor North Wales	Gov-JT
Tom Stretch	Public Governor Cheshire	Gov-TS
Louise Pate	Staff Governor	Gov

Ella Pereira	Partnership Governor	Gov-EP
Jan Vaughan	Partnership Governor	Gov-JV
Melanie Worthington	Partnership Governor	Gov-MW

1. Welcome and Apologies

- 1.1 Apologies were received and noted as above. Gov-MW attempted to join by Teams but was unable to connect successfully due to connection issues.

2. Declarations of interest

- 2.1. None

3. Matter Arising and Action Log

- 3.1. None

4. Minutes of the previous Meeting

- 4.1. The minutes of the previous Council of Governors meeting, held on the dates below were agreed as a true and accurate record. There were no open actions for discussion
- 14 June 2022
 - 8 September 2022
 - 8 November 2022

5. Lead Governors Report

- 5.1. The LG presented the report and provided an overview of Governor activity highlights which included the appointment of a new Non-Executive Director (NED), the induction of new Governors and a number of walkabouts at the Trust.
- 5.2. LG reminded the group that she was due to end her term as Lead Governor 2022 and advised that expressions of interest for taking over the role had been invited by CS.

The Council of Governors noted the Lead Governors Report.

6. Chair's Report

- 6.1. DC provided an update to the Council of Governors on the following areas:

CMAST and ICS (Cheshire and Merseyside Acute and Specialist Trusts) (Integrated Care System)

-Performance

-Finance and activity, including flow and winter pressures.

- 6.2. Gov-AB asked, what assurance could be given that the Walton Centre performs and works with other Trusts across the region.
- 6.3. DC advised that the Trust has a duty to collaborate and had done for a number of years on behalf of patients. There was now a system financial budget and within this there are CIPs (Cost Improvement Projects) to drive efficiency through transformation which often required partnership with other Trusts. The ICS was now in place to ensure that Trusts work together as opposed to being in competition to get the best value for money.

- 6.4 Gov-AB and Gov-AC asked how this worked for the Trust as patients were not only drawn from Cheshire and Merseyside, but also from Wales and the rest of England. DC acknowledged that this had always been an interesting challenge. The CEO added that the Trust was not alone regarding this issue and there were opportunities for the Trust to do things differently and to see this as a positive to utilise the Trusts national profile to overcome challenges that arise.
- 6.5. Gov-AB asked if system working was also in place in North Wales. CEO clarified that it was different in North Wales however, they were aware of the changes and continue to work with the Trust to ensure patient care was not affected MD stated that the subject of this impact does arise and gave assurance that there were regular meetings with Welsh Commissioners.

External Stakeholder Meetings

- 6.8 DC advised that the Chair had been meeting with key stakeholders in the region including the Chairs of the Liverpool Trusts and had attended Chair's briefings.

Industrial Action

- 6.7. The CPO advised that there were several Trade Unions that had balloted to take strike action. The trade union that had balloted at the Walton Centre was the RCN (Royal College of Nursing). The RCN have taken a strategic approach with a focus on Merseyside for the first date, advising that they would not strike in Cumbria, Lancashire, Manchester or Cheshire. The Trust anticipates that the strike will have a significant impact on nursing although the Trust does have mitigations in place for business continuity during this time.
- 6.8. The DCN advised that meetings with the strike committee had taken place on two occasions. The strike committee are RCN staff who are nominated to the Walton Centre. During the meeting, they agreed a picket line and the location of the strike committee who will support RCN members on the day of the strike. Trust delegations were submitted to request specific staff members work to maintain safe staffing levels. Some delegations were agreed, and some were declined. Another meeting is scheduled for 9 December to continue further discussions regarding declined delegations. The DCN assured the CoG that they are working closely with the RCN to minimise disruption for patients and maintain safe levels of staffing.

University Hospital Status

- 6.9 The achievement of University Hospital status had been welcomed and it was anticipated that this would have a positive effect on the Trust's reputation, research, and teaching.

Trust Strategy Launch

- 6.10 DC advised that the new Trust Strategy was now officially launched, and implementation had begun.

Other Key Activities

- 6.11 DC advised that a number of other key activities had taken place which included:
- Governor walkabouts
 - Governor engagement
 - Staff Engagement
 - Staff events
 - Gaining understanding of the Trust and issues
 - Jan Fairclough Ball for the Walton Centre Charity
 - Visit by Steve Rotherham, Metropolitan Mayor for Liverpool

- Tour of the new Royal Liverpool Hospital

Governor Resignations

- 6.12 DC advised that unfortunately two Governors had resigned due to time pressures, Staff Governor Carla Worrall, who represented the Non-Clinical support staff after two years in post and Carol Hulse, Public Governor for Cheshire who had been appointed in September.

Non-Executive Director appointment

- 6.13 DC advised that Irene Afful had been appointed at an extra ordinary Council of Governors on 8 November 2022. Irene was born and raised in Liverpool and worked for 25-years in the Merseyside Police Service. She was instrumental in re-establishing, relaunching and chairing the Black Police Association, and served as Female Vice President of the National black Police Association, advancing equality on the national stage. She was also responsible for designing, implementing and delivering the Phoenix Leadership Programme, a positive initiative aimed at increasing the recruitment of minority groups to the Police service.

Since her retirement in 2016 she has set up her own coaching consultancy business supporting clients across all sectors. Her clients come from a variety of business, public, private and social enterprise sectors.

Irene will commence the role as NED on 1 January 23 for a three-year term.

The Council of Governors noted the Chairs Report

7. Business Performance Committee (BPC) Chair's Report

- 7.1 NED-DT presented an overview of the Committee's work and key issues report and highlighted points for finance, operational activity, and workforce that were subject to oversight by the Committee as noted below:

- All Cancer waiting times, diagnosis and treatment target continue to be achieved.
- Eradicated the Trust 104-week waiters and now 78-week waiters continue to reduce the backlog and pressures.
- Staff Vacancies are low, especially in Nursing. Main vacancies are within corporate non-clinical positions.
- Continue to strive towards Trust's commitments.

Challenges:

- Activity around delayed transfer of care patients who are awaiting discharge into a safe environment. There are particular delays finding places in care homes or the community until care packages are in place.
- Cancelled Operations.
- Increased waiting list times from additional long-term waiters being transferred into the Spinal service from other Trusts. Awareness of the impact while remaining committed to collaborate with other Trusts.

- 7.2 Gov-CH asked if patients could not be discharged because there are no beds in the care homes or is funding the issue. NED-DT advised that it is due to many factors, although capacity is the main issue, for example moving on to a less intensive rehabilitation setting due to waiting times and backlogs, this is a particular issue in spinal services. Gov-AC added that she was aware from working on the wards, that Southport Spinal Injuries Unit currently had a two to three months waiting list for spinal support.

- 7.3 CEO advised that the Trust had supported the move to the new Royal Liverpool Hospital by taking a number of their patients to ensure that they had beds for all patients which would have a positive impact on waiting times.
- 7.4 LG-BS asked if the budget that needed to be found for cost improvement programme was attainable. NED-DT replied that the Trust has continuously found ways to cost improve and continues to do this and the forecast is that this would be achieved this year. NED-RW added that there had been a lot of hard work that had been involved in doing this but much of the savings are non-recurrent, which increase the challenge for next year.
- 7.5 Gov-AB asked what were Ponta Beams which are in the capital budget for this year. NED-DT advised that Ponta beam is ceiling system or unit are the ports for the electricity and ventilation for wards that require replacing.
- 7.6 Gov-AB asked about the plan for the ventilation system to be replaced in theatres. NED-DT advised that the Committee had not yet seen the formal business plan however he was aware that this was a complex project that was in planning. There were risks to performance and theatre capacity which required mitigation. and an implementation plan would be in place. BPC would see this before Board approval was given.

The Council of Governors noted the Business and Finance Assurance Chairs Report

8. Quality Committee Chairs Report

- 8.1 NED-RW presented an overview of the Committee's work and key issues report and highlighted the points below:
- CARES rollout: a comprehensive assessment looking at internal reports in relation to standards of service
 - Assurance through national reports, Care Quality Commission (CQC) staff and patient surveys.
 - NED/ Governor walkabouts in clinical and non-clinical areas.
 - Regular meeting to ensure Committee is functioning and performing well and for purpose in line with regular reviews of the Terms of Reference (ToR).
 - Access to training.
 - Focus on wider collaboration.
 - CMAST event revealed that the Trust was highlighted as exemplar for collaboration.
- 8.2. LG-BS asked for an update on the washer disinfectant in relation to Pseudomonas infection and the CEO advised that the Trust had commissioned a new disinfectant.
- 8.3 LG-BS asked for an update on the Flu vaccination. DCN advised that a high number of staff had now received the flu vaccination. This included 710 **patient facing** staff which was slightly under 61%. The target is to have 90% of patient facing staff vaccinated, the target does not include members of staff who are not patient facing so the overall number of staff is higher. The team continue to work on this everyday by visiting staff rooms, office areas and offering evening and weekend slots.

- 8.5 DCN advised that many vaccination hubs have closed due to the reduced demand for Covid vaccinations. . However, there is still a hub in Aintree, and they do visit the Trust with the Covid vaccine to encourage greater staff uptake.
- 8.6 GOV-AB asked if there was a plan to have Neurophysiologists on site. NED-RW advised that the numbers of Neurophysiologists on site was currently low; there is a short-term plan, which includes developing current staff to take up the vacant roles. MD added that the Trust was aware of the risks, advising that was a small speciality and national recruitment is challenging. The Neurophysiologist who recently left, continues to support remotely for the time being whilst other clinicians enhance their capability in this area.
- 8.7 Gov-AC asked if there was a plan for repatriation of patients who have cannot be discharged because there is no package of care or safe place for them to go to. CEO advised that this was a national issue, the Trust must continue to care for these patients while risk sharing. There are significant pressures within onward care facilities and organisations, as they are at capacity and have their own operational pressures.
- 8.8 Gov-AB asked how else patients could be supported in their discharge to get them home.GOV-NM added that this appeared to be a long-term issue and could patients who are ready to be discharged be moved to a lower-level ward and cared for in a different way until discharge.
- 8.12 CEO advised that conversations in relation to supported discharge for patients do take place regularly and, in some cases, this has enabled them to be discharged early. NED-RW added that the health and social care system overall recognise that this was challenging. DC added that this was a long-term wider issue across the NHS, and it was anticipated that during the winter, pressures will continue.

The Council of Governors noted the Quality Committee Assurance Report

9. Equality and Diversity

CPO presented an overview of the Trust's work on Equality, Diversity and Inclusion (ED&I) and highlighted the following new initiatives:

Capacity/Capability

- ED&I Lead post vacant since June 2022.
- Recruitment had not yet been successful, despite ongoing attempts Year.
- Sam Linekar, Neuromyelitis Optica Nurse Specialist seconded two days per week for six months.

WRES (Workforce Race Equality Standard) and WDES (Workforce Disability Equality Standard)

- Submitted and action plans agreed.
- Key issue remains encouraging staff to declare disabilities.

Civility Training

- Ten online training modules delivered in Summer 2022.

Review of ED&I Issues Raised at Ward Level

- Series of 1:1s and drop-in sessions.

- Questionnaire to all trained and untrained nurses.
- Outcome due second week in December.

Development of BAME Strategy/Actions

- Clive Lewis (Business Psychologist)/Globis conducting an organisational diagnostic with BAME (Black, Asian and Minority Ethnic) staff across the Trust to produce an informed short to medium term strategic framework.
- Terms of Reference include:
 - Offering a questionnaire to all members of the Trust's BAME community
 - 1-1 interviews with key stakeholders
 - Consideration of benchmarking
 - Final product to reflect industry best practice based upon Globis' experience/history of work in this area. Report due mid-December 2022.
 - Outcomes presented/reported to Strategic BAME group and Exec Team.

Current Activity

- ED&I Lead focussing on establishing/re-energising staff networks.
- BAME, Disability and LGBTQ+. network
- Building Rapport – integrated ED&I module.
- Diversity calendar of events: online based content.
- Transgender – policy for staff being reviewed and policy for patients being developed. Awareness training available.
- Plan to offer training in Neurodiversity with The Brain Charity.
- Gender pay gap report.

The Council of Governors noted the Equality and Diversity Update

10. Audit Committee

DC provided an update on the Audit Committee Chair's Assurance Report and highlighted key points as noted below:

Alerts

- Credit Card Fraud Update

The Trust had been made aware of a payment made via the Trust credit card for services not received to a value of £1,500. Processes for using the credit card were reviewed and gaps in control identified. Several actions had been implemented to close these gaps and an updated process put in place to ensure this does not happen again.

- The National Cost Collection Index (NCCI)

NCCI or 2020/21 was published by NHS England in July 2022. This indicated that the Trust has a more expensive cost base than average however it represented a marginal reduction from the previous year's cost base due to being a specialist Trust and not comparable to an acute Trust.

Advise

- Outstanding internal audit recommendations
- Financial compliance
- Clinical Audit Progress
- Self-assessment
- External Incidents

- Committee effectiveness review

The Council of Governors noted the Audit Committee Update

11. Research Innovation and Medical Education (RIME) Committee

11.1 NED-PM gave an overview of the key objective of the RIME Committee and presented the Chair's Assurance Report highlighting the key points as noted below:

- Neuroscience Research Centre function, output, challenges, engagement, and recruitment.
- Review of the structure and membership of the RIME Committee to ensure the effectiveness and focus is on strategic issues.
- Pain Consultant, Dr Andreas Goebel was recognised in 2022 for his work in relation to the diagnostic criteria for Fibromyalgia patients.
- Top ranked Trust for Medical Education recognition.

11.2 Gov-NM stated that this work was excellent for the Trust's brand. Gov-NM asked the Trust could ensure research recognition is not for the individual benefit of the person but for the Trust and how did the Trust plan to involve and engage with other professionals in the supporting industries. NED-PM advised that his other role at University of Liverpool, was as inaugural Director of Clinical Academic Development. This was a role specifically designed to challenge this issue, and the responsibility of the role was to ensure that this did not happen.

11.3 LG-BS asked for clarity around the threat impact of the predicted financial deficit in research. NED-PM replied that previously there was very little understanding and clarity around unit value, including recovery plans. However, moving forwards it was felt this could appropriately be managed with greater understanding in relation the numbers of increased recruitments to trials and being clear about costs of trials.

11.4 Gov-AB asked if there were any specific goals for research and what assurance do Governors have that performance was being monitored. NED-PM replied that the Trust continued to collaborate with the University reviewing how engagement with university appointments could be increased and agreed there needed to be measurable metrics for this. Ultimately, there was positive intention and regular feedback would be provided moving forwards as this was currently work in progress. CPO added that the structure of RIME committee and subgroups will ensure focus remains on track and in line with the Trust strategy.

The Council of Governors noted the RIME Committee Update

12. Walton Charity Committee

12.1 DC provided an overview of the Charity Committee Chairs Assurance Report highlighting the points below:

- Investment update.
- New Fundraising Strategy including digital fundraising.
- Study Support and impact of providing this for example the chatbot project and impact of investment.
- Financial Performance and risk management.
- Staff health and wellbeing support.
- Forecasted costings.
- Jan Fairclough Ball raised over £50.000

- 12.2 Gov-AB asked what the cost of fundraising per pound was. DC advised that while there were a lot of fixed costs, they are managed. Fundraising costs compared to income generated is 0.8% lower when compared with other Trusts who have a charity. The Trust strives to raise income 2.5 times of its costs. 70% of costs goes directly to charitable projects although this may fluctuate. Maintaining sustainable charity funds over the year is an important function of the Committee. CPO added that predicting income was a challenge as a significant lump sum could be received as a charitable gift or left in peoples wills which cannot be forecast.

The Council of Governors noted the Charity Committee Update

13. Quality Account

- 13.1 DCN presented the proposed Quality Account priorities for 2022/23 highlighting the below areas:
- Patient Safety
 - Clinical Effectiveness
 - Patient Experience
 - Progress and position on current objectives.
- 13.2 DCN advised that as part of the Quality Account Review, all Governors would be asked for their opinions and to vote on proposed objectives for 2022/23 following their meeting.

The Council of Governors noted the Quality Account Update

14. CQC National Inpatient Survey

- 14.1. HPFE provided highlights of the results of the National Adult Inpatient survey highlighting the below points:
- The Trust was ranked 11th overall for positive patient experience.
 - Respondents and response rate was 47% which was higher than the average of 39%
 - Making fair comparisons between Trusts was difficult as the CQC recognise that Trusts have different profiles of people who utilise their services, this could potentially affect their results making comparison difficult.
 - Overall results including highest and lowest scores.
 - There were over 300 free text comments that were reviewed in line with survey results and trends that were identified for improvements were noted in the action plan.
 - Action Plan approval.
- 14.2 LG-BS asked if the Council of Governors would see the action plan results. HPFE advised that the updated action plan would be presented to Quality Committee in the Spring 2023 and monitored through the Board Committee.
- 14.3 Gov-AB stated that the Trust had been ranked 2.2 last year and 2.4 this year, while this was ranked '*better*' on feedback on care, this was still a poor score overall. NED-RW advised that these scores are general scores and agreed that while the score was low, it was better and provides room for improving.
- 14.4 Gov-CH asked when were the questions asked as if the questions were asked months after the hospital stay the feedback would be lower as time passed. HPFE advised that the questions were asked in October 2021 relating to a July stay. A preliminary report was made available to the Trust after data has been collated for viewing, the Trust is unable to publish the data until a particular date. Gov-JMc stated that the results are out of date before they are presented and asked if there was another way this could be completed so data was up to date at the time of publishing and presenting it to the Council.

- 14.5 CEO advised that this is a national survey that the Trust cannot control, and it is mandatory for all NHS Trusts to take part in it. Although there were alternative methods that the Trust used to get more real time data such as the Pulse Survey to understand where there are issues now or areas for improvement.
- 14.6 Gov-NM asked if QR codes are available and visible for patients to use to fill in feedback. HPFE advised that there are QR codes available for patient to scan in Outpatients and on the Wards, in addition there is the option of postcards with this information on. Staff visit wards areas with an iPad and engage with patients regarding feedback on the friends and family survey feedback.

The Council of Governors noted the CQC Inpatient Survey Results Update

15. External Audit Contract

- 15.1 DCFO presented the proposal for the renewal of the External Audit Contract highlighting the below points:
- Current external Audit Provider: Grant Thornton UK LLP.
 - Contract is due to expire March 2023.
 - There are currently no opportunities to procure this jointly with other Trusts but extending by a year, as allowed for under the contract would bring the Trust closer to a timescale that may allow a joint tender with other specialist trusts
 - There remains a good working relationship between management and the provider.
 - Grant Thornton ensures regular rotation of audit team members to ensure that appropriate independence is maintained.
 - An additional year would provide the Trust with another year of stability with a provider who has extensive experience of the Trust and its operations.
 - The audit 'market' remains challenging with little likelihood of other companies bidding for the service.

The Council of Governors approved the renewal of the External Audit Contract.

16. New Code of Governance and Governor Addendum to Statutory Duties

- 16.1 CS gave a brief overview of the report and highlighted the main points:
- Code of Governance and next steps- document updated to reflect changes in legislation and terminology.
 - Addendum to Your Statutory Duties - reference guide for NHS Foundation Trust Governors
 - Guidance on good governance and collaboration
 - Consultation on Provider License.
- 16.2 LG-BS asked whether having a representative of NHS ENGLAND on panels of appointments slow the process down. CS advised that the process should not be affected. It would not be

compulsory for an NHSE representative to attend however, they would be invited to be on the panel.

- 16.3 LG-BS asked how would people know if the Trust was in breach of its licence. CS advised that, for example, CQC could come to the Trust to complete an inspection, discover an issue and advise the Trust that this was a breach of the licence, they would then issue the Trust with a notice to resolve the issue promptly or enforce action against the Trust.

The Council of Governors noted the New Code of Governance and Governor Addendum to Statutory Duties update

17. Lead Governor Appointment

- 17.1 CS provided an overview of the report and highlighted the key points as below:
- Barbara Strong is coming to the end of her third term as Lead Governor and is due to finish on 1 January 2023.
 - There was only one nomination received for the Role of Lead Governor - John Taylor, Public Governor North Wales.
 - The recommendation is for John Taylor to uptake the role of lead Governor.
- 17.2 DC took the opportunity to thank BS on behalf of the Board for her continued support and dedication to the role of Lead Governor.

The Council of Governors approved the appointment of John Taylor as Lead Governor from 1 January 2023 for two years.

18. Membership and Engagement Group

- 18.1 LG provided a brief overview on behalf Gov-JT (Chair of the Committee) and highlighted the points below:
- Non-Executive (NED) & Governor Walkabouts have been successfully reinstated and are fully booked until February 2023. All Governors were encouraged to attend at least one per year.
 - The Trust has had positive media coverage which had been well received.
 - Membership and Engagement Group have implemented an Action Plan to monitor the implementation of the Membership Strategic Implementation Plan
 - Encouraging Membership Engagement
 - Availability on Committee and opportunity to observe.
- 18.2 Minutes from the previous meeting were available for information:
- 16 August 2022
 - 15 November 2022
- 18.3 Gov-JMc asked what boards and committees would be available for Governors to join and contribute. CS stated that CGO had emailed a list of committees and vacant seats to all Governors, to gain an expression of interest in joining Committees and interest would be appropriately considered. In addition, CS explained that there are three Governor Committees that have Governors on, however, the Board does not have Governors on intentionally, as the role of the Governors is to hold the NEDS's to account and they cannot be a part of the Group discussions and hold to account.

19. Nominations Committee

19.1 Minutes from the previous meeting were available for information. The main focus for each meeting had been the recruitment of a new Non-Executive Director and sign off of NED appraisals:

- 5 September 2022
- 30 September 2022
- 11 October 2022
- 30 November 2022

20. CoG Advisory Committee Group

20.1 LG-BS advised that the main item for this meeting was to consider the proposed change to the Constitution to the quorum for the Council of Governors. The Council of Governors were asked to consider approval to proposed changes in Trust quoracy to one-third of current Governors to be quorate rather than a defined number. This would make the current quorum seven Governors. This was then ratified at the Annual Members Meeting.

20.2 Minutes from the previous meeting were available for information:

- 16 August 2022

21. Any Other Business

21.1 There was no other business

Next Meeting: Thursday 14 March 23 at 13:00-16:30

Venue: Lecture Theatre, Sid Watkins Building

UNCONFIRMED MINUTES
COUNCIL OF GOVERNORS MEETING HELD IN PUBLIC
Lecture Hall, Sid Watkins Building
Thursday 14 March 2023

Present	Role	Initials
Max Steinberg	Chair CBE	Chair
John Taylor	Lead Governor North Wales	LG
Jonathan Desmond	Public Governor Merseyside	JD
Carol Hopwood	Public Governor Merseyside	CH
Belinda Shaw	Public Governor Merseyside	BS
Barbara Strong	Public Governor Merseyside	BS
Tereasa Moretti	Public Governor Merseyside	TM
Robert Howe	Public Governor Cheshire	RH
John McClelland	Public Governor Rest of England	JM
Amanda Chesterton	Staff Governor Non-Clinical	AC
Ella Pereira	Partnership Governor -Edge Hill University	EP
In Attendance		
Mike Burns	Chief Financial Officer	MB
Katharine Dowson	Corporate Secretary	CS
Karen Heslop	Non-Executive Director	KB
Andrew Nicolson	Medical Director	AN
Su Rai	Senior Independent Director	SR
David Topcliffe	Non-Executive Director	DT
Nicola Troy	Corporate Governance Officer	CGO
Lindsay Vlasman	Chief Operating Officer	LV
Ray Walker	Non-Executive Director	RW
Observing		
Madelaine Warburton	Audit One: Well Led Observer	MW
Apologies		
Irene Afful	Non-Executive Director	
Andrew Brodbelt	Staff Governor Medical	
Mike Burns	Chief Financial Officer	
Mike Gibney	Chief People Officer	
Ian Linford	Public Governor Cheshire	
Paul May	Non-Executive Director	
Nanette Mellor	Partnership Governor	
Melanie Worthington	Partnership Governor	

Jan Vaughan Partnership Governor
Melanie Worthington Partnership Governor

1. Welcome and Apologies

- 1.1. Apologies were received and noted above.
- 1.2. The Chair was advised that the Council of Governors meeting was not quorate as there were only ten Governors present therefore no decisions could be made but the meeting would continue for discussion and information sharing.

2. Declarations of Interest

- 2.1. None

3. Action Log

- 3.1. None

4. Minutes of the previous meeting

Minutes of the previous Council of Governors Meeting held on 8 December 2022 were reviewed with the following changes proposed:

- RW advised that point 8.1. to read: CMAST event revealed that the Trust was highlighted as exemplar for collaboration
- RW advised that point 8.3. 70% was corrected to: 61%
- SR advised that point 12.1. Bullet point should read: Financial Performance and Risk Management.

- 4.1. The minutes from 8 December will be taken forward for approval to the next meeting on 22 June 2023 as meeting was not quorate.

5. Lead Governor's Report

- 5.1. JT presented the report and provided an overview of Governor activity, highlights which included:
 - **Virtual Events:** On 16 February 2023, a Neurophysiology Service Member's event was held. The event was a success and feedback were positive. This was the last event planned for 2022/23. Events for 2023-24 will be circulated in due course
 - **Quality Walkabouts 2023:** Trust Walkabouts were reinstated in July 2022 and dates for 2023-24 would be circulated in due course.
 - **Pan Liverpool Meeting:** Local Trusts Membership and Engagement Meeting. The meeting's purpose was to exchange ideas and suggestions on what can be done in

collaboration with other Liverpool trusts jointly to promote trust membership and engagement.

- **Well Led Review:** Governors were invited to attend a 90-minute focus group with a member of Audit One, who were leading a 'Well Led' review for the Trust.
- **Lead Governor Meeting:** Lead Governors from a number of Merseyside based trusts are planning to regularly meet to share ideas and intelligence and will feedback any relevant information accordingly. A notable matter discussed at the February meeting was that the Secretary of State for Health and Social Care (SoS) had intervened to effectively veto the Liverpool University Hospitals NHS Foundation Trust (LUHFT) Chair and propose that a new Chair was appointed.

5.2. BS stated that she had never heard of removing the Chair in this way. The Chair stated that the SoS does have the power to determine or remove a Chair from the position. CEO commented that it can be assumed all due process were followed by LUHFT and stated that this action was unprecedented. KD added that in the new Code of Governance which comes into effect on 1 April 2023 NHS England (NHSE) reserve the right to join or be part of Chair and Non-Executive Director (NED) interview panels and be part of that decision making, although there is a process surrounding this that is to be followed.

The Council of Governors noted the Lead Governors Report.

6. Chair's Report

6.1. The Chair provided a brief overview on the below items:

- **CMAST and ICS meetings** (Cheshire and Merseyside Acute and Specialist Trusts) (Integrated Care System). Attended this meeting as normal.
- **Liverpool Clinical Providers Review**

Chairs and Chief Executives were invited to attend a follow up meeting at Liverpool Women's Hospital on 1 March 2023, the group met with the NHS England Chief Operating Officer, David Sloman and the Deputy Chair Andrew Morris. Discussions took place around effectiveness, safety, and collaboration.

The Liverpool Clinical Providers Report was not formally approved by the Cheshire & Merseyside Integrated Care Board (ICB) in January 2023 although the recommendations are being actioned. The Trust had established an Aintree Site Joint Committee with LUFHT to explore further collaborative ways of working across the site. The Committee will report to the Board. The Chair will also Chair the meeting for the first six months.

- **External Stakeholders Meetings**

The Chair, Chief Executive and AN welcomed local MP, Dan Carden to the Trust. The Chair also visited the Brain Charity and met with CEO Nanette Mellor, who is also a Partnership Governor at the Trust.

- **Deputy Lead Governor**

The Deputy Lead Governor has stepped down. While this is not a compulsory role, the intention would be to fill the role with a Governor interested in becoming Lead Governor in the future which would support succession planning in the future. Any Governor who may be interested is asked to contact the Corporate Secretary or the Corporate Governance Officer.

- **Well Led Review**

The Well Led Review is underway and being led by Audit One. The review will assess how the Trust is performing against the NHSE Well Led Framework. Results and recommendations of the review will be presented in a report which will be presented to Board in May.

6.2. AC asked if the Joint Committee collaboration would be clinical patient management or does this include staff moving between sites. JR replied that the agenda for the Committee would be focussed on areas of potential collaboration and mutual aid that may have not been previously considered. The Trust already collaborates with LUHFT across several services including Pharmacy, laundry, utilities and car parking. JR advised that the Trust does already collaborate with staff in specific areas and gave the example of sharing theatres and spinal services. Any further cross-site working would need to be considered carefully as staff have chosen to work in a speciality Trust for a reason. JR concluded that it may be agreed that there is not a great deal of duplication but there was the potential to uncover new opportunities and scope for collaboration if it is financially viable.

6.2. The Chair stated that he and the Chair from Liverpool Heart and Chest had given a presentation to NHSE on where the Trusts are already collaborating which NHSE had not been fully aware of.

The Council of Governors noted the Chair's Report.

7. Trust Strategy

7.1. AN provided an update on the Trust Strategy highlighting the following points: highlighted below:

- **Quarterly reporting to Board** for assurance on delivery of the agreed milestones from the previous quarter and proposed milestones for the upcoming quarter in conjunction with any additional progress against the Trust's strategic ambitions.

Strategic KPIs are being developed to track progress against delivery of the strategy and a summary dashboard will be created

7.2. BS asked what a chatbot is, and AN clarified this is an Artificial Intelligence (AI) tool. The Trust Neurologists have been working in collaboration with an external company (Tata Consultancy) to develop the chatbot for patients with headaches. The purpose of the tool is to provide patients with pre-appointment support with symptoms and provide strategies for them to implement while they are waiting for an appointment. This not only supports the patient but allows clinicians to be

fully informed ahead of seeing the patient. The chatbot will also flag patients who need to be seen more urgently. The chat bot is in the very early stages of development and is now moving to the second phase of the development stages.

- 7.3. CH asked if there is data from other Trusts that show how effective the AI is. AN stated that there is feedback in other general areas for using the AI but not specifically around headaches as this would be a UK first.
- 7.4. TM asked if there are plans to run the chatbot for a trial period to be able to obtain feedback from users and patients. AN stated that this would be the case, and the chatbot would be an additional helpful tool not a replacement of services.

The Council of Governors noted the Trust Strategy Update.

8. Business and Performance Committee Report

- 8.1. DT provided an overview of the work undertaken by the Committee and highlighted the key issues report points as below:

Operational Performance:

- Bed Capacity improved in January 2023 compared to December 2022, although still behind plan
- All cancer waits treatment and diagnostic targets continue to be achieved
- The overall number of long waiters continue to reduce. Average waiters and Referral to Treatment (RTT) have slightly declined and are monitored closely by the divisions
- Outpatient follow up waiting list and Did Not Attend (DNA) appointment rates remain high. In due course Patient Initiated Follow Up (PIFU) aims to positively impact the waiting times.

Workforce

- Sickness reduced slightly to 7%. Vacancy levels remain low.
- Some metrics from the People Pulse survey have been adopted as leading indicators. January's indicators were improved from the previous one (July) but participation at 8% is still very low. Key themes for improvement were Communication and Reward & Recognition.

Finance

- The Income and Expenditure outcome was a £0.3m surplus in January (£3.1m YTD) and forecast to reach £4.6m by end of year (i.e., £1.7m better than plan).
- Capital spend remains behind plan; reassurance was given that the end of year plan would be met.
- Performance against paying creditors on time as part of the Better Payment Practice Code (BPPC) has continued to deteriorate despite an improvement plan in operation; this is being closely monitored,
- Time will be spent developing next year's financial plan in line with the Trust Strategy.

- 8.2. JT asked if auditors monitor whether the Trust falls behind with payments and what would be the impact. DT advised that auditors do not monitor this, however it is important and best practice and supports collaboration, and the Trust's commitment to the wider community, this does need to be brought back on track and adhered to.
- 8.3. SR clarified that Audit Committee have a responsibility to monitor BPPC and 95% of payments to suppliers need to be paid within the agreed timeframe, this would not be monitored by auditors as this is a balance sheet issue not a profit issue.
- 8.4. JMc asked when and how the Trust would account for wage settlements. SR advised that this would be accountable for next year, even if this referred to the last financial year.
- 8.5. TM asked what Health and Wellbeing Support is offered to staff. DT and JR advised that the Trust has recognised staff support needs have grown and the Trust strives to provide support that staff can access if they wish. KH added that she was the Wellbeing Guardian at the Trust and there is a Health and Wellbeing Strategy. A dashboard is being created to monitor this.

Wellbeing available to Staff:

- HR and Trust Intranet for all signposting, advice and guidance.
 - Onsite workshops on topics that matter to staff e.g. mental health, sleep, and finances.
 - A new onsite wellbeing Hub will be located on the ground floor- work in progress.
 - Health MOTs
 - Wellbeing Wednesdays.
 - Occupational health services
 - Apps to support wellbeing and an employee benefits service (ShinyMind and VivUp)
 - Training for managers to hold 'wellbeing conversations' with their teams during PDR reviews.
 - Headspace
 - Staff Counselling
- 8.6. BS complemented the Trust on its transparency and asked if the Trust could do more to encourage staff to have the vaccine as the 60% uptake was below target. JR advised that Trust does promote the vaccine however it is recognised nationally that the population generally has vaccine fatigue. It is challenging to encourage more staff to have the vaccine and there is a personal aspect of choice. BS asked if it can be a condition of employment. JR advised that mandatory vaccine is not well received, and lengthy hard conversations were had initially surrounding this when it was proposed for Covid-19 and it was agreed that this cannot be mandated. People are responsible for their own health and must be able to make their own choices.
- 8.7. RW stated that as a Trustee for a local Nursing home, many staff left the place of employment due to policies of mandatory vaccines. JR advised providing staff with information and advice and encouraging the vaccine generally.
- 8.8. CH asked if it was patients with traumatic head injuries who were not attending appointments as they often suffer with memory and fatigue. Are they reminded of their appointment in the form of

texts, calls and are appointments at appropriate times to counter afternoon fatigue? LV advised that the Trust do send text reminders and call patients in the days prior to their appointment. The suggestion of providing appointments in the morning as opposed to the afternoon would be considered.

The Council of Governors noted the Business and Performance Committee Report.

9. Quality Committee Report

9.1. RW provided an overview of the work undertaken by the Committee since the last meeting and highlighted the key issues report points as below:

- **Strike action**

Feedback was obtained from staff and patients which appeared to show that although this was hard for patients and staff, impact and disruption was minimal particularly for inpatients. There were some outpatient appointments.

- **Trauma Audit & Research Network (TARN) Annual Review Report**

The report provided significant assurance and highlighted the importance and effectiveness of working collaboratively with other Trusts in the local system. It was noted that the Walton Centre had a significantly good rate of survival and was in the top three nationally.

- **Royal College of Anaesthetists (ACSA) Committee Assessment**

Third party assurance was received from the College's ACSA Committee following reaccreditation in November 2022

- **Patient Flow**

There had been a decrease in the number of beds occupied by 14-day stranded patients which can delay other patients from accessing treatment. Systems were in place to address this and the total number of delayed transfers of care days had decreased for the third consecutive month.

- **Infection Control**

There was ongoing focus on the fundamentals of infection control through observations and feedback to teams.

- **Complaints**

There had been an increase in complaints and there was work ongoing to provide a more in depth understanding of the issues and concerns raised.

- **Theatre Lights and Air Handling Units**

The patient safety risks regarding the theatres were discussed and recognised that robust mitigations were in place. The maintenance team attended theatres each day to carry out visual and air flow checks.

9.2. CH asked if December was always a hard month and are there any mitigations that can be put in place. LV explained that December in particular is a challenging month due to winter

pressures and this year industrial action did add to the pressures. RW added that there were also high levels of staff sickness which impacted patient flow and theatre activity.

- 9.3. BS asked for details regarding the Trust's approach to private spinal work. LV explained that the service offered by the Spire Hospital was due to end at the end of March 2023 and there were approximately 75 patients that were waiting who the Trust would now pick up. AN clarified they were originally NHS contracts that Spire has taken on, these were now reverting back to NHS.
- 9.4. BS enquired how policies are reviewed. RW advised that the Trust have policies that do have an expiry/review date and during Covid policies may not have been reviewed by the proposed date. If the policy is past the review date, this does not mean the policy is no longer current, it simply means it requires a review for best practice.
- 9.5. JT asked if the 14-day stranded patient is a benchmark measurement or is it in a KPI (Key Performance Indicator). RW advised that it is in the KPI report. LV provided assurance that the term 'stranded patients' means patients stay exceeding 14 days as an inpatient and added that this was a nationwide term.
- 9.6. TM asked if there were any common themes regarding complaints. RW explained the key themes remain waiting times for outpatient and surgery appointments. JR stated that prior to Covid-19 there were no patients that were waiting longer than the RTT (Referral to Treatment) target time of 18 weeks. As part of the recovery from Covid plan the Trust do fully utilise its services and theatre capacity. There are patients who have waited a long time or have been cancelled, however, patients are prioritised by clinical urgency.
- 9.7. TM asked for reassurance regarding the discharge process for patients. LV stated that there was a designated discharge team who visit the wards and provide support with delays or complex discharges. JR added that compared to general Hospital discharges were complex due to the nature of the patients. Patients often stay longer and require ongoing care. The Trust work closely with patients and their families to plan their discharge and they are supported through their discharge to home or to suitable ongoing care providers. AC agreed and stated that the Trust works hard to support timely discharges and delays are not usually in relation to staffing. SR explained that this was investigated by MIAA (Merseyside Internal Audit Agency) last year and there were recommendations that had been actioned as a result.

The Council of Governors noted the Quality Committee Report

10. Audit Committee Report

- 10.1. SR provided an overview of the committee objectives which are to review internal control systems and ensure procedures are in place for operational and financial control including risk management and mitigation and fraud prevention. Highlights from the last quarter were highlighted below:

- **Internal Auditors**

Annual Internal Audit Plan was in progress and on track. Feedback would be in the form of a report with conclusions and recommendations for improvement. The Executive Lead would be invited to attend the Audit Committee Meeting to talk and discuss the recommendations if the findings provided limited or moderate assurance only. The Internal Audit Plan for 2023/24 was currently being finalised.

- **External Auditors**

Work and initial planning for the end of year accounts was currently in the early stages.

- **Management of Controlled Drugs (Limited Assurance)**

The Internal Audit report provided limited assurance about the controls in place. High compliance was identified in most areas, but there were some areas of non-compliance identified. Recommendations were identified and a number of actions had already been implemented to close the gap and there would be a follow up audit within six months to assess whether changes have been embedded.

- **Data Breaches**

The committee received an update on the externally reportable Incidents. The Information Commissioners Office (ICO) was comfortable with how the Trust had handled the incident and the actions put in place to avert further occurrence and the incidents had been closed. No penalties were incurred.

The Council of Governors noted the Audit Committee Report

11. Research, Innovation and Medical Education Committee Chair's Assurance Report (RIME)

11.1. There was no NED from RIME committee in attendance.

11.2. BS asked what the significance of the deficit in the research budget was. JR advised that the deficit was not a true reflection of the income from research. The Research department recognised there could needed to be a review of the service to achieve the Trust's strategic ambitions.

The Council of Governors noted the RIME Committee Report

12. Walton Centre Charity Committee

12.1. SR provided an overview of the committee objectives and highlighted points from the last quarter and are listed below:

- **Terms of Reference amendment**

Following an end of year review of the Committee effectiveness the Terms of Reference had been revised to increase the Non-Executive Director membership from two to three. There were ongoing discussions about a potential change to the quoracy of the meeting to include clinical representation in order for the meeting to be quorate. It had been agreed that there should be training in place for new members to the Committee around the responsibilities of being a trustee.

- **Risks**

The Charity Risk Register was noted with no new risks identified. Two risk levels had been increased relating to loss of income from charity investments and unsatisfactory income generation given the current economic environment.

- **Committee Subgroup**

A Subgroup would convene to discuss the cash reserves and where and when to invest this sum of money currently standing at £490k and make recommendations to the main Charity Committee in April.

- **Agreed Funding**

The Committee gave formal approval to applications for Staff Long Service awards

The Committee had enthusiastically approved an application from the General Fund to support a pilot cultural programme delivered in partnership with Royal Liverpool Philharmonic and the Walton Centre between April and July 2023.

The Training and Development department presented an annual report containing a summary of study leave applications and progress updates from individuals who had received 25% support from charitable funds over the 2022/23 financial year. An impact presentation was received from a member of staff who had benefitted from charitable funds towards professional development.

- 12.2. TM asked who can request funding. SR advised that any staff member could make a request for funding.

The Council of Governors noted the Charity Committee Report

13. Review of Council of Governors Subgroups Membership

- 13.1. KD explained that the Trust had Governors coming to the end of their term and were due to depart in September 2022 which would result in a number of vacancies on Governor Committees. In addition, the Trust had welcomed five new Governors in September who had expressed their interest in joining a number of Committees. This resulted in a number of Governor vacancies on the Governor Committees/Groups and the Patient Experience Groups.
- 13.2. All expressions of interest were reviewed taking into consideration the number of vacancies available. Membership had now been confirmed with individuals as described in the paper and dates for meetings had been circulated. Governors were reminded that they are welcome to observe committee meetings even if they were not a member.
- 13.3 JMc asked about the calendar of dates for the coming year 2023-24. The Chair advised that NT would recirculate Council of Governors and Committee dates.

The Council of Governors noted the Review of the Report

14. Annual Register of Interests 2022-23

- 14.1. KD presented the report and explained this was a retrospective view of declarations for 2022-23. All Governors had to ensure they had made, reviewed or updated their declaration on the register before the deadline of 31 March 2023. Governors were reminded that declarations should be made at the beginning of the financial year and NT would be circulating reminders from April.
- 14.2. JT asked for clarification on what declaration types were required to be declared. KD advised that there is a Managing Conflicts of Interest Policy which sets out the requirements which all Governors receive at induction. Governors are required to declare any new or changed interests which arise in relationship to, or which could impact on their Governor activities on at least an annual basis. This includes.
- Gifts
 - Hospitality
 - Outside employment
 - Patents
 - Loyalty interests
 - Sponsored events, research
 - Donations
 - Clinical private practice
 - Shareholdings

The Council of Governors noted Annual Register of Interests 2022-23 Report

15. Membership and Engagement Group

- 15.1. AC presented the minutes from the meeting on 8 February 2023 and provided an overview of the Group's work:
- **Terms of Reference**
These had been reviewed as part of the annual cycle of business review. The format of the document had been updated to keep in line with other subgroups within the Trust. There were no other proposed changes to the Membership, duties or other aspects of the group. Due to today's meeting not being quorate the Terms of Reference could not be approved for the Membership and Engagement Group. It will be brought to the next Council of Governors Meeting on 22 June 2023.
 - **Group Membership Review**
The Membership and Engagement Group welcomed new Group members John McClelland and Belinda Shaw and thanked those Governors who had now stepped down for their previous contributions. AC had now been appointed as Chair of the Group.
 - **Membership Awareness**
A focus for 2023 was to raise awareness of Trust Membership for public and staff.

- **Public members-** Membership promotion will be aimed at maintaining numbers of public members including promotion of Membership to those healthcare professionals who had been on placement at the Trust
- **Staff Members-** Raise membership awareness for staff through internal promotion, events interest and highlighting the benefits of membership.

The Council of Governors noted the Membership and Engagement Group Report

16. Nominations Committee

- 16.1. The Chair explained that the focus of the meeting had been on Associate NED appointments.
- 16.2. KD had presented the proposal to appoint an Associate Non-Executive Director (ANED) to the Council. This would be a temporary 12-month development post for someone who aspires to be a Non-Executive Director (NED). The ANED role would be used to support the Board succession planning and develop candidates who had the potential to fulfil a NED role but do not yet have sufficient Board level experience or cannot commit the required time at this stage in their career. The post could also be used to fill a particular skills gap in the Board, where identified, where a candidate may have expertise in a particular area but does not have the wider skills to contribute to discussions across a wider agenda. The scheme was part of a nation NHSE programme and would have a particular focus on identifying candidates with protected characteristics.
- 16.3. KD advised that while the appointment does not require formal Governor approval, Governors would be asked for their input and would be involved with the recruitment process to appoint the new ANED.

The Council of Governors noted the Nominations Committee Report

17. Council of Governors Cycle of Business

- 17.1. KD presented the reviewed proposed Cycle of Business for 2023-24.
- 17.2. JT asked if there could be opportunities for 'Spotlight Chats' to be on the Cycle of Business for specific NEDs. The Chair stated that this request was in relation to a conversation prior to the meeting with SR and JT. The proposal was to have an item on the agenda - a chosen NED to be in the spotlight to provide an opportunity for Governor questions.
- 17.3. KD replied advised that Chairs of Committees do this already through presenting Chair's assurance reports as part of their role and that Governors could ask any NED a question at any time. KD reminded the Council of Governors that the role of Governor is about holding the Non-Executive Directors to account as a whole, not specific individuals.
- 17.4. SR clarified that the understanding was to hold informal meetings to get to know the NEDs better and stated that previously BS had taken part in a similar session with the previous Chair and found this helpful. The Chair advised that this idea would be considered further.

The Council of Governors noted the reviewed COG Cycle of Business 2023-34

18. Any other Business

18.1. There was no other Business.

Next Meeting: Thursday 22 June 23 at 13:00-16:00

Venue: Lecture Theatre, Sid Watkins Building



**Report to Council of Governors
Thursday 22 June 2023**

Report Title	Lead Governor's Report		
Executive Lead	Max Steinberg, Chair		
Author (s)	John Taylor, Lead Governor		
Action Required	To note		
Level of Assurance Provided <i>(do not complete if not relevant e.g. work in progress)</i>			
<input type="checkbox"/> Acceptable assurance Systems of controls are suitably designed, with evidence of them being consistently applied and effective in practice	<input type="checkbox"/> Partial assurance Systems of controls are still maturing – evidence shows that further action is required to improve their effectiveness	<input type="checkbox"/> Low assurance Evidence indicates poor effectiveness of system of controls	
Key Messages <i>(2/3 headlines only)</i>			
<ul style="list-style-type: none"> The new Lead Governor's engagement and objectives An overview of the past meetings held by the Council of Governors to be presented to the Members at the Council of Governors Meeting. 			
Next Steps <i>(actions to be taken following agreement of recommendation/s by Board/Committee)</i>			
N/A			
Related Trust Strategic Ambitions and Themes		Impact <i>(is there an impact arising from the report on any of the following?)</i>	
Choose an item		Not Applicable	Not Applicable
Strategic Risks <i>(tick one from the drop down list; up to three can be highlighted)</i>			
Choose an item.	Choose an item.	Choose an item.	
Equality Impact Assessment Completed <i>(must accompany the following submissions)</i>			
Strategy <input type="checkbox"/>	Policy <input type="checkbox"/>	Service Change <input type="checkbox"/>	
Report Development <i>(full history of paper development to be included, on second page if required)</i>			
Committee/ Group Name	Date	Lead Officer (name and title)	Brief Summary of issues raised and actions agreed
n/a			

Lead Governor's Report

Introduction

1. This report updates the Council of Governors (CoG) with significant events or developments since the CoG meeting held on 14 March 2023.

Overview of Meetings

2. Committee and Groups

- The Council of Governors (CoG) Membership and Engagement Group met on:
10 May 2023
- The Council of Governors (CoG) Advisory Committee last met on:
9 May 2023.
- The Council of Governors (CoG) Nominations Committee met on:
8 June 2023

3. Minutes from the above meetings will be shared at the June CoG as agenda items.

Governor representation at Trust Board

4. Governors' representation at Trust Board continues:

Trust Board Meeting 2023	Date Time	Governor	On Site or MS Teams
January	No Meeting	N/A	N/A
February	Thursday 2 9:30am-1pm	John Taylor John McClelland Belinda Shaw	MS Teams MS Teams MS Teams
March	Thursday 2 9:30am-1pm	John Taylor John McClelland Carol Hopwood Teresa Moretti	MS Teams MS Teams MS Teams MS Teams
April	Thursday 6 9:30am-1pm	Belinda Shaw Melanie Worthington Amanda Chesterton	MS Teams MS Teams In Person
May	Thursday 4 9:30am-1pm	Barbara Strong	MS Teams
June	Thursday 1 9:30am-1pm	Belinda Shaw John McClelland	MS Teams MS Teams

Chairs Appraisal

5. The Chair's appraisal took place. All Governors were encouraged to contribute to the Chair's appraisal and were provided with an assessment tool/questionnaire to voluntarily complete. All Governor input obtained was anonymised. A meeting was arranged for all Governors and took place on 27 April 2023. The information was then collated in support of the chair's final appraisal. The Nominations Committee met on 8 June to complete the process.

Meeting with Chair and Deputy Chair

6. Lead Governor met with Chair and Deputy Chair on improving engagement with Governors. Governors were consulted and wrote to the chair outlining their views.

MIAA Mersey Internal Audit Agency

7. MIAA hosted a learning and development webinar for Governors, on 24th May 2023. The event was held via MS Teams (10:00 – 12:30) and aim was to inform Governors about recent developments in the NHS landscape and their role within it. Public Governor Belinda Shaw -Merseyside attended the event.

Virtual Membership Events

8. Virtual Events 2023-24 A schedule of planned events for 2023/24 have been circulated.

Brain Tumour Pathway

Hosted on 18 May 2023 by Sam Holman, Deputy Head of Operations.

The event was well attended with a total 22 attendees.

Public Governors Barbara Strong (Merseyside) and Robert Howe (Cheshire) also attended the event.

A short feedback evaluation form was provided to all in attendance for any constructive comments that could make a difference to both the content and delivery of future events.

The feedback form covers the below content, ranking from 1 Excellent - 4 Poor

- Structure
- Content
- Extent of learning
- Visual aids
- Clarity of explanations
- Knowledge of subject
- Would recommend attending a future event followed by a section for comments.

The Brain Tumour Pathway Virtual Event was ranked as **Excellent** across the board.

Positive comments received:

<i>Thank you so much it was very helpful especially being involved with considering the AHP roles. It would be good to link</i>
<i>I found the presentation clear and informative.</i>
<i>Presented in a way that makes it clear and easy to understand.</i>
<i>Presentations (if relevant) could be repeated annually like Become a Governor.</i>
<i>Plenty of time allowed for questions. This was the second event this year that I have been able to attend.</i>
<i>Both these sessions provided a great opportunity for me to understand specific areas of work, new developments within the trust.</i>
<i>It would be good to link in with Sam after the event.</i>

9. Upcoming Planned Events 2023-24:

Understanding the role of Governor and standing for Election

Katharine Dowson
Corporate Secretary
4 July 2023

Rapid Access Neurology Assessment (RANA)

Dr Anita Krishnan
Consultant Neurologist
September 2023

MR Guided Focused Ultrasound (MRGFUS)

Emma Denby
Service Manager Neurosurgery
22 November 2023

Quality Walkabouts

10. Trust Walkabouts are confirmed for 2023.
11. The details of the walkabout have been circulated to Governors via email so that they can decide which areas they would like to visit to support engagement and in addition, ensure that we have sufficient Governor representation.
12. The walkabouts will provide an opportunity for Governors and NEDs, accompanied by a Senior Manager, to visit wards, departments and services within the Trust and engage with patients and staff and pose any question that they may have to the staff who work within those areas.

Volunteers Week 1-7 June

13. Monday 5 June, Public Governors: Barbara Strong -Merseyside, Teresa Moretti - Merseyside, Carol Hopwood -Merseyside and John McClelland -Rest of England took part in Volunteers Week and hosted a Governor Pop Up Event.
14. The aim of this event was to promote the Trust Membership awareness and provide the public and staff members with an opportunity to meet our Governors in person and interact with them as they are passing by, answering any questions they may have.
15. Feedback from Governors supporting the event was extremely positive, stating that the event was not only successful in its objective, but it was also really good fun and stated that they would certainly support events of this nature in the future. Pictures of Governors supporting the event were put on Trust Social Media Platforms: Instagram and Facebook.

Pan Liverpool meeting

16. Pan Merseyside Trust Membership and Engagement Meeting There has been a “Pan Merseyside Trusts” meeting on Membership & Engagement. Public Governor John McClelland attended the meeting on COGS behalf.

Lead Governors Meeting

17. Lead Governors from several Merseyside-based Trusts are planning to regularly meet to share ideas and intelligence. I shall be taking up the role of representing us on the Lead Governor’s Association. Several meeting and Conference are usually held each year and Lead Governor will attend and will report back accordingly.

The Well Led Review

18. The Well Led Review has been completed with several points of relevance to Governors.

Quality Account

19. Lead Governor is collating all Governor comments on Quality Accounts and will provide feedback by 16 June 2023.

Author: John Taylor

Date: 9 June 2023

Next meeting: 22 June 2023

Report to Trust Board 6th July 2023

Report Title	Trust Strategy Update - Quarter 1 2023-24 and Annual Priorities		
Executive Lead	Andy Nicolson, Medical Director and Deputy Chief Executive Lindsey Vlasman, Chief Operating Officer		
Author (s)	Andy Nicolson, Medical Director and Deputy Chief Executive Lindsey Vlasman, Chief Operating Officer		
Action Required	To note		
Level of Assurance Provided <i>(do not complete if not relevant e.g. work in progress)</i>			
<input type="checkbox"/> Acceptable assurance Systems of controls are suitably designed, with evidence of them being consistently applied and effective in practice	<input checked="" type="checkbox"/> Partial assurance Systems of controls are still maturing – evidence shows that further action is required to improve their effectiveness	<input type="checkbox"/> Low assurance Evidence indicates poor effectiveness of system of controls	
Key Messages <i>(2/3 headlines only)</i>			
<ul style="list-style-type: none"> Good progress against priorities set for Q1. Priorities for Q2 23/24 outlined, mapped to each strategic aim. Progress with the strategic KPIs to be measured is reported, with further work required with BI regarding a dashboard. 			
Next Steps <i>(actions to be taken following agreement of recommendation/s by Board/Committee)</i>			
<ul style="list-style-type: none"> Quarterly progress against priorities will be reported to Trust Board. Report of progress against Year 1 objectives will be reported with the Q2 report (one year following the launch of the strategy). Strategic KPIs dashboard will be put into operation with the Business Intelligence team. 			
Related Trust Strategic Ambitions and Themes		Impact <i>(is there an impact arising from the report on any of the following?)</i>	
All Applicable		Not Applicable	Not Applicable
Strategic Risks <i>(tick one from the drop down list; up to three can be highlighted)</i>			
All Risks	Choose an item.	Choose an item.	
Equality Impact Assessment Completed <i>(must accompany the following submissions)</i>			
Strategy <input checked="" type="checkbox"/>	Policy <input type="checkbox"/>	Service Change <input type="checkbox"/>	
Report Development <i>(full history of paper development to be included, on second page if required)</i>			
Committee/ Group Name	Date	Lead Officer (name and title)	Brief Summary of issues raised and actions agreed
n/a			

Trust Strategy Update - Quarter 1 2023-24

Executive Summary

1. Following the approval of the Trust strategy 2022-25 by Trust Board in September 2022, it was agreed that there would be quarterly reports of key priorities for each quarter and progress made against previous priority areas.
2. There has been good progress made against all of the priorities for Q1 2023-24. Priorities for Q2 2023-24 are summarised.
3. The strategic KPIs have been agreed following a Board Development session, and work has taken place with the Divisional teams and the Strategic Project Management Office (SPMO) regarding ongoing monitoring / measurement of these. The KPIs are summarised in this paper. Work is ongoing with the Business Intelligence team to put into operation a dashboard for those KPIs which lend themselves to such an approach.

Introduction

4. The Trust Strategy 2022-25 was approved by the Board of Directors in September 2022. Quarterly updates against the delivery of the Strategy were agreed.
5. This report further updates the Board on the delivery of the previous quarter's milestones and sets out milestones for the next quarter as well as any wider progress on the delivery of the Trust's five strategic ambitions.

Our new strategy sets out how we will continue to deliver excellent clinical outcomes and the very best patient experience.

Our strategic ambitions

**Education,
training and
learning**



Leading the way in neurosciences education and training.

**Research
and innovation**



Delivering high-quality clinical neuroscience research, in collaboration with universities and commercial partners.

Leadership



Developing the right people with the right skills and values to enable sustainable delivery of health services.

Collaboration



Clinical and non-clinical collaborations across and beyond the ICS, building on existing relationships and services.

**Social
responsibility**



Supporting our local communities and providing services for patients within and beyond Cheshire and Merseyside.

Quarterly Objectives - Education, training and learning

Quarter Set	Previous Quarter Objectives	Exec lead	Progress/ Comments	Status
Q1 23-24	Appoint Trust medical education appraisal lead	MD	Post appointed to.	
Q1 23-24	Agree plan for intake of new medical students for next academic year from Edge Hill University	MD CPO	Contract agreed and signed with Edge Hill.	
Q1 23-24	Recruit clinical fellows in neurology to expand our training offer	MD CPO	1 post recruited, 2 more advertised and interviews due shortly.	
New objectives for next quarter				
Q2 23-24	Recruitment of an ODP apprenticeship for the trust theatres.	CNO COO		
Q2 23-24	Develop first draft of a clinical attachment policy for undergraduate and postgraduate medical attachments.	MD CPO		
Q2 23-24	Procurement training and education for staff to understand the process for procuring resources	CFO		

Quarterly Objectives – Research and Innovation

Quarter Set	Previous Quarter Objectives	Exec lead	Progress	Status
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Q1 23-24	Pilot of Laser Interstitial Therapy (LITT) for epilepsy surgery.	MD COO	First case proceeded successfully.	
Q1 23-24	Trial of circadin lighting in ITU to assess health and well-being of staff and reduce delirium for patients	CNO	Phase 1 has completed, work continues with Circadin to adjust the lighting to reflect normal day and night levels. Phase 2 to commence in August	
Q1 23-24	Develop plan for ongoing research collaboration on neuroscience / mental health in collaboration with Mersey care and Alder Hey	MD CPO	Clinical Director for Research has worked with counterparts in AH and Mersey care and agreed a structure to enable to ongoing collaboration	
New Objectives for next quarter				
Q2 23-24	Circadin lighting trial phase 2 to commence	CNO		
Q2 23-24	Agree research strategic priorities with university of Liverpool	CPO		
Q2 23-24	Partnership in the reboot of LHP	CEO		

Quarterly Objectives – Leadership

Quarter Set	Previous Quarter Objectives	Exec lead	Progress	Status
Q1 23-24	Take leadership role in developing the C&M pain services	MD	MD has role of lead MD for pain services in C&M to review across the ICS	
Q1 23-24	Develop a Senior Nursing Team development programme	CNO	Senior development programme has commenced with 3 externally led sessions for Ward Managers and above.	

Q1 23-24	Implement career escalator for nursing staff - a development pathway which has been developed to enable nurses to identify their position on a career journey, consider the future career pathway choices and plan the steps required to achieve their career aims.	CPO		
New Objectives for next quarter				
Q2 23-24	Individualised development plans to be developed for all members of Senior Nursing Team and agreed with Chief Nurse	CNO		
Q2 23-24	Service Reviews for divisional teams in the divisions.	CCO		
Q2 23-24	Hospital Management Group Development days bimonthly	CPO		
Outstanding actions from previous quarters				
Q3 22-23	Develop a prescriptive succession planning process for business critical roles	CPO	This is due to commence in April 2023. June 2023- training to be rolled out end of June 2023.	

Quarterly Objectives – Collaboration

Quarter Set	Previous Quarter Objectives	Exec lead	Progress	Status
Q1 23-24	Collaborate with other NHS trusts via DMAS to support spinal services in the Shropshire region.	COO	Ongoing work with RJAH, Stoke and Salford with appropriate patients accepted.	
Q1 23-24	Initiate a review of current C&M pain services and agree approach to develop a more equitable service	MD COO	MD met initially with WCFT Pain clinicians and management team. Has corresponded with C&M MDs to obtain current service provision and map out opportunities / risks.	

Q1 23-24	Enhance early rehabilitation for patients across the Major Trauma Collaborative through the newly established spinal rehabilitation post	MD	Consultant in spinal rehabilitation due to start in...	
New Objectives for next quarter				
Q2 23-24	Continue the work with CMAST provider collaborative work, and develop the work plan for the joint committee	CEO		
Q2 23-24	Collaboration with Liverpool PLACE for improvements in UEC patient pathways and discharge.	COO		
Q2 23-24	Collaboration with NHS England and productive partners with the implementation of patient initiated DMAS supporting the work in relation to patient choice.	COO		

Quarterly Objectives – Social Responsibility

Quarter Set	Previous Quarter Objectives	Exec lead	Progress	Status
Q1 23-24	Community leadership training for core group of staff involved in Liverpool Citizens.	CPO	Training has taken place in May 2023 in local mosque.	
Q1 23-24	Launch framework for ICB themes, outcomes and measures (TOMs) as an early adopter site. This supports organisations to procure, manage and report social value to demonstrate an impact on their local community.	CPO		

Q1 23-24	Access to Exercise and Wellbeing Programme – Recruitment to Health and Wellbeing Coach positions (Neuro Therapy Centre and Greenbank).	CPO	Health and wellbeing coach positions appointed to in both centres.	
New Objectives for next quarter				
Q2 23-24	Implementation of activities via the health and wellbeing hub.	CPO		
Q2 23-24	Recruitment of the sustainability post and champions across the trust	COO		
Q2 23-24	Health Inequalities and Inclusion Committee work plan and agenda to be developed.	CEO		

Strategic Key Performance Indicators (KPIs)

6. The medical Director and the Chief Operating Officer have met with the Business Intelligence team to design a dashboard which will include the strategic KPIs. The dashboard will be built on Minerva and will focus on the 5 strategic ambitions,
- Education, training, and learning
 - Research and Innovation
 - Leadership
 - Collaboration
 - Social responsibility

Each strategic ambition will have a page for strategic KPIs and targets with ongoing updates. The strategic Project Management Office (SPMO) will manage the action plan for the trust strategy and the enabling strategies and will feed into the dashboard working closely with the business intelligence team and the leads for the enabling strategies.

Conclusion

7. Good progress is demonstrated against the key priorities for Q4 2022-23, and further key priorities set for Q1 2023-24.
8. High level 1, 2 and 3 year priorities have been mapped out, and quarterly updates against progress will be presented to Trust Board.
9. The strategic KPIs will be refined and a dashboard to be completed by the Business Intelligence team.

Recommendation

- To note

Author: A Nicolson, Medical Director and L Vlasman, Chief Operating Officer

Date: 07/06/23

PLACE Report to Council of Governors June 2023

Report Title	Patient Led Assessment of the Care Environment (PLACE) Report to Council of Governors - June 2023		
Executive Lead	Lindsey Vlasman		
Author (s)	Stephen Holland. David Callaway		
Action Required	To note		
Level of Assurance Provided <i>(do not complete if not relevant e.g., work in progress)</i>			
<input checked="" type="checkbox"/> Acceptable assurance Systems of controls are suitably designed, with evidence of them being consistently applied and effective in practice	<input type="checkbox"/> Partial assurance Systems of controls are still maturing – evidence shows that further action is required to improve their effectiveness	<input type="checkbox"/> Low assurance Evidence indicates poor effectiveness of system of controls	
Key Messages <i>(2/3 headlines only)</i>			
<ul style="list-style-type: none"> The 2022 PLACE assessment identified a number of opportunities for improvement. The Estates and Facilities Team are working through an action plan to address any issues raised. A PLACE Lite process will be undertaken to verify the actions and provide assurance of standards. 			
Next Steps <i>(actions to be taken following agreement of recommendation/s by Board/Committee)</i>			
<ul style="list-style-type: none"> To complete the actions on the appended action plan To undertake a PLACE Lite inspection in July 2023 			
Related Trust Strategic Ambitions and Themes		Impact <i>(is there an impact arising from the report on any of the following?)</i>	
Quality of Care		Estates & Facilities	Compliance & Quality
Strategic Risks <i>(tick one from the drop-down list; up to three can be highlighted)</i>			
004 Operational Performance	001 Quality Patient Care	Choose an item.	
Equality Impact Assessment Completed <i>(must accompany the following submissions)</i>			
Strategy <input type="checkbox"/>	Policy <input type="checkbox"/>	Service Change <input checked="" type="checkbox"/>	
Report Development <i>(full history of paper development to be included, on second page if required)</i>			
Committee/ Group Name	Date	Lead Officer (name and title)	Brief Summary of issues raised, and actions agreed
n/a			

PLACE Report to Council of Governors June 2023

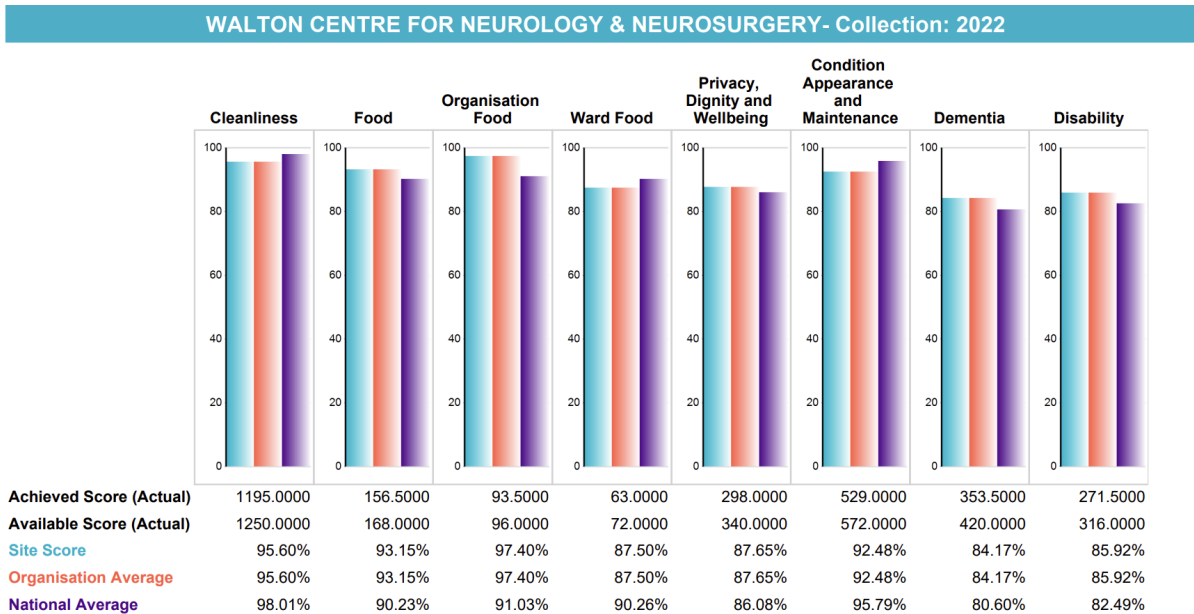
Executive Summary (*required*)

1. The Patient Led Assessment of the Care Environment (PLACE) is an annual assessment carried out by a multi-disciplinary inspection team that includes Trust colleagues and patient assessors.
2. The inspection reviews how the hospital environment supports the provision of clinical care, assessing such things as privacy and dignity, food, cleanliness, and general building maintenance and, more recently, the extent to which the environment is able to support the care of those with dementia or with a disability.
3. The assessments take place every year, and results are published to help drive improvements in the care environment. The results show how hospitals are performing both nationally and in relation to other hospitals providing similar services.
4. The PLACE assessments only cover patient facing areas and does not review the clinical care provision or how well colleagues are doing their job.
5. The *2022 Walton Centre PLACE assessment* highlighted issues with the environment including the food provision.
6. To ensure the Trust learn from the findings and to encourage continuous improvement an interim PLACE 'Light' assessment will be carried out following the completion of *the PLACE 2022 Action Plan* (Appendix 1)
7. The PLACE light inspection is planned for late July 2023 with a provisional date planned for Wednesday 26th July.

Background and Analysis (*headings can be amended and additional sections added*)

8. The 2022 PLACE inspection highlighted areas for opportunity, *Fig 1.1* demonstrates the Trust performance against the national average for the eight PLACE domains.
9. Please note: the Trust scoring is identified in *Fig 1.1* as 'site score' and 'organisational average' which are a duplication of the same metric.

Fig 1.1 – 2022 PLACE Trust Performance



10. The criteria where issues were raised have been provided in *Appendix 1 PLACE 2022 Action Plan*.

11. To ensure continuous improvement, and in preparation, for the 2023 PLACE assessment an action plan has been developed to address the issues raised during the 2022 PLACE assessment.

12. Positive progress of the action plan has been made during May and June 2023 which is demonstrated in *Fig 1.2 PLACE action plan progress*.

Fig 1.2 PLACE Action Plan Progress

Date	% of Actions 'Not Done'	% of actions 'Underway'	% of actions 'Complete'
16/5/23	PLACE action plan created and presented to the Executive lead and AD for Estates and Facilities		
19/5/23	100%	0%	0%
31/5/23	52%	46%	2%
13/6/23	9%	15%	76%

13. The action plan is currently underway with planned completion of all achievable outcomes scheduled for mid-July 2023.

14. To verify the completion of the actions and to provide assurance of learning from the 2022 assessment a 'PLACE Lite' assessment is provisionally planned for the 26th of July 2023.

15. It is anticipated the following individuals will make up the multi-disciplinary PLACE lite team:

- Estates Lead
- Facilities Lead
- ISS Senior Representative
- IPC Lead
- Clinical operational lead

- Support/Operational Services Lead

16. Any feedback from the *July 23 PLACE Lite* will be actioned on in preparation for the Trust's full PLACE inspection estimated for completion in November 2023.
17. The action plan, PLACE Lite and any subsequent workstreams will be presented and monitored at the newly established Estates and Facilities Group.

Conclusion (*always required*)

18. In summary, the 2022 PLACE inspection was completed very thoroughly and highlighted a number of issues.
19. It is important to rectify as many of these issues as possible to improve quality and in preparation for the 2023 PLACE inspection.
20. Working through the appended action plan will ensure a number of the issues from the 2022 *PLACE inspection* are resolved.
21. Undertaking a PLACE light will ensure that 2022 issues are resolved and identify any emerging issues that will affect the 2023 PLACE results.

Recommendation (*always required*)

The members of the Trust Council of Governors are asked to note this report.

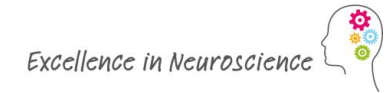
The Estates and Facilities Team welcome any feedback on the current plans and process.

Author: Stephen Holland and David Callaway
Date: 15th June 2023

Appendix 1 – PLACE Action Plan, provided as a separate document.



The Walton Centre
NHS Foundation Trust



NHS Staff Survey 2022

Jane Mullin
Deputy Chief People Officer

www.thewaltoncentre.nhs.uk 



Criteria

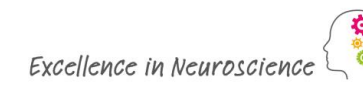


- Seven people promise elements
- Two theme reported in previous years
 - Staff engagement
 - Morale
- Also includes sub-scores within each element, and COVID related breakdowns

Top level results



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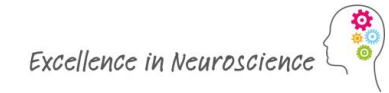


- Above national average in all People Promise elements and the two additional themes, apart from one where we were the same
- Best in class for 'we work flexibly'
- Improved scores from 2021 almost across the board
- Issues remain around violence against staff
- Appraisals are still below national average, but sub-scores are above average
- New issues highlighted include priority of patients and addressing/feedback of concerns

How do we rank?



The Walton Centre
NHS Foundation Trust



- Across all specialist Trusts (13) in England
 - Second highest for 'We each have a voice that counts'
 - Second highest for 'We work flexibly'
 - Third highest for 'We are a team'
 - In the top half for all People Promise areas
 - Sixth for 'Would recommend organisation as a place to work', third in the north west

People promise scores



We are compassionate and inclusive



We are recognised and rewarded



We each have a voice that counts

	WC 2021	WC 2022	Average	Best
We are compassionate and inclusive	7.6	7.7	7.5	7.9
We are recognised and rewarded	6.1	6.2	6	6.3
We each have a voice that counts	7.2	7.2	7	7.4

People promise scores



We are safe and healthy



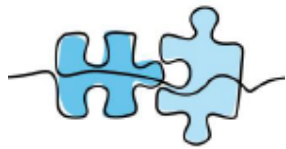
We are always learning



We work flexibly

WC 2021	WC 2022	Average	Best
6.3	6.4	6.3	6.6
5.5	5.7	5.7	6.1
6.5	6.6	6.4	6.6

People promise scores



We are a team



Staff engagement



Morale

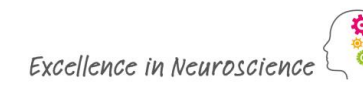
WC 2021	WC 2022	Average	Best
6.9	7.1	6.9	7.2
7.3	7.4	7.2	7.6
6.2	6.2	6.1	6.4



Promise element 1: We are compassionate and inclusive



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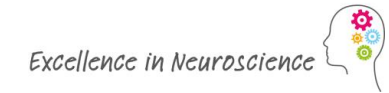
- Above average in all sub-scores:
 - Compassionate culture
 - Compassionate leadership
 - Diversity and equality
 - Inclusion
- Increased or stayed the same versus 2021
 - *Immediate manager responses (9)* – all positive, and improvements versus 2021
 - *Working with team and colleagues (2 and 8)* - all positive, and improvements versus 2021
 - *Care of patients / service users is my organisation's top priority (23a)* – lowest for five years, below average
 - *If a friend or relative needed treatment I would be happy with the standard of care provided by this organisation (23d)* - lowest for five years, below average



Promise element 3: We each have a voice that counts



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NHS Foundation Trust




- Above average in all sub-scores:
 - Autonomy and control
 - Raising concerns
- Stayed the same / decreased slightly versus last year
 - *Frequent opportunities for initiative (3c)* – best score nationally
 - *Affecting change and making improvements (3d, e, f)* - all positive, and improvements versus 2021
 - *Choice of how to do work (5b)* – best score nationally
 - *Raising concerns/addressing concerns (19a, b)* - both declined versus 2021



Promise element 4: We are safe and healthy



The Walton Centre
NHS Foundation Trust

Excellence in Neuroscience 

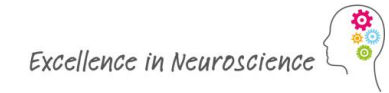
- Above average in two of three sub scores:
 - Health and safety climate
 - Burnout
- Below average on one sub-score
 - Negative experiences
- A range compared to 2021 – one decreased, one stayed the same, one improved
 - *Adequate staff and equipment (3h, i) – declined versus 2021*
 - *Feeling burnt out (12b) – declined versus 2021*
 - *Organisation takes positive health and wellbeing action (11a) - big increase versus 2021*



Promise element 5: We are always learning



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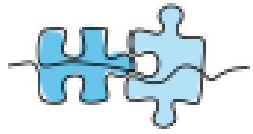


- Above average or the same in both sub-scores:
 - Development
 - Appraisals
- Increased versus 2021
 - *Appraisal rate (21a)* – below average, but slight increase versus 2021
 - *Outcomes of appraisals (21b, c, d)* – all improved and higher than average
 - *Development and L&D opportunities (22a - e)* - all increased versus 2021



Promise element 6: We work flexibly

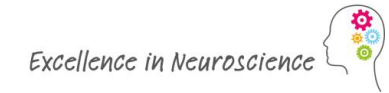
- Above average in all sub-scores:
 - Support for work-life balance
 - Flexible working
- Increased versus 2021
 - *Work-life balance (6b)* – Best national score
 - *Flexible working opportunities and openness (6d, 4d)* - all increased versus 2021



Promise element 7: We are a team



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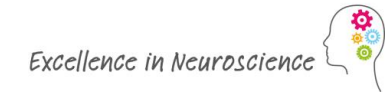
- Above average in all sub-scores:
 - Team working
 - Line management
- Increased versus 2021
 - *Effectiveness and respect within teams (7b, c)* – significant increases versus 2021
 - *Working with other teams (8a)* – significant increase versus 2021 and above average
 - *Immediate manager respect and support (9a – d)* - all increased versus 2021



Staff engagement



The Walton Centre
NHS Foundation Trust



- Above average in all sub-scores:
 - Motivation
 - Involvement
 - Advocacy
- Increased in two scores and stayed the same in one versus 2021
 - *Opportunity to show initiative (3c)* – best national score
 - *Enthusiasm about job (2b)* – increase versus 2021 and above average



Morale

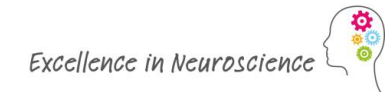
- Above average in two sub-scores:
 - Thinking about leaving (a higher score is more positive)
 - Stressors (a higher score is more positive)
- Same in one sub-score:
 - Work pressure
- Increased in two, decreased in one versus 2021
 - *Respect from colleagues (7c)* – increase versus 2021 and above national
 - *Encouragement from manager (9a)* – increase versus 2021 and above national
 - *Thoughts about leaving (24a – c)* – all decreased versus 2021

What people said

- Over 60 pieces of qualitative feedback were received
- Good mix of positive, constructive and negative
- Key negative themes included:
 - The role and effectiveness of line managers
 - AHPs and their value
 - Staffing levels
 - Raising of concerns



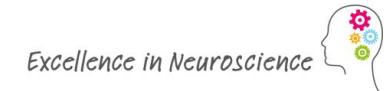
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What people said



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“This organisation is the best one that I have had the privilege to work for. They are very patient focused, compassionate about patient care and really do work as a team from all levels of medical, nursing and health care professionals working jointly to achieve the best for the patient. I wish that I had joined the Trust sooner.”

“I have noticed a definite change in vibe and feeling amongst staff and willingness to work together and try new things.”

“There are challenges both within the NHS and our wider economy but I honestly believe that this is still one of the best places to work.”

“In my experience The Walton centre values its staff, listens to our ideas, suggestions and concerns and is by far the best NHS trust I have worked for. Patient care is at the top of the agenda at The Walton Centre and being able to deliver effective care that makes a difference to peoples lives gives so much job satisfaction.”

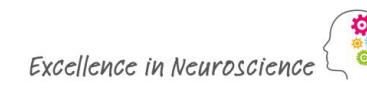
“This is the best and most rewarding job I have ever have, I feel I learn something new every week”

“This organisation has a great culture, people are friendly and very respectful. It's a good place to work but the NHS is becoming more and more challenging to work in.”

WRES



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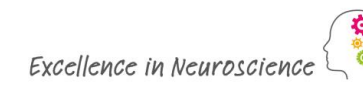


- Four key questions make up the WRES section of the staff survey as follows:
 - Percentage of staff experiencing harassment, bullying or abuse from patients, relatives or the public in the last 12 months- this score has increased from 2021 for white staff and all other staff with a higher percentage increase for all other ethnic groups
 - Percentage of staff experiencing harassment, bullying or abuse from staff in the last 12 months- this score is broadly similar to last year's for white staff and has increased by 2% for all other ethnic groups
 - Percentage of staff believing that the organisation provides equal opportunities for career progression or promotion- this score has increased by over 4% for white staff and decreased by 2.5% for all other ethnic groups
 - Percentage of staff experiencing discrimination at work from manager/team leader or other colleagues in the last 12 months - this score has decreased by 1.8% for white staff and increased by 5.1% for all other ethnic groups.

WDES



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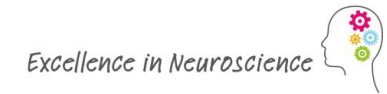


- Seven key questions make up the WDES section of the staff survey as follows:
 - Percentage of staff experiencing harassment, bullying or abuse from patients/service users, relatives or the public in the last 12 months- this score has increased for staff with or without a long-term illness (LTC)
 - Percentage of staff experiencing harassment, bullying or abuse from managers in the last 12 months- this score has increased by 5% for staff with a LTC and has decreased for staff without a LTC
 - Percentage of staff experiencing harassment, bullying or abuse from colleagues in the last 12 months- this score has decreased by 4% for staff with a LTC and has increased slightly for staff without a LTC
 - Percentage of staff saying that the last time they experienced harassment, bullying or abuse at work, they or a colleague reported it- this score has increased for both groups of staff and by 12% for staff with a LTC

WDES continued



The Walton Centre
NHS Foundation Trust



- Percentage of staff who believe that their organisation provides equal opportunities for career progression or promotion- this score has increased for both groups of staff
- Percentage of staff who have felt pressure from their manager to come to work, despite not feeling well enough to perform their duties- this score has decreased by 4% for staff with a LTC and increased slightly for staff without a LTC
- Percentage of staff satisfied with the extent to which their organisation values their work- this score has increased slightly for staff with a LTC and by 5% for staff without

The Walton Centre NHS Foundation Trust

Governors Report for the Period Ending March 2023

Glossary

- **Open Pathway. Target 8.2 weeks**

The Walton Centre is taking part in a Referral to Treatment pilot scheme where performance is measured by average patient waiting times in weeks. A requirement of this scheme is that performance is shown by average waiting time instead of against the 92% standard. Open pathways, or incomplete pathways are where the patient is still awaiting first definitive treatment (either as an Outpatient or Inpatient). In order to sustain delivery of the standard the average wait of these patients must be under 8.2 weeks.

- **I&E (Income & Expenditure).**

The Income and expenditure account records the Income received from undertaking patient care and other sources of Income including medical training. This is offset by the cost of running the organisation.

- **CIP (Cost Improvement Programme).**

The NHS is required to make efficiency savings on an annual basis. The efficiency requirement is reflected within the national tariffs set each financial year. The target is expressed as a % of the expenditure budgets of the organisation.

- **Capital Target.**

Capital expenditure is expenditure on building and equipment within the organisation.

- **Use of Resource Risk Rating (UoR)**

NHS Improvement introduced the Single Oversight Framework in October 2016. This incorporates 5 ratings:

- Capital service cover - the level of income available to fund the Trust's capital commitments;
- Liquidity - the level of cash available to fund the Trust's activities;
- I&E margin - the % of the Trust's surplus/(deficit) in relation to its income;
- Variance on the I&E margin - the % variance of the I&E margin against plan; and
- Agency Expenditure – The percentage of Agency Expenditure compared to the Trust Agency Ceiling control total.

Scoring 4 (poorest) to 1 (best) against each metric, the overall finance and use of resources score is a mean average of the scores of the individual metrics under this theme – except that if a provider scores 4 on any individual finance and use of resources metric, their overall use of resources score is at least a 3.

Finance

Month 12 – in month £319k behind plan and full Year £957k ahead of plan. The final outturn position was £0.7m lower than forecast due to adjustments made to allow for consistency with the prior year. The key drivers for the full Year favourable variance are due to 22/23 final agreed Welsh contract being higher than plan, increased interest receivable (due to interest rate increases) and higher than planned level of vacancies (that have not been backfilled with bank/ agency).

Income - Full Year overperformance of £15,224k, due to:

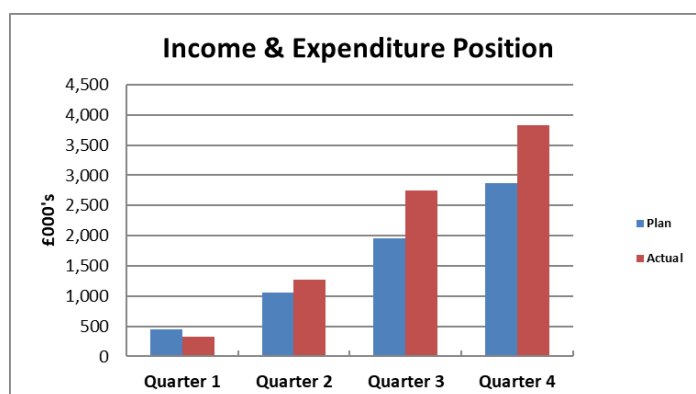
- Increased NHS England funding relating to the 2022/23 pay award.
- Increased WHSSC funding relating to final agreed contract being above plan.
- Increased reimbursement for High-Cost Drugs and Devices due to higher volumes being used.
- Increased Isle of Man activity (which is paid on PbR basis).
- Increased level of Health Education England funding.
- Offset by risk around thrombectomy, transcranial ultrasound, spinal activity, and Spinal ERF activity.
- Increased income due to additional pay award and additional contribution to pension both offset by pay.

ERF income has been reported to plan and forecast in line with reporting guidance issued by NHS England. ERF Income is reported under patient related income.

Expenditure (inc. Financing Costs) – Final Year over-spend of £14,182k due to:

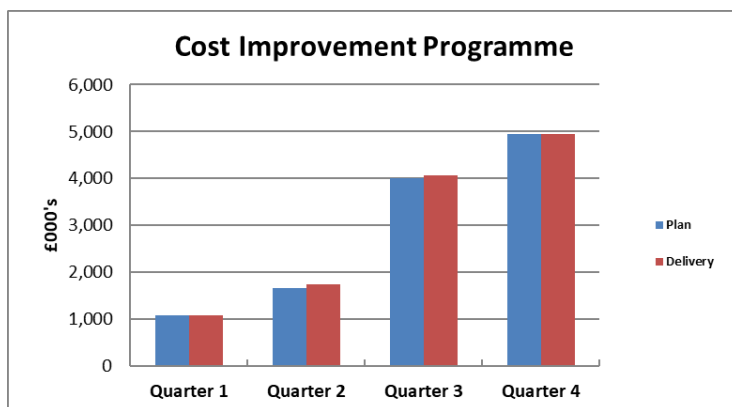
- Increased pay costs due to 2022/23 pay award being higher than was assumed by NHSE at budget setting.
- Increased spend on High-Cost Drugs and Devices including spend on Botox that is not reimbursed as it is no longer classed as an excluded drug.
- Offset by Non-recurrent vacancy savings and increased interest receivable.
- Increased pay due to additional pay award and additional contribution to pension both offset by income.

It should be noted that the ICS have agreed an additional capital funding allocation of c. £0.5m for 23/24 due to the forecast I & E over performance



Efficiency Savings

In order to deliver the Trust's control total target by March we planned to achieve the QIP target of £4.947m which the trust achieved by year end.



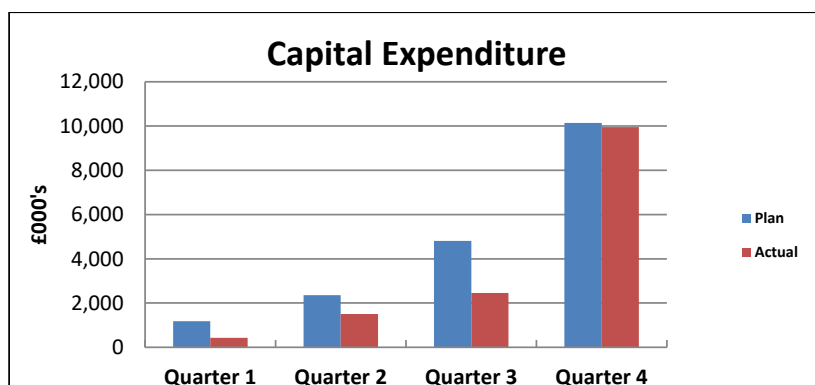
Capital

The Q4 capital expenditure is £9.952m (£2,675k of which is Digital Aspirant.), £182k below the total agreed funding allocation for the full year plan of £10.134m.

Year to date spend on divisional schemes includes:

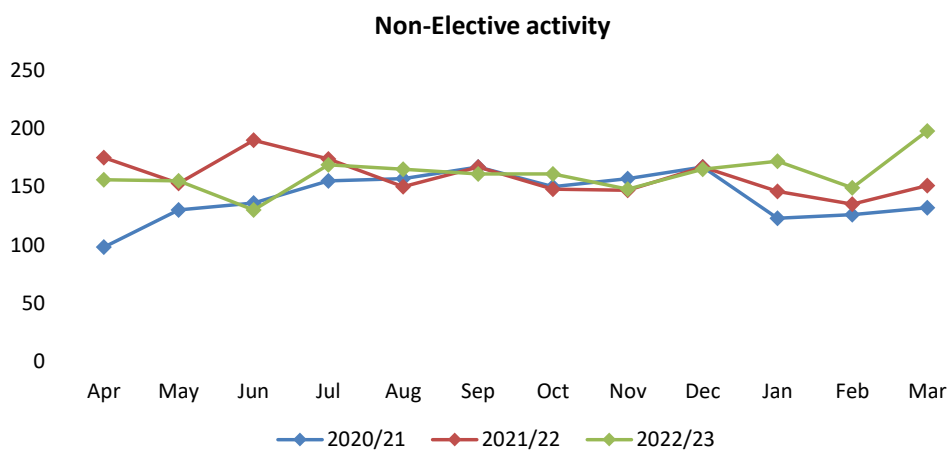
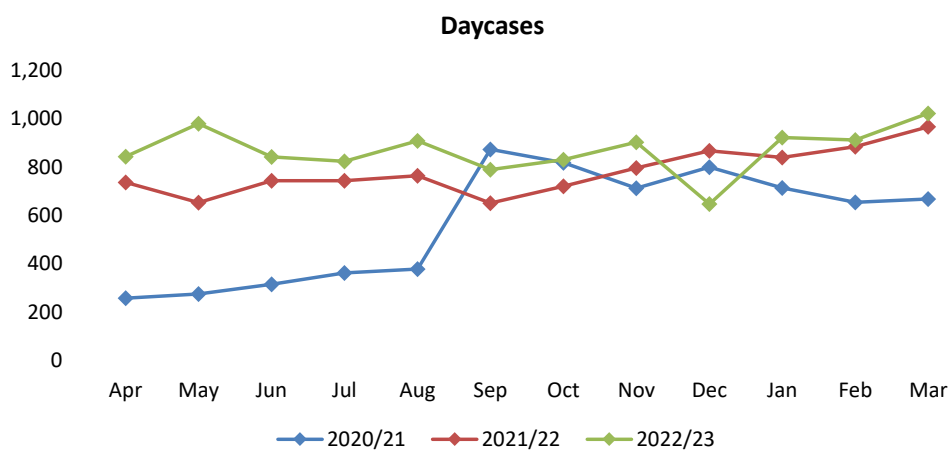
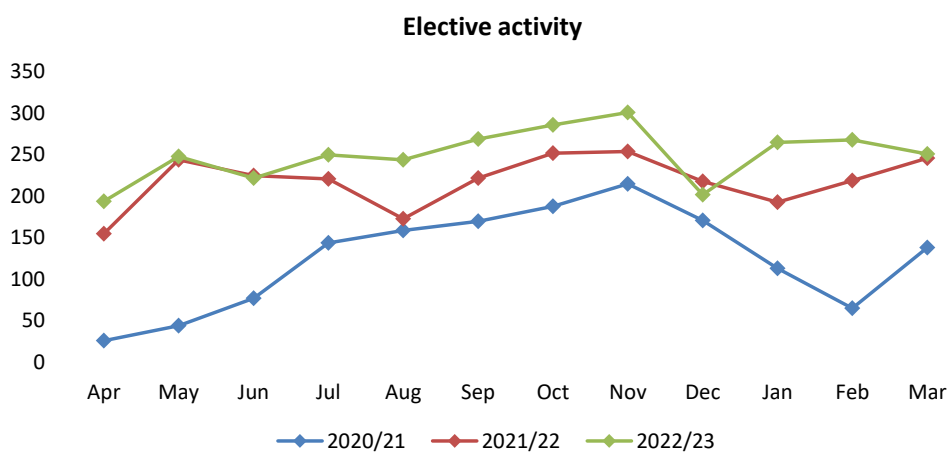
- Heating and pipework replacement
- Bed repurposing
- Radiology Syngo equipment
- Theatres Brain lab, operating table and S7 equipment
- Walk in freezer and alterations
- IT Staffing
-

Additional Public Dividend Capital (PDC) has been secured in relation to Digital Diagnostic Capability programme (£510k) & IM&T – LIMS and Cyber Security (£94k), which have been incorporated into the capital plan and forecast. Funding has been secured in M12 from the Cancer Treatment fund for the purchase of an ultrasound machine (£132k).

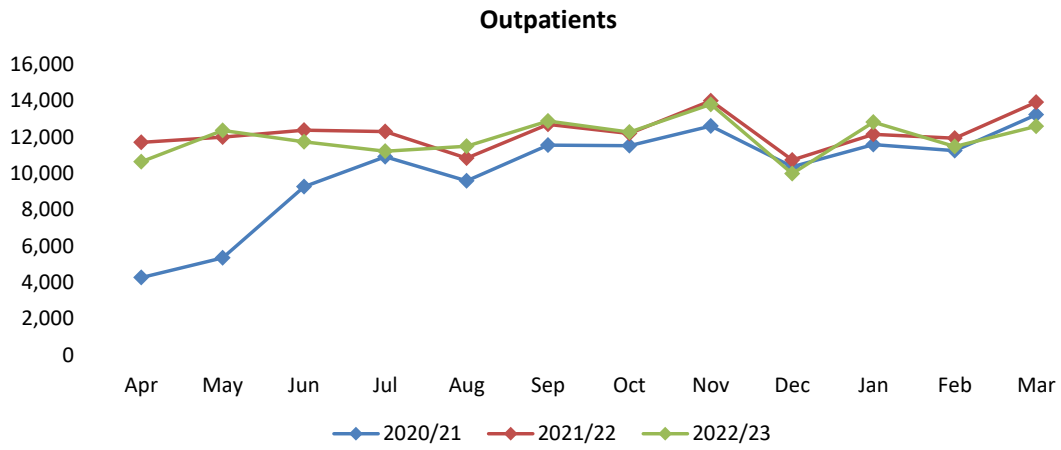


Activity

Inpatient & Day Case Activity: Overall inpatient activity increased slightly over Q4 of 2022/23.



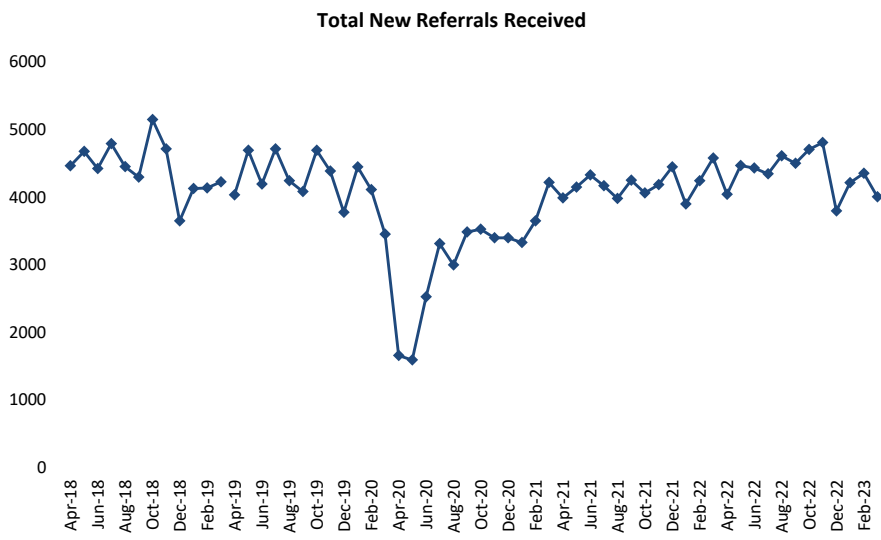
Outpatient Activity: Outpatient activity remained consistent with 2021/22 activity through Q4 of 2022/23.



Referrals for outpatient appointments

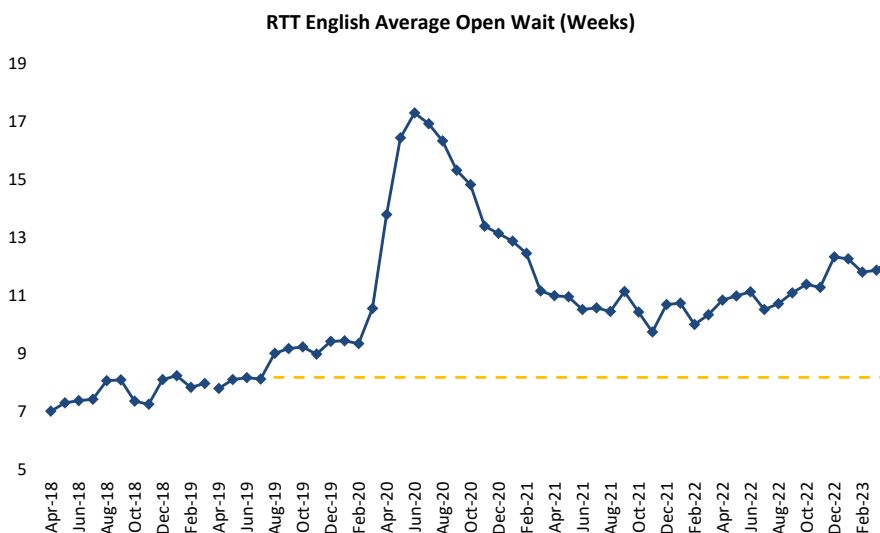
Clean referrals exclude referrals that are created by consultants retiring or transferring part of their practice to a colleague as part of service development or reorganisation and give a clearer indication of growth in demand for our services.

Referrals have dropped slightly this quarter but remain within normal variation.

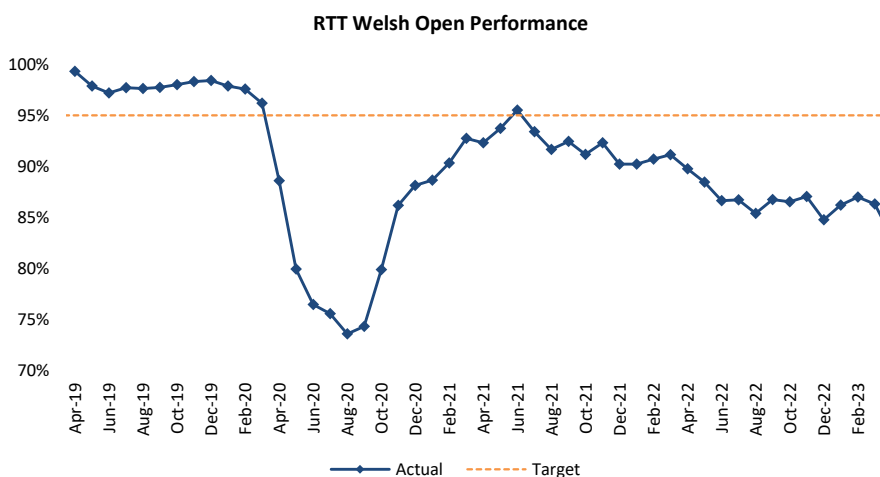


RTT (Referral to Treatment)

The Walton Centre is taking part in a Referral to Treatment (RTT) pilot scheme, where performance is measured by average patient waiting times in weeks. A requirement of this scheme is that performance is shown by average waiting time, rather than against the 92% standard and that the backlog cannot be shown. Performance at the end of Q4 22/23 is 11.9 weeks.

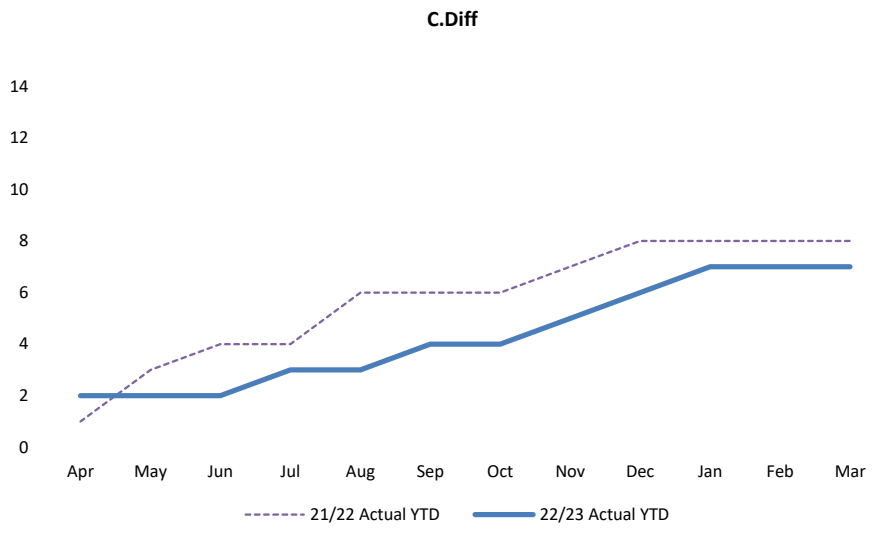
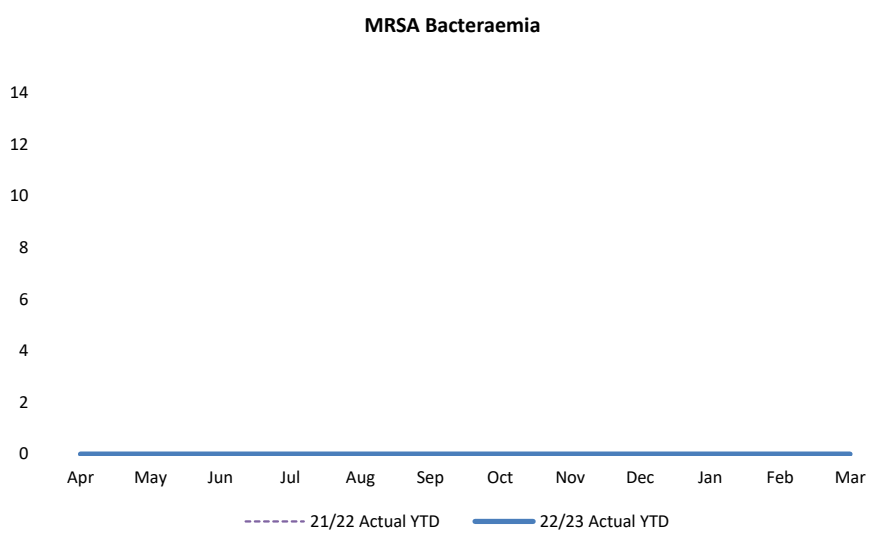


Welsh RTT performance continues to be monitored against the 95% standard, with performance below the standard at 86% in March 2023. Performance against this standard has dropped over the previous two quarters of 2022/23.



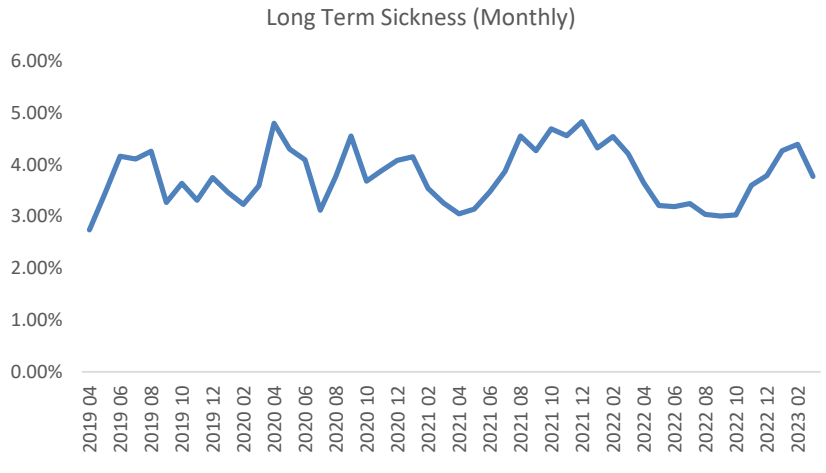
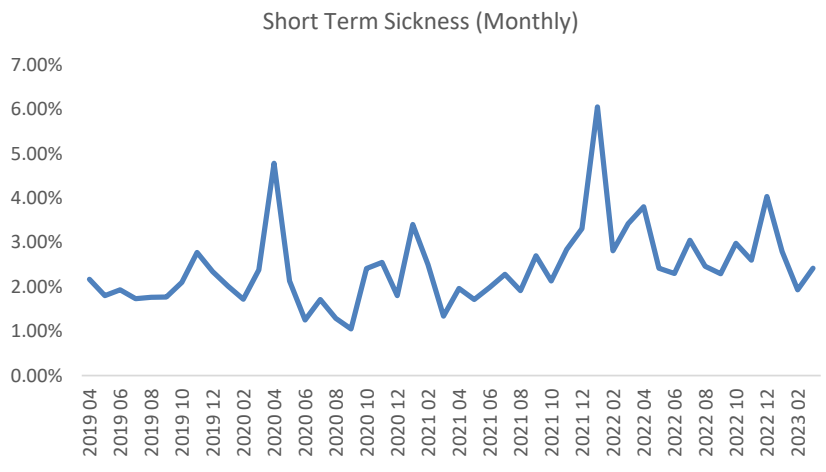
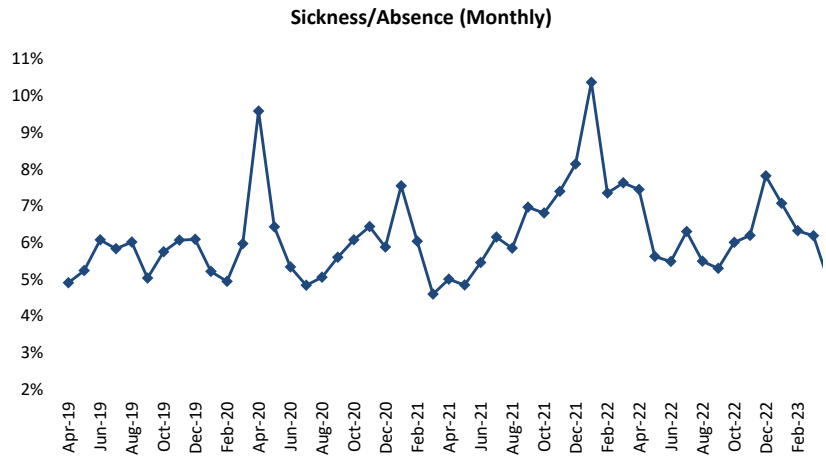
Infection Rates

No cases of MRSA Bacteraemia were reported during Q4 2022/23. The Trust has reported 7 cases of CDT which is a decrease on last years figures and less than the threshold of 8.



Workforce

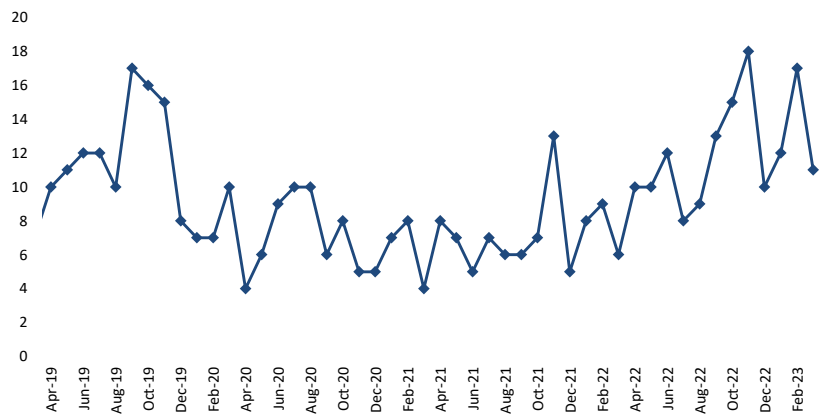
Monthly sickness/absence rate is 6.19% which is above the target of 4.75%. The breakdown between long term and short term sickness as at March 2023 is as follows: 3.77% on long term sickness and 2.42% on short term.



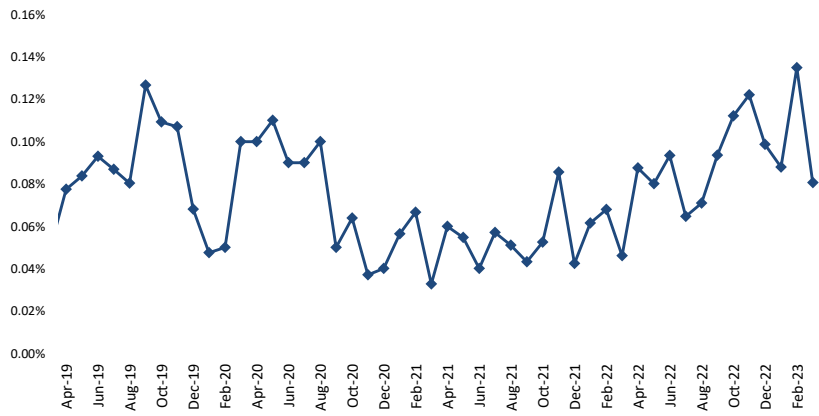
Complaints

The Executive team receive a detailed monthly report in relation to complaints. Trends and themes are discussed and challenged. A Quarterly report is also provided to the Patient Experience Group. Q4 2021/22 has seen 40 complaints reported.

Total New Complaints Received in month



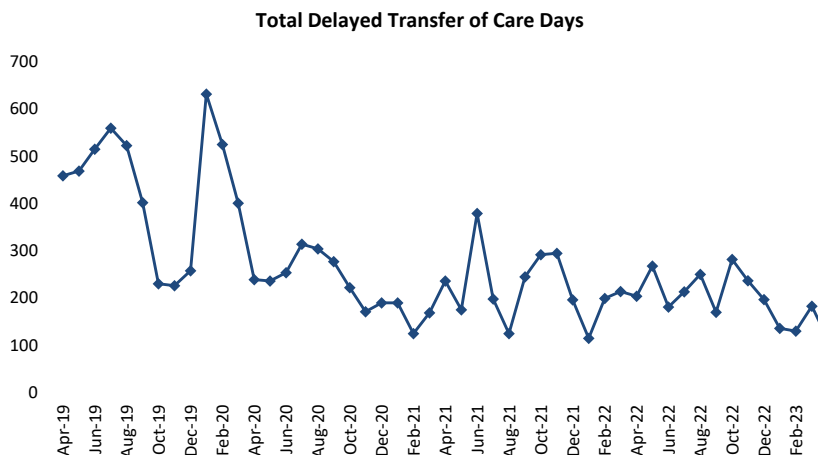
% New Complaints Received against Activity



Efficiency Measures

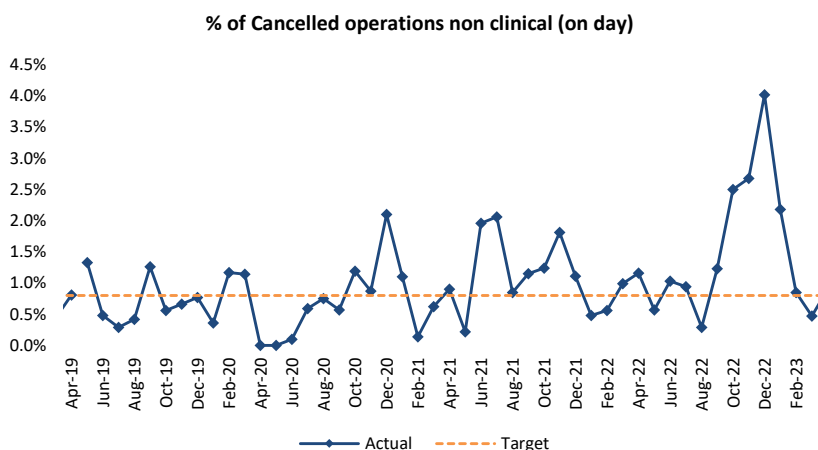
Delayed Discharges / Delayed Transfers of Care (DTOC):

The total Delayed Patient days has remained within the expected range in Q4 2022/23. The delayed patient days does not include those patients awaiting a bed in a different acute setting.



Cancelled Operations: The number of cancelled operations in Q3 2022/23 was significantly increased by the strike action and related cancellation of activity. Performance in Q4 of 2023 shows a significant improvement on previous quarter and in in line with previous quarters which were unaffected by strike action.

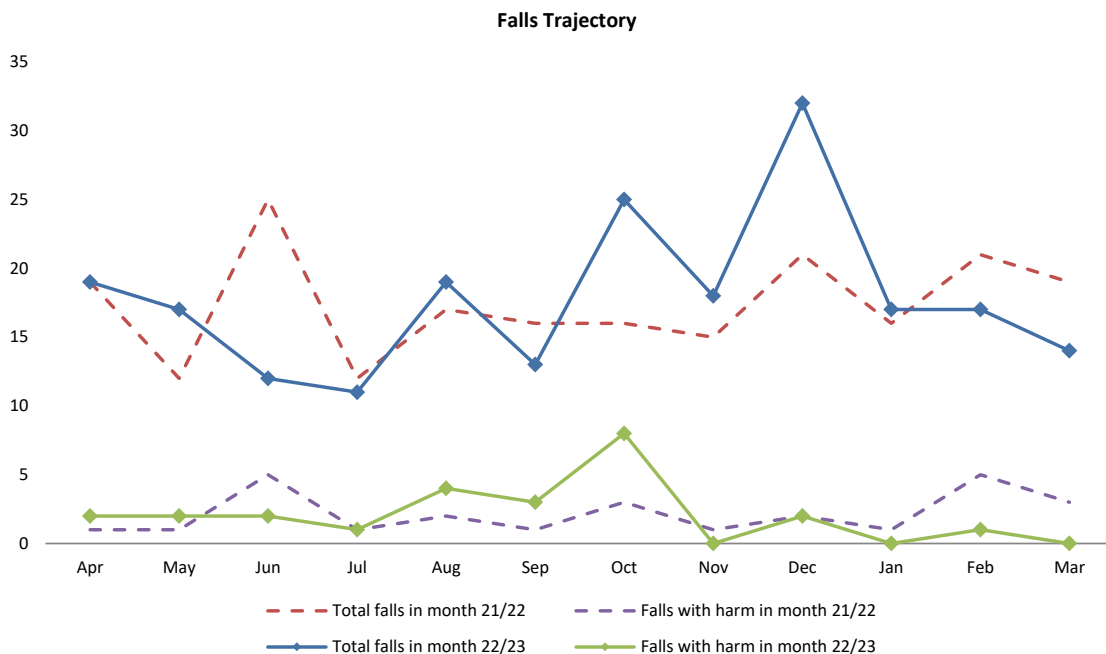
	Number of non-clinical cancellations
Q3 2022/23	27
Q2 2022/23	94
Variance	-67



Safety Indicators

Patient Falls:

Our goal is to achieve a year on year improvement with the prevention of falls and falls with harm.



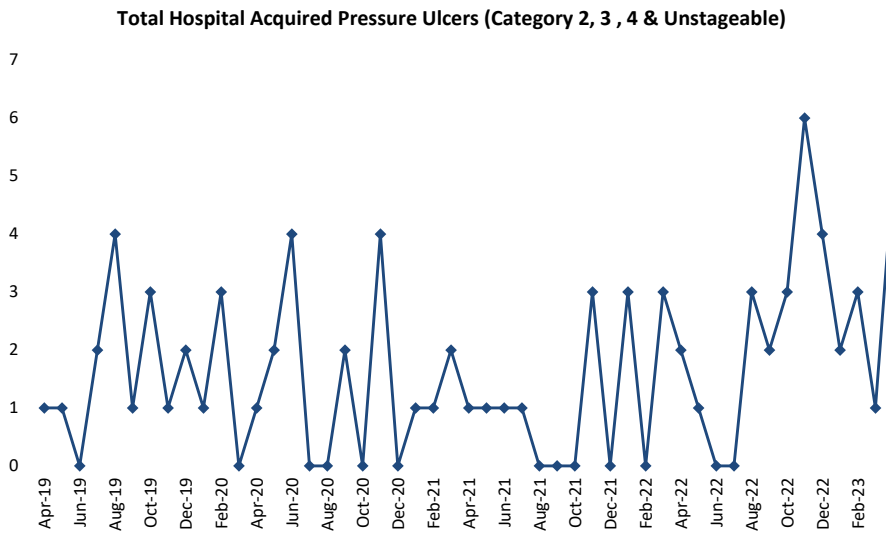
In 22/23 there has been 214 total falls of which 2 resulted harm. This compares to 208 total falls in 21/22. There was one moderate harm fall within the Trust in Q1 22/23 and a further moderate harm fall in Q4 of 22/23.

A monthly falls analysis report is currently compiled by the Falls prevention steering group then disseminated to local departments/wards highlighting any themes/trends in month, lessons learnt and any good practice for sharing. Patients at risk of falls are being correctly identified and there is evidence that measures are being taken to reduce the risk. Falls at the bedside and in bathrooms are most common; more patients who have fallen have capacity and choose to take the risk of mobilising on their own. Follow up questionnaires are done in real time to try and establish the reasons for the fall and any actions that can be taken to reduce future risk.

Pressure Ulcers

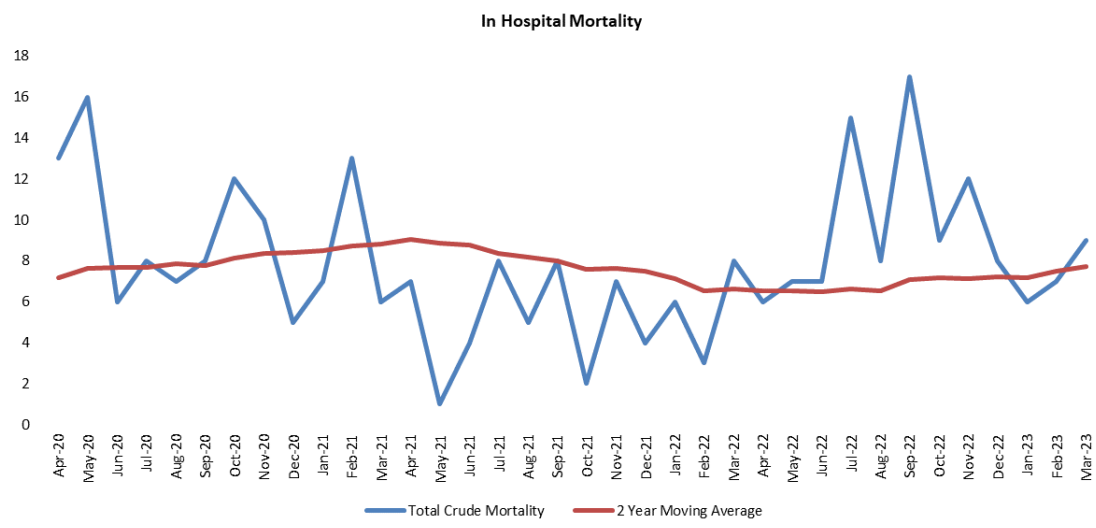
In Q3 2022/23 there were six Walton Centre acquired pressure ulcers.

Below is a graphic representation of our position to date



Mortality

Rolling crude mortality has increased slightly in the last half of 22/23. All cases are subject to detailed clinical review and discussion at Quality Committee and no cause for concern identified.



Report Date: 29/03/23	Report of: Business Performance Committee (BPC)	
Date of last meeting: 28/03/23	Membership Numbers: 5 (Quorate)	
1	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Finance and Commercial Development Substrategy • Board Assurance Framework • Integrated Performance Report • National Staff Survey Results and Action Plan • Digital Transformation Monthly Update • 2023/24 Financial and Operational Plan Update • Business Case Process • Draft BPC Cycle of Business 2023/24 • Intelligence Automation Business Case • Digital Aspirant Expenditure Variation Business Case • Radiology PACS Network Switches Business Case
2	Alert	<ul style="list-style-type: none"> • The 2023/24 financial and operational plan continues to adapt within the context of the wider system challenges. Both aspects now include significant stretches (with commensurate risks to delivery). The latest version will be presented to closed Board although the Committee agreed the described position would be submitted to NHS England for the 30 March deadline.
3	Assurance	<p><i>Integrated Performance Report</i></p> <ul style="list-style-type: none"> • February's activity largely held January's recovery from December's 'perfect storm', especially for elective (including theatre performance) and outpatients, despite some disruption from industrial action. • All cancer wait/treatment and diagnostic standards continue to be achieved • The number of long waiters (52+ weeks) continued to reduce (reduced by 60% over the last 6 months); average waits after Referral to Treatment improved slightly. • Outpatient waiting lists remain high pending the impact of the comprehensive revalidation project now being implemented; appointments not attended improved; the proportion moved to Patient Initiated Follow Up (PIFU) exceeded the end-year target of 5% and is expected to continue to increase. • Sickness reduced slightly to 6.3%. Vacancy levels remain low. Appraisal and mandatory training compliance continue to receive leadership focus. • The reported Income and Expenditure outcome was a £0.7m surplus in February (£3.8m YTD) and forecast to reach £4.6m by end of year (i.e. £1.7m better than plan). • Capital spend remains behind plan; reassurance was given that the end of year plan will yet be met (requiring £6m to be spent in March). It was also noted that £200k had been given back to the C&M system to help manage the overall system capital position. • Performance paying creditors on time (Better Payment Practice Code) continues to be well below plan, with continued focus aimed at improvement.

		<p><i>Other matters</i></p> <ul style="list-style-type: none"> • The Finance and Commercial Development Substrategy was reviewed and is recommended to Board for approval following some minor updates. • The 7 BAF risks (and associated high operational risks) relating to BPC were reviewed, incorporating updates to controls and actions. Reduction of the risk rating of one BAF risk is recommended to Board. • The results of the annual staff survey were reviewed. Benchmarked against 13 acute specialist trusts, results are above average for 6 of the 7 elements of the NHS People Promise (average in the other) and largely showing improvement versus 2021. Suggestions for an improvement plan focused on some aspects of ED&I (reinforcing work in progress); the 'advocacy' part of staff engagement; increasing the number of responses. The plan will be further informed by 'Talking, Engagement, Action' rounds to be made by leaders. 		
4.	Advise	<ul style="list-style-type: none"> • Improvements to the process of presenting and approving business cases were agreed, and the assurance narratives within the Integrated Performance Report will be reviewed. • 3 business cases were approved • Key Issues reports from 6 subgroups were received and noted. 		
5.	Risks Identified	<ul style="list-style-type: none"> • It was recommended that Audit Committee review the Cost Improvement Plan (CIP) process in support of the challenges faced in next year's finance & operational plan; an enhanced focus on CIP delivery will be incorporated in BPC's cycle of business. 		
6.	Report Compiled	David Topliffe Non-Executive Director	Minutes available from:	Katharine Dowson Corporate Secretary

Board of Directors Key Issues Report

Report Date: 01/06/2023	Report of: Business Performance Committee (BPC)	
Date of last meeting: 23/05/23	Membership Numbers: 6 (Quorate)	
1	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Integrated Performance Report • Year End Spend of Digital Aspirant – deferred • Digital Transformation Monthly Update • Information Governance Bi-Annual Update • Occupational Health Annual Report • Learning and Development Annual Report • Capital Planning Update • Consolidated Estates Report Update • 2023/24 Financial Plan Update
2	Alert	<ul style="list-style-type: none"> • None noted
3	Assurance	<p><i>Integrated Performance Report</i></p> <p>Operations and Performance</p> <ul style="list-style-type: none"> • All cancer wait/treatment and diagnostic standards continue to be achieved • The number of long waiters (52+ weeks) continued to reduce (there are no 78+week waits); but this may change due to the number of mutual aid requests. Focus is now shifting to restore improvement in average waits (Referral To Treatment), especially for Welsh patients. • Elective Recovery Fund (ERF) activity was slightly under for elective and day cases at 103.8% in April but overall ERF was achieved. • Outpatient waiting lists remain high but are starting to reduce in line with the impact of the comprehensive revalidation project; the recruitment of clinical fellows within neurology should also aid reduction of waiting lists. • All flow indicators remain within normal variation. Patient Initiated Follow Up (PIFU) continues to increase. Further work is being undertaken on Did Not Attends (DNA) especially within the area of pain. <p>Workforce</p> <ul style="list-style-type: none"> • Sickness reduced to 4.9% (target 4.75%) from 6.2% in the previous month. • Nursing turnover decreased slightly to 11.64% and vacancies are low. • Appraisal compliance was 82.53% and mandatory training compliance 84.79%, below the target of 85%; both continue to receive leadership focus. • Quarterly Pulse Survey noted overall positivity at 61.9% which is anticipated to increase next quarter <p>Finance</p> <ul style="list-style-type: none"> • The 2023/24 plan is a £4.1m surplus position. Month 1 is in line with plan; £0.35m surplus delivered against a £0.35m plan. The Quality Improvement Programme

		<p>(QIP) target for the month was delivered, however there was a lower proportion of recurrent QIP compared to a planned delivery of a 100% recurrent QIP.</p> <ul style="list-style-type: none"> • Better Payment Practice Code stands at 84% of invoices paid and 90% of value against target of 95%. • Capital spend in month is £0.3m in month. Full year is £4.8m – prioritisation reviews are underway due to an excess capital requirement of £1.5m <p><i>Other matters</i></p> <ul style="list-style-type: none"> • All digital programmes are progressing as planned. Stakeholder reviews are being undertaken to prioritise future focus and reporting against the digital sub-strategy. • Internal Audit report on Data Security & Protection Toolkit – all evidence has been uploaded and the report is awaited. There were 542 Freedom of Information requests in 2022/23 (returning to pre covid levels). The Trust has never breached FOI timescales. There were five externally reportable information governance incidents mainly due to human error. New post system Synertec should help to prevent this. The ICO is satisfied with the actions taken. • The Trust achieved re-accreditation of ISO 27001 (Information Security) • The first Occupational Health Annual report was received which included information on the uptake of services although there was only verbal assurance regarding the timeliness of services provided and no qualitative data. • The first Training & Development annual report was received and highlighted the various initiatives developed to support the workforce at all levels. The team have aided managers in increasing mandatory training and appraisal compliance. Focus going forward will include greater utilisation of the apprenticeship levy. • The Estates Q4 report noted good performance with regards to water safety testing and improvements in the laundry service. Further options appraisal papers are to be submitted to the Executive Team with regards to meal service for patients and the transportation of deceased patients contract. Updates were provided for key capital works in 2023/24 • Key Issues reports from five subgroups were received and noted; no alerts presented. Work on subgroup annual effectiveness reviews is on-going but none were received at the meeting. 		
4.	Advise	<ul style="list-style-type: none"> • The final iteration of the financial plan was presented. There was an increase in surplus from the previous submission, driven by changes such as increased CIP requirements and removal of excess inflation to be consistent with national assumptions. • Initial capital plan prepared by the Trust was £6.3m of which £4.8m would be funded during the year which means that capital requirement for 2023/24 is overcommitted by £1.5m. Re-prioritisation of capital projects is to be undertaken by the Executive Team to bring the capital plan into line with the ICS allocation which will consider the impact on quality and safety for patients and staff. Key projects include theatre air handling units (£2m) Ultamax Fluoroscopy (£1.1m) Pipework (£0.5m) Ponta system ITU (0.5m) 		
5.	Risks Identified	<ul style="list-style-type: none"> • Achievement of the financial plan due to the CIP levels and possible reduced activity arising from industrial action and delivery of mutual aid. 		
6.	Report Compiled	Su Rai Non-Executive Director	Minutes available from:	Corporate Secretary

Report Date: 4/5/2023		Report of: Business Performance Committee (BPC)
Date of last meeting: 25/04/23		Membership Numbers: 6 (Quorate)
1	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Integrated Performance Report • Information Strategy Closure Update • Follow Up Waiting List Update • QIP Annual Programme • Strategic PMO Quarterly Update • NHS Digital Maturity Assessment Update • Digital Transformation Monthly Update • Equality, Diversity and Inclusion Annual Report • Committee Effectiveness and Terms of Reference Review • Digital Strategy Group Terms of Reference • Information and Data Quality Assurance Group Effectiveness Review • Information Governance and Security Forum Effectiveness Review • Heating and Pipework Committee Effectiveness Review • 2023/24 Financial Plan Update
2	Alert	<ul style="list-style-type: none"> • The forthcoming nurses strike will impact operational performance; there is particular concern for the impact on ITU if there are no derogations.
3	Assurance	<p><i>Integrated Performance Report</i></p> <ul style="list-style-type: none"> • February's activity was strong, especially for elective & day cases and outpatients. • All cancer wait/treatment and diagnostic standards continue to be achieved • The number of long waiters (52+ weeks) continued to reduce (there are none 78+); a bigger focus is now shifting to restore improvement in average waits after Referral to Treatment. • Outpatient waiting lists remain high but are starting to reduce in line with the impact of the comprehensive revalidation project now being implemented; appointments not attended continues as a focused transformation project; the proportion moved to Patient Initiated Follow Up (PIFU) at 6.2% exceeded the end-year target of 5%, an exemplar within the Integrated Care System (ICS) and is expected to continue to increase. • Sickness reduced slightly to 6.2%. Vacancy levels remain very low (~2% overall). Appraisal compliance made a step-change increase to 84% and mandatory training compliance increased slightly; both continue to receive leadership focus and Committee agreed target of September to see both measures at target. • Subject to external audit and ICS review, the draft end-of-year Income and Expenditure outcome was a £4.6m surplus (£1.7m better than original plan). All

		<p>Cost Improvement Projects (CIP) delivered, albeit the proportion of recurrent at 67% was lower than the 83% planned.</p> <ul style="list-style-type: none"> • Cash balance at £47.7m exceeded plan and equates to 103 days of operational expenditure. • Full year capital spend at £10m achieved plan after a significant burst of spend in March. • Performance paying creditors on time (Better Payment Practice Code) continues to be well below plan, with continued focus aimed at improvement; a deep dive was made at the recent Audit Committee. <p><i>Other matters</i></p> <ul style="list-style-type: none"> • A closure review of the legacy Information Strategy demonstrated almost all objectives were achieved; of particular note is the Data Quality Index (DQMI) which at 99.4% is one of the highest in the NHS, and the accuracy of Clinical Coding which exceeds mandatory and advisory targets by a margin. • The results of the first phase of implementation of the Follow-Up Waiting List (FOWL) clinical review project show 30% reductions to the waiting list, albeit somewhat less than the pilot, and with some wide variation between consultants (partly because of differences in what's appropriate for different long-term conditions). The project will continue through 2023. • The initial 2023/24 CIP/Quality Improvement Plan shows that 25% of the full year target has been identified, with a healthy inventory of further candidate ideas which will now be evaluated. • The ED&I annual report was reviewed. The new Health Inequalities Committee will from now on take stewardship of this. • A digital maturity assessment, which has been peer reviewed with other trusts and by NHSE and McKinsey, was reviewed and passed for Board approval. • A refocused Digital Strategy Group was relaunched to oversee implementation of the Digital Sub-Strategy; the Terms of Reference (ToR) will be updated in line with comments made. • The annual effectiveness review of BPC indicates positive impact and a focus on continual improvement; an updated ToR is presented to Board for approval. • Annual effectiveness reviews of 3 sub-groups were reviewed and updated ToR's were approved. • Key Issues reports from 9 subgroups were received and noted; no alerts presented. 		
4.	Advise	<ul style="list-style-type: none"> • The 2023/24 ICS financial plan continues to adapt and develop. The latest update will be presented to closed Board. • The Strategic Project Management Office (SPMO) is now operational, overseeing priorities focused on transformation of elective patient pathways and outpatients, together with monitoring improvement projects arising from all sub-strategies. There are lots of ideas and positive energy evident. • An updated format of report for digital transformation was received. 		
5.	Risks Identified	It was recommended that Audit Committee review the thresholds of delegated financial authority in line with the proposals tabled at BPC last month aimed at improving the business case process.		
6.	Report Compiled	David Topliffe Non-Executive Director	Minutes available from:	Corporate Secretary

Trust Board Key Issues Report

Report Date: 16/03/23		Report of: Quality Committee
Date of last meeting: 16/03/23		Membership Numbers: 6 (Quorate)
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Integrated Performance Report and Joint Divisional Report • Quality Substrategy • Board Assurance Framework • Post-Industrial Action Update • Quality Account Priorities 2023/24 • Safeguarding Statutory Responsibilities Update Report • Draft Quality Committee Cycle of Business 2023/24 • CQC Insight Bi-Monthly Report
2.	Alert	<p>Sepsis: The Committee were alerted to potential gaps in the sepsis screening processes. The Senior Nurse Team and Infection Prevention and Control Committee are developing a plan to improve the position and an update will be provided at the next meeting.</p>
	Assurance	<p>Integrated Performance Report and Joint Divisional Report</p> <p>Complaints: Complaints have increased; greater focus on the learning from complaints is required with a view to embedding changes and preventing similar complaints arising. Complaints assurance remains a focus for the committee and will be discussed in detail at the April Committee meeting.</p> <p>Falls: There has been a recent increase in the number of falls being reported with low or no harm and 2 falls resulting in moderate harm in the last reporting period. Themes and trends continued to be monitored along with implementation of appropriate mitigating actions. The Root Cause Analysis of the falls that resulted in moderate harm is in train and will be reported back to the April committee</p> <p>Pressure Ulcers: Pressure Ulcers by occupied bed days have remained above average for over 6 months. Actual numbers remain small and there have been no category 3 or 4 pressure ulcers for 2 years. New clinical wound pathways are being introduced to standardise optimal wound management to reduce the occurrence of pressure ulcers.</p> <p>Infection Prevention: E.coli and MSSA have exceeded their trajectory for the year, with remaining reportable infections close to exceeding their trajectories. This remains a focus for the Committee</p>

Nursing Roles It is recognised that there is a need for clarity between a number of nursing roles, (nurse specialists, nurse consultants, corporate nursing and ward nurses). The clarity between corporate nursing and ward nursing is being prioritised to improve performance in Pressure Ulcers and Infection Prevention and Control. The Committee agreed to receive an update paper in May on progress along with the planned review of the Nurse Specialists and Nurse Consultant roles

Fundamentals of Care. It is recognised that further assurance in this area is required. The Deputy Chief Nurse is working with the Divisions to ensure that the monthly audits are systematically used to identify areas for improvements and that improvements are monitored through this mechanism.

Walton CARES review: The Outpatient Department rating reduced from gold to silver. Action plans are in place to monitor the implementation of recommendations arising from CARES assessments. The standards assessed were under review to ensure they remain fit for purpose and cover the care provided by the multidisciplinary team.

Quality Substrategy: The Committee noted the progress on the quality substrategy It was agreed that further work was required to ensure comprehensive engagement of clinical staff takes place. The committee requested a smaller number of high level ambitious goals to be agreed for each of the quality domains including equality

Board Assurance Framework (BAF) Report Q4 2022/23: The updated BAF risks linked to Quality Committee were reviewed and recommended for approval by the Board.

Strike Action: The Committee received a presentation and were assured that the Trust had prepared well for the strike, had effectively managed services with limited disruption to inpatients and their care and had reflected on the learning that had arisen post the industrial action.

Quality Account Priorities: The Committee welcomed the work in progress and were satisfied that there was a pathway in place to identify the final set of Quality Account Priorities prior to submission to Board and that the final version will include a number of infection prevention related priorities.

Safeguarding Report: Level 3 safeguarding adults training rates compliance was 40% against a target of 90%. No identified issues were identified regarding provision of training. The Committee requested a recovery plan to be established and monitored through the Divisional governance structures and reviewed by Quality Committee quarterly.

CQC Bi Monthly Insight Reports: Meetings continue to be held with the CQC link manager, routine monitoring meetings will recommence this month with Insight reports expected to recommence shortly which provide helpful benchmarking data.

Electronic Prescribing System: The new electronic prescribing system requires a significant change and major collaboration with LUHFT. The Trusts IT leads and divisions are engaged and further work is in train to ensure appropriate clinical engagement.

	Advise	Mutual aid has been agreed for Spinal patients from Robert Jones and Agnes Hunt Hospital (Oswestry). Operational discussions are in place to accept the patient referrals.		
2.	Risks Identified	A new risk relating to the clinical staff shortages within the IPC team would be added to the risk register.		
3.	Report Compiled by	Ray Walker – Non-Executive Director	Minutes available from:	Katharine Dowson – Corporate Secretary

Trust Board Key Issues Report

Report Date: 4/5/2023		Report of: Quality Committee
Date of last meeting: 20/04/23		Membership Numbers: 8 (Quorate)
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Integrated Performance Report and Joint Divisional Report • Quality Substrategy • Clinical Audit Progress Report • PLACE Report • NICE Guidance – Exceptions Update • Quarterly Pharmacy KPI Report • Pathology Quality Assurance Dashboard • Quality Committee Annual Effectiveness and Terms of Reference Review • Neurosurgery Risk, Governance and Quality Group Annual Effectiveness Review • CQUINS 2023/24
2.	Alert	<p>Possible Never Event – a serious incident has been recorded - discussions pending on whether this would be classified as a Never Event.</p> <p>Integrated Performance Report and Joint Divisional Report Infection Prevention and Control – there have been a number of healthcare-associated infections recorded and annual targets breached. Comprehensive integrated review taking place within Intensive Therapy Unit (ITU) and infection prevention and control measures form part of this review. Outcomes from this will then be rolled out to the wider ward areas where appropriate. Programme of ward decanting and deep cleans being planned.</p> <p>Patient Led Assessment of the Care Environment (PLACE) review – a number of issues identified however a lot of work has already been undertaken around the environment, patient food and cleaning standards since the audit took place in September 2022. The committee acknowledged that this report will be reviewed by BPC however any relevant quality related areas would also need to be reported to this committee. Mini PLACE assessment to be completed and reported to Committee in July 23 to seek assurance that improvements had been made.</p>
	Assurance	<p>Pathology Quality Assurance Dashboard – No serious incidents or Reporting of Injuries, Diseases and Dangerous Occurrences Regulations (RIDDOR) incidents recorded during the quarter. A third party Human Tissue Act inspection took place in March 23, positive feedback received with no recommendations issued.</p>

		<p>Clinical Audit Progress Report – Excellent progress continued to be made with only two outstanding projects that had passed the anticipated completion date. Clear rationale in place for these delays.</p> <p>National Institute for Health and Care Excellence (NICE) Guidance Exceptions Report – A focussed approach to clear a backlog of outstanding NICE compliance assessments begun in December 2021 and excellent progress continued to be made with only three outstanding assessments remaining (from 60). Agreed to reduce quarterly reporting to bi-annual.</p> <p>Pharmacy KPI Report – acceptable assurance against KPIs received</p> <p>Falls with moderate harm – two falls with moderate harm recorded since January 2023, root cause analysis reviews to be completed for both.</p>		
	Advise	<p>Pharmacy KPI Report – work is underway to understand the governance of pharmacy within the Trust by the new Chief Pharmacist, to include improvements to medicines optimisation and this may lead to a change in reporting going forward.</p> <p>Quality Substrategy – some minor amendments were requested and following completion of these the substrategy was endorsed for Board approval.</p> <p>Annual Effectiveness and Terms of Reference (ToR) Review for Quality Committee - Terms of reference reviewed and following completion of minor amendments were endorsed for Board approval.</p>		
2.	Risks Identified	No new risks were identified.		
3.	Report Compiled by	Ray Walker – Non-Executive Director	Minutes available from:	Katharine Dowson – Corporate Secretary

Trust Board Key Issues Report

Report Date: 18/05/2023		Report of: Quality Committee
Date of last meeting: 18/05/2023		Membership Numbers: 7 (Quorate)
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Integrated Performance Report and Joint Divisional Report • Infection Prevention and Control Q4 Report • Mortality and Morbidity Q4 Report • Clinical Audit Annual Report • Visibility and Walkabout Q4 Report • Trust Wide Risk Register • Safeguarding Statutory Responsibilities Q4 Report • Risk and Governance Q4 and Annual Report • Draft Quality Accounts 2022/23 • Patient Experience Q4 and Annual Report • Clinical Effectiveness and Services Group Annual Effectiveness and Terms of Reference Review • Quality Impact Assessments
2.	Alert	<p>Patient Experience Q4 and Annual Report Safeguarding alert raised by the adult safeguarding board regarding a discharge, this is being investigated and Quality Committee will be updated when completed.</p>
	Assurance	<p>Infection Prevention and Control Q4 Report An action plan and detailed approach was in place relating to issues identified on the Intensive Therapy Unit (ITU) and a review of previously identified actions was planned to ensure that they were fully embedded. A meeting had been held with Specialist Commissioners regarding action plans for C.Difficile and positive feedback received. The IPC Board Assurance Framework would be presented in June when fully updated.</p> <p>Clinical Audit Annual Report No significant issues were identified; extensive work noted to reduce the backlog of outstanding audits.</p> <p>Risk and Governance Q4 and Annual Report It was noted that the themes and trends of incidents recorded correlated with the themes and trends of complaints received.</p>

		<p>Patient Experience Q4 and Annual Report There had been an increase in the number of concerns recorded however the Patient Support Assistant had been resolving a number of issues locally and these were recorded as a concern. This work had in turn led to a reduction in the number of formal complaints recorded. The report would be redacted to remove appendices containing anonymised patient information prior to submission to Board.</p> <p>Mortality and Morbidity Q4 Report The number of deaths recorded had increased from 64 in 2021/22 to 112 in 2022/23 however it was recognised that the figure of 2021/22 had been impacted by low activity. Those recorded were mostly attributable to trauma and vascular cases.</p> <p>Integrated Performance Report The majority of indicators recorded on the IPR were within normal variation and high performing.</p>		
	Advise	<p>Risks The Committee scrutinised the risks scoring twelve or above within the remit of Quality Committee and were satisfied with the processes in place to manage the risks.</p> <p>Integrated Performance Report and Joint Divisional Report The Committee focussed on indicators with special cause variation and agreed that a review of the Ward Scorecard would be undertaken to provide more clarity and assurance in these areas. The indicators relating to Caton ward would be checked to ensure they are separated between the main ward and Caton Short Stay as they are managed as two different wards.</p> <p>Quality Accounts The Committee noted the report and agreed that the substance of the accounts was very good however they required a plain English proof read before submission to Board.</p> <p>Visibility and Walkabout Q4 Report A summary of the report would be presented to Council of Governors and further requests for Governor involvement would be made. It was agreed that future reports would include information regarding closure of any actions identified going forward.</p> <p>Clinical Effectiveness and Services Group Effectiveness Review and Terms of Reference The Committee approved the terms of reference for the Clinical Effectiveness and Services Group.</p>		
2.	Risks Identified	No new risks were identified.		
3.	Report Compiled by	Ray Walker – Non-Executive Director	Minutes available from:	Katharine Dowson – Corporate Secretary

Board of Directors' Key Issues Report

Report Date: 21/04/23		Report of: Audit Committee
Date of last meeting: 18/04/23		Membership Numbers: Quorate
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Internal Audit Progress Report • Internal Audit Recommendation Report • Internal Audit Charter • Internal Audit Plan 2023/24 • Data Quality Review Report 2022/23 • Sickness Absence Report 2022/23 • Head of Internal Audit Opinion Update • External Audit Plan Year ending 31 March 2023 • Counter Fraud Annual Report 2022/23 • Counter Fraud Annual Plan 2023/24 • Tender Waivers Q4 Report 2022/23 • Finance Compliance Report 2022/23 • Health Procurement Liverpool Progress Update • Annual Governance Statement • Annual Self-Assessment of Committee Effectiveness and Terms of Reference • CQC Assurance Report • External Visits Update Report • Compliance with FT Code of Governance
2.	Alert	<ul style="list-style-type: none"> • The Data Quality Review Report provided moderate assurance with two recommendations. The report noted the Trust had an adequate system of internal control in place, areas for improvement were identified around the recording systems for Pressure Ulcers (PU) and Health Care Acquired Infections (HCAI) and the Standard Operating Procedures (SOPs) for PU and HCAI. Several actions had been implemented in line with the recommendations and there would be follow-up exercises within twelve months to evaluate the progress made. • The Sickness Absence Report provided limited assurance with five recommendations. The report highlighted areas of good practice and areas for improvements and the committee was informed that the HR Team and line managers were working closely to ensure training reports were updated timely and other actions had been put in place to improve compliance. Follow up exercise would be undertaken during the year to demonstrate that actions agreed had been implemented.

	Assurance	<ul style="list-style-type: none"> • The Committee considered the Internal Audit Progress Report and noted that the following audits were underway since the meeting on 7 February 2023: <ul style="list-style-type: none"> ○ Health Procurement Liverpool (reporting stage) ○ Accounts Payable and Corporate Credit Card (Fieldwork) ○ Infection Prevention and Control (Fieldwork) • The Internal Audit Progress Report also informed that the following audits had been finalised since the last report: <ul style="list-style-type: none"> ○ Data Quality – Pressure Ulcers and Health Care Acquired Infections (Moderate Assurance) ○ Sickness Absence (Limited Assurance) • The Internal Audit Recommendation Report was received by the committee, and it was highlighted that the Trust had closed eight out of the twenty-eight recommendations made and continued to make positive progress against the implementation of the open recommendations. • The committee received and approved the 2023/24 Internal Audit Plan. • The Internal Audit Charter was received by the committee, and no concerns were raised. • The committee received a verbal update on the Head of Internal Audit Opinion 2022/23. The draft report would be submitted to the committee members ahead of the national submission scheduled 27 April. • The external auditors presented the External Audit Plan for the year ending 31 March 2023. There were no expected changes to the audit fees and there were no risks identified around the Trust’s arrangements to secure value for money. The risks were identified that required special audit considerations. • The committee approved the 2022/23 Counter Fraud Annual Report and received the 2023/24 Counter Fraud Annual Plan. • The 2022/23 Q4 Tender Waivers Report was received and noted by the committee. • The 2022/23 Financial Compliance Report was received by the committee and were noted the recovered debts and measures in place to recover aged debts. • The committee received the Health Procurement Liverpool Update and noted that an update would also be given at the Business Performance Committee (BPC). • The Draft Annual Governance Statement was received by the committee. The final draft will be received at the next meeting for final signoff in June. • The Care Quality Commission (CQC) Assurance report was presented to the committee, and it was highlighted that the Trust was compliant with all CQC regulations. • The committee received the 2022/23 External Visits Update Report which included any ongoing external visits and inspections since 2021/22 and the proposed changes for the management of external visits and inspections for 2023/24. • The 2023 Compliance with FT Code of Governance Report was received by the committee. 		
	Advise	<ul style="list-style-type: none"> • The Committee received the Annual Self-Assessment of Committee Effectiveness and the Committee Terms of Reference (ToR) and recommended the ToR for approval by the Trust Board. 		
2.	Risks Identified	None		
3.	Report Compiled by	Su Rai, Non-Executive Director	Minutes available from:	Corporate Secretary

Board of Directors' Key Issues Report

Report Date: 19/05/23		Report of: Audit Committee
Date of last meeting: 16/05/23		Membership Numbers: Quorate
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Head of Internal Audit Opinion 2022/23 • External Audit Progress Report 2022/23 • Draft Financial Accounts 2022/23 • Draft Annual Report 2022/23 • Principal Risks 2023/24 • NED Independence Annual Report 2023/24 • Fit and Proper Persons Annual Report and Policy 2023/24 • Information Governance Annual Report 2022/23 and Workplan 2023/24 • Cyber-Security Annual Report 2022/23 • Clinical Audit Annual Report 2022/23
2.	Alert	<ul style="list-style-type: none"> • None
	Assurance	<ul style="list-style-type: none"> • The Head of Internal Audit Opinion provided Substantial assurance that the Trust had a good system of internal control in place for 2022/23 which are designed to meet the Trust's objectives. • The Committee received the External Audit Progress Report, and no concerns were raised. • The Committee received the Draft Financial Accounts. The final version of the Financial Accounts would be presented to the Committee at the Extra-Ordinary meeting in June. • The Draft Annual Report was received by the Committee, and it was noted that the report would be audited by the external auditors and the final version would be submitted to NHSE by 30 June 2023 and laid before parliament. Minor amendments were requested by the Committee. • The Committee received the 2023/24 Principal Risks and updated Risk Appetite Statement for 2023/24. • The Fit and Proper Persons Annual Report was received by the Committee which highlighted no concerns. A new policy was approved which reflected the removal of the annual criminal convictions check for staff. • The Committee received the 2022/23 Information Governance Annual Report and the workplan for 2023/24. The Trust met the 95% target for the information governance e-learning and passed the mandatory assertion within the DSP toolkit. There had been an increase in the he Freedom of Information requests in 2022/23.

		<ul style="list-style-type: none"> The 2022/23 Clinical Audit Annual Report was received by the Committee, and it was noted that good progress had been achieved on the action plan. The Committee would conduct periodic deep dives on some clinical audits to better understand how the process worked. The Trust scored above the national target of 80% and 95% for case ascertainment (100%+) and data accreditation (96.3%) and was the third-best centre for increased survivors amongst other major trauma centres. The Committee received the 2022/23 Cyber-Security Annual Report, and it was highlighted that Cyber-Security Plan would be presented at the Audit Committee meeting in July following the release of the NHSE Cyber-Security Strategy 2023-2030 at the end of May 2023. 		
	Advise	<ul style="list-style-type: none"> The Committee received the Non-Executive Director's Independence Annual report, and one NED was not able to agree all qualifying. The Committee reviewed in detail the declaration and agreed that this NED was independent in approach and thinking despite links to other organisations and could continue to be considered independent. 		
2.	Risks Identified	None		
3.	Report Compiled by	Su Rai, Non-Executive Director	Minutes available from:	Corporate Secretary

Board of Directors' Key Issues Report

Report Date: 21/04/23		Report of: The Walton Centre Charity Committee Meeting
Date of meeting: 21/04/23		Membership Numbers: Quorate
1	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Finance Report as at 31 March 2023 • CCLA and Ruffer Quarterly Investment Reports • Fundraising Activity Report • Charity Risk Register • Cycle of Business 2023-24 • Home from Home Annual Report • Research Innovation and Medical Education Committee Annual Report • Staff Awards • Application - Proposed Project - "Differentiating Multiple Sclerosis and MOG Antibody Disease Using Quantitative MRI Measures" • Committee Effectiveness Review and Terms of Reference • Pipeline of Potential Projects • Fundraising Strategy Bi-annual Update • Draft Grant Making Policy • Reserves Policy • The Walton Centre Charity Committee – Governance Arrangements & Financial Instructions
2	Alert	<ul style="list-style-type: none"> • No issues were identified
3	Assurance	<ul style="list-style-type: none"> • The committee received the quarterly investment reports from CCLA and Ruffer. • The Head of Fundraising presented the Charity Risk Register, no changes to the risk ratings were identified, and no new risks were identified. • The committee received and approved the Draft Grant Making Policy subject to the alterations recommended. • The Walton Centre Charity Governance Arrangements and Financial Instructions were presented but have yet to be approved. These will be approved at the next committee meeting after the changes recommended in the revised Terms of Reference have been incorporated. • The committee received and noted the Cycle of Business for 2023/24. • The pipeline of potential projects was presented to the committee, and it was agreed that quarterly updates will be provided to the committee to inform on projects that could be progressed for funding. • The committee received the Research Innovation and Medical Education

		<p>Committee Annual Report, and it was noted that there were no allocations of charitable funds in the 2022/23 financial year due to the success of the Trust's researchers obtaining external funding.</p> <ul style="list-style-type: none"> • The Fundraising Activity Report was presented, outlining the activities for the next six months. It was highlighted that the proposal for a £28,883 development grant from the NHS Charities Together had been awarded. • The Fundraising Strategy Bi-annual Update was presented, and the committee noted the improvement in digital fundraising awareness since the appointment of the Digital Fundraising Manager. • The committee received the Home from Home Annual report and noted the recommendations outlined to help improve occupancy levels, support patients' families, and mitigate lost occupancy days. It was agreed that the committee would review The Relatives Accommodation Policy at a future committee. 		
4	Advise	<ul style="list-style-type: none"> • The committee received the Finance Report, which showed that the fund balances had reduced from £1,438k to £1,373k as at 31 March 2023. • The 2022/23 Walton Centre Charity Committee outturn position was received and showed a reduction of £64k in the fund balance as at 31 March 2023. The 2023/24 Walton Centre Charity Committee Plan was received and recommended to the Board for approval. Three committee members would be presenting at clinical senate on charitable funds and the importance of utilising these. The committee would receive quarterly reports on the top five unutilised funds. • The committee gave formal approval to an application from the NMO Research Fund (£2500) to support a collaborative study on "Differentiating Multiple Sclerosis and MOG Antibody Diseases Using Quantitative MRI Measures" between the Walton Centre and the Liverpool BRAIN Lab agreeing that would lead to the advancement of education and save lives. • The committee approved the application for funds to cover expenditures on the awards for the 2023 Staff Awards on the basis that ticket sales and sponsorships would cover most of the event cost. • The committee received the Committee Annual Effectiveness Review. The Terms of Reference (ToR) were not approved because they needed to reflect the changes proposed at the last committee meeting. The committee agreed it would approve the revised ToR at the next committee meeting, after which it would be recommended to the Board for approval. • The Reserves Policy including monitoring of the reserve levels, was presented to the committee. The committee agreed and approved that the timeline of figures used in calculating the fund reserves amount should be increased from twelve months to two years and the fund reserves be increased from £300k to £500k to cover expenditure for two years. • The committee received the Cash reserves policy outlining the charity cash balance in bank and recommendations for investment options based on available interest rates. The committee recommended for approval to the Board the deposit of the charity cash in the COIF Charities Deposit Fund with CCLA. 		
5	Risks Identified	<ul style="list-style-type: none"> • None 		
6	Report Compiled by	Su Rai Non-Executive Director	Minutes available from:	Corporate Secretary

RIME Committee Key Issues Report

Report Date: 27/03/23		Report of: Research, Innovation and Medical Education Committee
Date of last meeting: 21/03/23		Membership Numbers: Quorate
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • University Hospital Association Report • NIHR & UKRI Funding Applications Update Report • Strategic Partnership Spotlight Presentation – Innovation Agency North West Coast • Strategic Partnerships Update • Board Assurance Framework – Q4, 2022/23 • Research Study Finance Report • Research and Development Finance and Performance Update • MHRA Corrective and Preventative Action Plan Update Report • Key Issues Reports from sub-groups: Research Sponsorship and Governance Group, Medical Education Group and Innovation Group
2.	Alert	<p>Research Study Finance Report</p> <p>A report overviewing the Trust’s current position, gaps and actions being taken was presented to the Committee. Committee was informed that mechanisms for funding research were complex and had different requirements depending on whether the research was considered commercial or non-commercial. It was vital that the Trust had good research financial management to be able to deliver its research strategic objectives. Improvements were required to the current research financial management process so that the Neuroscience Research Centre could have an improved understanding of income to help inform strategic decisions.</p> <p>It was reported that there had been a steady decline in the Trust’s recruitment activity for commercial studies over the last seven years from 11 commercial studies and 76 patients recruited in 2016/17, to 4 commercial studies and 11 patients recruited in 2022/23. The Trust needed to increase its commercial activity as currently, it only represented 25% of the Neuroscience Research Centre’s portfolio. It was noted that 7 commercial studies were scheduled to open for the 2023/24 financial year however, due to the complexities in their delivery, recruitment targets were relatively low (1-5 patients). Without a larger commercial portfolio or a study that has a higher patient recruitment target, critical mass would not be able to be achieved.</p> <p>MHRA Corrective and Preventative Action Plan Update Report</p>

		<p>An overview of the progress of the outcomes from the Trust's Good Clinical Practice inspections held in 2010 and 2016 was presented to the Committee. It was noted that the Trust had demonstrated limited improvement in the Quality Management System (QMS) between the 2 inspections and that the inspector had noted several reoccurring deficiencies. The outcome of the inspection led to a restriction in the Trust's sponsoring capabilities as the QMS was insufficient for the Trust to discharge its Sponsor responsibilities of the Clinical Trials of Investigational Medicinal Product (CTIMPS)/Device trials regulations. This impacted Trust researchers fulfilling their ambitions as were required to seek sponsorship for interventional studies through the University of Liverpool and meant that research income would be diverted from the Trust.</p> <p>Although improvements had been made to the QMS between 2010 and 2016, there had not been a clear plan implemented to enable the Trust to have confidence that it was able to sponsor interventional trials again which is key to delivering the Trust's research ambitions. It was therefore recommended that a comprehensive plan detailing how the Trust was able to fulfil the strategic object of sponsoring interventional research should be produced and also consideration given as to whether it was appropriate and/or feasible to achieve external accreditation of the ISO9001 for QMS which would provide overarching assurance to internal and external stakeholders on quality standards.</p> <p>A proposal was made to have a fixed term Quality Manager within the Neuroscience Research Centre to support the delivery of the MHRA Corrective Action and quality audit action plan, and the ISO9001 accreditation to enable the Trust to be able to sponsor interventional trials and be commercially successful. A suggestion was also made to have a dedicated RIME Financial Manager as Research, Innovation and Medical Education all had the potential to generate income for the Trust but were nuanced. Both proposals were supported by Committee members in principle but acknowledged that the fixed term Quality Manager post would need to be progressed through an individual business case and engagement with the Executive Team and for discussions to be held with the Chief Finance Officer regarding a dedicated RIME Financial Manager.</p>
	<p>Assurance</p>	<p>Strategic Partnership Spotlight Presentation – Innovation Agency NWC</p> <p>The Innovation Agency North West Coast is one of 15 Academic Health Science Networks (AHSNs) nationally. They are funded by NHS England and the Office for Life Sciences to work across the North West Coast (Cheshire, Merseyside, Lancashire and South Cumbria) and also bring together a number of external funding sources to benefit the area.</p> <p>Their innovation pipeline focuses on national spread and adoption through collaboration. They also aim to develop cultures that promote equity and allow innovation to thrive through their Coaching Academy offer and stimulate economic growth and job creation in the health and life sciences sector.</p> <p>It was noted that the organisation was having to make significant financial savings due to a reduction in national funding in line with the public sector efficiency</p>

		<p>agenda.</p> <p>Although the Trust recognises the importance of spread and adoption and collaboration, fundamentally, as a centre of excellence, the focus is on organic, industry standard innovation in neuroscience and has therefore adopted the ISO industry standard through the I3 methodology with the IKE Institute as it does not exist within the NHS. The Walton Centre is the first NHS trust to adopt the standard. Committee was assured that the Trust had a strong infrastructure to progress its innovation agenda and that the current developments within the Academic Health Science Networks validated the approach taken.</p> <p>Board Assurance Framework – Q4 2022/23</p> <p>The Board Assurance Framework report for Q4, 2023/24 was presented to Committee with the key areas of note being:</p> <ul style="list-style-type: none"> Operational risks had been developed for Research and Development and Innovation. All have been included for information for this report however, only risks identified as having a risk score of 12 or above would remain on the BAF risks. The operational risks that have a score less than 12, would be managed by the function. The BAF risks for Medical Education (008), Research and Development (009) and Innovative Culture (010) had all been updated and would be taken forward for approval at the April 2023 Trust Board. It was noted that this would conclude the 2022/23 BAF and that meetings were being held with BAF risk leads in preparation for the 2023/24 BAF. <p>Key Issues Reports from Sub-groups</p> <p>Key Issue Reports from the Committee sub-groups reported that the Research and Governance Group and the Medical Education Group were working in line with their revised Terms of Reference and that the first meeting of the Innovation Group had been held on 01/03/23.</p>
	<p>Advise</p>	<p>University Hospital Association (UHA) Report</p> <p>In September 2022, the Trust was awarded UHA status. The achievement acknowledges how well the Trust was performing and appreciates the achievements and capacity within Research and Medical Education and is why trusts strive to achieve the status as a quality mark for their provision and have the ambition to retain the status.</p> <p>UHA status recognises and enhances the Trust's position as the only standalone Neuroscience centre of excellence in the NHS and its ongoing contribution to education, research, innovation and population health. It also provides the opportunity to realise the Trust's strategic ambitions in the areas of education, research, innovation, collaboration and leadership.</p> <p>Scoping work is in the process of being undertaken to gain a greater understanding to maximise the potential opportunities the UHA status provides and was being led by the Medical Education Development Manager. There was an opportunity for the Trust to have a Strategic Partnership with the University of Liverpool as the university had identified Neuroscience as a key area for development. Initial scoping of the investment had been undertaken by the Trust's Executive Team and was in the initial stages of developing a shared strategy with the University of</p>

		<p>Liverpool led by the RIME Clinical Director and The Chief People Officer.</p> <p>There was agreement that the status should be viewed as a challenge as well as an accolade and be utilised as a benchmark for work undertaken.</p> <p>It was noted that there was Executive representation on each of the UHA sub-groups and that some of the sub-groups had met whereas others were still to commence.</p>		
2.	Risks Identified	<ul style="list-style-type: none"> None 		
3.	Report Compiled by	Professor Paul May, Non-Executive Director and RIME Committee Chair	Minutes available from:	Corporate Secretary

Report to Quality Committee
18 May 2023

Report Title	Walkabout and Shadowing Report		
Executive Lead	Morag Olsen-Interim Chief Nurse		
Author (s)	Nicola Martin-Deputy Chief Nurse		
Action Required	To note		
Level of Assurance Provided			
<input type="checkbox"/> Acceptable assurance Systems of controls are suitably designed, with evidence of them being consistently applied and effective in practice	<input checked="" type="checkbox"/> Partial assurance Systems of controls are still maturing – evidence shows that further action is required to improve their effectiveness	<input type="checkbox"/> Low assurance Evidence indicates poor effectiveness of system of controls	
Key Messages			
<ul style="list-style-type: none"> Positive highlights from the walkabouts Clear recommendations noted in the report 			
Next Steps			
<ul style="list-style-type: none"> New walkabout Rota for 23/24 Deputy Chief Nurse to email each month the staff who are on the rota to carry out a visit and ensure timely feedback 			
Related Trust Strategic Ambitions and Themes		Impact	
Leadership		Quality	Workforce
			Not Applicable
Strategic Risks			
001 Quality Patient Care	004 Leadership Development	Choose an item.	
Equality Impact Assessment Completed			
Strategy <input type="checkbox"/>	Policy <input type="checkbox"/>	Service Change <input type="checkbox"/>	
Report Development			
Committee/ Group Name	Date	Lead Officer (name and title)	Brief Summary of issues raised and actions agreed
N/A			

Quality Committee Walkabout Report

Executive Summary

1. This report seeks to inform Quality Committee the visits that have taken place throughout Quarter Four, noting themes, trends, and actions taken to date to address concerns. The report also includes themes from the walkabout that requires trust-wide consideration.

Analysis

2. The main aim of the walkabout is to support staff and listen to any concerns raised and to speak with patients and families.
 - The Senior Nursing Team also attends the clinical areas on a monthly rota basis in addition to daily visits to;
 - support and advise staff on any specific current issues
 - They hold listening events with staff
 - The Chief Executive holds join Jan sessions
 - Spot check ward cleanliness, IPC practices, and staff compliance with the uniform policy
 - Support staff with their health and well-being or anything else that is required in real-time
 - The Executive Team carries out ward/department visits and discusses issues, concerns, and what the staff feels is going well or requires improvement. The Chief Executive presents the wards/departments with their Walton CARES certificate also.

3. Walkabouts undertaken in Quarter 4.

Feedback from the following walkabouts was received:

Jefferson Ward – Ray Walker and Sam Holman

Cairns Ward – Karen Heslop and Vicky Lightfoot

Dott ward – David Topliffe and Sarah Griffiths

Neurophysiology dept-Paul May, Jonathon Desmond and Julie McEnerney

4. Positive themes from the walkabouts

- The working hours of Jefferson and RANA has had a positive impact on staff who can only work specific hours due to childcare
- Areas were all clean, bright, spacious, and well organised
- Positive feedback from staff that they enjoy The Walton centre as a place to work, and proud of the care they deliver
- Daily huddle, staff feel well informed with this
- Matrons very visible
- Patient feedback positive

- Patient and family information was available re “Hub of Hope”, this was a signposting resource for Mental Health, financial, Abuse, advice services.

5. Actions were taken to address concerns

- A comprehensive communications course has been sourced externally for the staff in the Lipton ward to support them with the complexity of patient cohort and communicating with relatives. This has since been rolled out across the organisation due to such positive feedback.
- Health and Well-being hub now open
- Matron currently working with ISS lead to identify appropriate break room for ISS staff and ward teams

6. Themes from Walkabouts that need to be considered trust wide.

- Feedback regarding Housekeeper hours is not sufficient- Both divisions currently in process of completing business case.
- All areas noted the challenges that has been caused due to the Strikes
- Staff breakrooms- Review of office space undertaken
- Delays for Rehab and repatriation
- Lack of staff knowledge re pulse survey-NM to meet with JM
- Limited knowledge of initiatives on offer for health and wellbeing-NM to meet with JM
- Paperwork of PDR-Now amended
- Feedback from patients re quality of the food-Also reflected in PLACE Report-action plan currently being created
- Neurophysiology dept has a what we are proud of board in the staff room
- Lack of storage - Again noted in PLACE Report

Conclusion

7. The report provides an overview of walkabouts that have taken place during quarter 4. The walkabouts enable real-time feedback to be gathered and shared with the Ward Manager, to ensure that excellent quality standards are recognised, and resolutions identified, where necessary.
8. Concerns identified will be addressed by the ward manager, matron, and divisional Nurse team and trust-wide themes to be considered will be fed back to the relevant leads. Whilst there are some elements of further work required for staff, it is evident from observations of the care environment and patient and staff feedback that standards are positive, and this aligns with work undertaken as part of the CARES assessments.

Recommendation

The Committee is asked to note the report, feedback, and Recommendations from the report.

Author: Nicola Martin – Deputy Chief Nurse

Date: 9 May 23

Appendix 1 - Quality Feedback Walkabout 2023/24

	Area for Walkabout	NED	Manager	Governor	Confirmation
Cfwd from Dec 2022-23	Neuropsychology	Ray Walker	Jon Smith		16/05/23
Cfwd from Mar 2022-23	ITU / HDU	Su Rai	Caroline Finnegan		23/05/23 11:00
May 2023	Caton Short Stay & Caton Ward	Irene Afful	Sarah Griffiths		18/05/23
May 2023	Outpatients & Sid Watkins OPD	Ray Walker	Ben Davies		16/05/23
June 2023	ISS	Paul May	Steve Holland		15/06/23 13:00
June 2023	HR & Training + Development	Karen Helsop	Jen Duffy	Belinda Shaw	22/06/23 10:30
July 2023	Theatres	David Topliffe	Gerry McKay	John McClelland	25/07/23 10:30
July 2023	Therapies	Su Rai	Elaine Vaile	Belinda Shaw	25/07/23 11:00
August 2023	Patient Access Centre	Ray Walker	Rebekah Phillips		20/07/23 13:30
August 2023	Radiology	Irene Afful	Lisa Judge	Carol Hopwood	08/08/23 10:00
September 2023	Caton Short Stay & Caton Ward	Karen Helsop	Sarah Flynn		13/09/23 10:30
September 2023	ITU & HDU	David Topliffe	Jane Mullin		26/09/23 10:30
October 2023	Pathology Dept	Paul May	Lindsay Marsh		19/10/23 13:00
October 2023	SherringtonRANA & Neurology Div.	Su Rai	Sam Holman		24/10/23 11:00
November 2023	Estates & Facilities	Irene Afful	Emma Denby		15/11/23 10:00
November 2023	CRU & Home from Home	Ray Walker	Pippa Evans		16/11/23 13:30
December 2023	Well-being Hub & Finance Dept	Karen Heslop	Mike Duffy		05/12/23 10:30
December 2023	Dott & Cairns Ward	Paul May	Vicky Lightfoot		05/12/23 10:30
January 2024	Bed Managers & Lipton	Ray Walker	Cheryl Berry		18/01/24 13:30
January 2024	Research Dept	David Topliffe	Pat Roche		23/01/24 10:30
February 2024	Jefferson & N/S Divisional Mgrs	Irene Afful	Nicola Martin		15/02/24 13:00
February 2024	Theatres	Karen Helsop	Clare Moore		27/02/24 10:30
March 2024	OPD & SWD OPD	David Topliffe	Jen Duffy		26/03/24 10:30
March 2024	Chavasse Ward	Sue Rai	TBC		26/03/24 11:00

Report to Council of Governors
22nd June 2023

Report Title	Patient Experience Activity & Engagement Q4 and Annual Update		
Executive Lead	Interim Chief Nurse		
Author (s)	Lisa Judge, Head of Patient Experience		
Action Required	To note		
Level of Assurance Provided			
<input checked="" type="checkbox"/> Acceptable assurance Systems of controls are suitably designed, with evidence of them being consistently applied and effective in practice	<input type="checkbox"/> Partial assurance Systems of controls are still maturing – evidence shows that further action is required to improve their effectiveness	<input type="checkbox"/> Low assurance Evidence indicates poor effectiveness of system of controls	
Key Messages			
<ul style="list-style-type: none"> To provide an update on patient experience activity and engagement, including feedback from patients and families, volunteer services and engagement together with trends and learning. To note the increased number in complaints received in the 12-month period which is back to pre-covid numbers. To be assured that the Trust have robust process to include and engage with patients and families 			
Next Steps			
<ul style="list-style-type: none"> For the forthcoming year, we plan to develop further training and identify new ways to learn from the feedback provided from patients and families to improve involvement and engagement. 			
Related Trust Strategic Ambitions and Themes		Impact <i>(is there an impact arising from the report on any of the following?)</i>	
Leadership		Not Applicable	Not Applicable
Strategic Risks <i>(tick one from the drop down list; up to three can be highlighted)</i>			
001 Quality Patient Care	Choose an item.	Choose an item.	
Equality Impact Assessment Completed <i>(must accompany the following submissions)</i>			
Strategy <input type="checkbox"/>	Policy <input type="checkbox"/>	Service Change <input type="checkbox"/>	
Report Development <i>(full history of paper development to be included, on second page if required)</i>			
Committee/ Group Name	Date	Lead Officer (name and title)	Brief Summary of issues raised, and actions agreed

Patient Experience Activity & Engagement Q4 and Annual Update

Executive Summary

1. This combined report provides an overview of the activity, outcomes, trends, and actions for both Q4 and annually for 2022/23. The data included pertains to enquiries, concerns, complaints, Friends & Family Test (FFT), compliments and volunteers. Any concerns/complaints pertaining to the 9 protected characteristics are reported within this report, together with any action required. All cases under investigation relating to enquiries, concerns, complaints are discussed at a weekly meeting with both the Neurology and Neurosurgery Divisional Teams to determine progress and actions from closed complaints are monitored.
2. The SPC and themes charts for FFT and complaints/concerns.

Background and Analysis

3. FEEDBACK - Patients, Families & Carers – Our Compliments & testimonials 😊

In 2022/23, the Patient Experience Team (PET) received 337 compliments (55 of which were received in Q4) from patients, families and carers in relation to the care, treatment and service they have received from staff at the Trust in 2022/23. This is an increase compared to 211 in 2021/22 and reflects the high quality of care and treatment delivered to our patients.

All compliments received are shared with any staff involved via email, as well as line managers/senior team. Teams are encouraged to log compliments on Datix received via their departments or share with PET to log. Positive patient feedback is shared at the end of the daily safety huddle.

A small snapshot of testimonials and comments is included below:

'From that first consultation and the time you personally took to quickly arrange for my wife to spend some time on the Chavasse ward, everything and everyone we encountered at The Walton Centre gave us the distinct impression that at long last, my wife was safely in the hands of people who genuinely cared for my wife's wellbeing, which is not something I could say about certain members of your highly specialized profession. Actually, the phrase "thank you" barely starts to cover what Jean, myself and indeed all of my wife's close family would really like to say to everyone who has been, (and will continue to be for whatever time she is going to need it), a part of my wife's health, wellbeing and care team, but I suppose those two short words will have to suffice.'

'To each and every person on Lipton Ward. I just want to thank you from the bottom of my heart for looking after my husband the way you have, you have all been so friendly, kind and extremely caring towards us all, even when we have not deserved it. Each and every one of you go above and beyond when you don't have too, but you do no matter what. You have been there for me keeping me positive and turning this horrible time into a positive pleasant one. Honestly, you don't know how amazing you all are. Everyday you all have a smile on your face. You truly are angels to me and I will be eternally grateful to you all. Most hospitals do not have the compassion and care you all have, and no amount of training can give you that neither, it is something you all have within you'.

'I recently attended as an outpatient. I had been waiting months for an appointment. Eventually I met with Dr Matis who was very caring in his explanation of my condition etc. He took time and patience to explain things. My appointment was on time. I have also had cause to call his secretary again and she is also very professional taking time out of her busy day to go through something with me. The radiography staff were also excellent reassuring and caring even though they had new a machine to use and were learning the 'ins and outs'. It is far too often that the NHS get slated for their services so I thought I would just say a big thank you to all involved in my care'.

'To all the staff in theatre who cared for me so well and Jefferson ward. My experience was above and beyond what she expected. The theatre staff were so supportive, and I cannot thank you all enough as would not have got through this difficult time without you. You are all experts in your field'.

'I was admitted for 5 weeks to The Walton Centre and was 'very poorly' as had been diagnosed with an abscess on her spine, sepsis and pneumonia. I felt extremely ill. The care and treatment I have been given is more than incredible. I had a wonderful experience and thinks all the nursing and HCA staff are unbelievable, and nothing is too much trouble. During my time on Caton ward there was a friendly atmosphere and teamwork was apparent. I was so privileged to be in your care and have not come across a member of staff at Walton who does not greet you with a smile and will be forever grateful'.





4. HOME FROM HOME (HfH)

Our HfH relatives' accommodation is for family members who need accommodation following their loved-one's admission for emergency or urgent care or treatment. The accommodation is funded by TWC Charity and managed in line with the Relative's Accommodation Policy by PET, where a specific criterion needs to be adhered to with regards to who can use the facility and length of stay. We recognise that families are very diverse, and we always aim to be fully inclusive and careful consideration is given when allocating rooms.

Throughout 2022/23, our occupancy rate fluctuated between 15-60% but between Jan-March 23 visiting restrictions remained in place due to covid-19 when occupancy was low, and accommodation was used by staff during that time by request. Recommendations have been recently made and agreed by the Charity Committee to increase occupancy rates going forward and provide further opportunities for the families of our patients. These recommendations include opening up the accommodation when occupancy rates are low to families of long-term patients, of those reaching end of life, families of long-term patients in rehab and use of the rooms for staff under special circumstances.

Work is currently underway to review the current booking system as it has been identified that we could improve efficiency, data quality and manage occupancy rates more proficiently if the booking system were to be updated. The new criterion in line with the recommendations will be included in the Relatives Accommodation Policy, which is in progress.

The HfH Welcome Pack has been reviewed and includes a QR code which directs to the charity page of the website. In addition, all guests are now being provided with a Welcome Letter to outline criteria and expected length of stay.

Below is a snapshot of testimonials received from families.

'What a super facility, after emergency spinal surgery my husband will be fit to leave the hospital tomorrow and return to IOM. Thank you for the opportunity to stay with him during our hours of need. Thank you to all staff who work so hard to make a very stressful and difficult time a positive one'. *Isle of Man*

'Thank you so much to the staff and charity for letting us stay here, me, my sister and mum have come from the isle of man after my dad was in a serious accident. This place is great. We appreciate the cereal and the staff who have supported us are really nice'.

'I would like to give my heartfelt thanks to Jen and all of the team that make Home from Home very special. You have all been so supportive, friendly and welcoming. I felt as though I was being wrapped in an *adult comfort blanket*. Special thanks also to all the fundraisers and donors who have enabled this accommodation to exist for relatives in their time of need. This really is an amazing place'.

'My son is about to be discharged today and I want to thank everyone here at Home from Home. A place of calm and respite that allowed me to charge my batteries for the task of supporting and reassuring my boy. The journey is not over, but to know that when we come in here in the future, we will be cared for in the most extraordinarily wonderful way is so reassuring. Hope is everything and this environment has allowed me to cultivate mine. We will return to Porthmadog to heal, and we will wish you all well for all you do.' North Wales

'Thank you to the hospital for all your efforts to save my gorgeous boy (38) although the outcome was the worst that we could expect, we know you tried your best. We could not save my boy, but the care and attentions has been second to none and my family and I would like to thank you all for trying so much. Thank you for Home from Home, as it really was for such a long time for us when we needed it most'. **Shropshire**

'Thank you for allowing me to stay here with my dying husband. He has had a life-threatening injury and was airlifted from the IOM. I would not have been able to stay with him had it not been for Home from Home. A 5 star stay, beautiful boutique décor and super room. Thank you for saving me as well and for your support. I will be forever grateful'. Isle of Man

'Thank you so much for your hospitality and understanding to all the lovely people involved in Home from Home. A lovely peaceful environment and much appreciated during the toughest time in our life. You truly are a godsent to us as we have travelled from Cambridge to be with our son. You have helped alleviate all the stress and provide a place of comfort during our most difficult time'. Cambridge

Next steps:

PET and the Charity plan to work together to consider new promotional materials including reviewing how we can digitally capture feedback and sharing family stories and the policy will be reviewed to include new criterion.

5. ENGAGEMENT, INVOLVEMENT & INCLUSION

Listening and responding to our patients and families is of the most importance, examples of how PET engage with patients and families is listed below:

- **Patient Experience Group** - meet quarterly, and their purpose is to ensure the values are translated into behaviours in the way we treat our patients and families and the experiences they have when receiving care and treatment. The membership includes key staff including senior nurses, operational managers, communications team, patient experience team, equality & diversity lead, together with governors, external partners such as Neuro Alliance and Health watch representatives across the region. The group receive updates from divisions both operationally and nursing on progress of patient experience initiatives and Patient & Family Centred care (PFCC). As well as any divisional updates and initiatives.
- **Proactive Engagement** - PET proactively engage with families/clinical staff by being involved at the earliest opportunity at best interest and multi-disciplinary and best interest meetings during long admissions for rehabilitation or prior discharge.
- **Carers Passport** – this document was co-produced with the Cheshire & Mersey Patient Experience Group with carers for carers and was launched in the Trust in 2022 and re-launched in early 2023.

- **Inpatient Listening Events** - two events facilitated by Healthwatch Sefton in November 2022 and Healthwatch (HW) Liverpool in January 2023 were held. This involved speaking directly to patients, visitors, family members and staff. Any concerns or comments made on the day were addressed immediately by Head of Patient Experience (HPET) and Matrons and report to be presented at Patient Experience Group in May 2023. See section 6 for further details.
- **Support Groups** – The HPET attended Wirral & Cheshire & Mersey MND groups in January & March 2023, feedback was shared with Clinical Lead and Dep Divisional Nurse for Neurology. Further engagement at support group will be explored as part of the PFCC workplan.
- **AVM Focus Group** – The arteriovenous malformation (AVM) group was facilitated by the vascular team and was attended by both a member of staff from PET and a volunteer who both have lived-experience with this condition. They found the group to be most beneficial and the plan is to hold a formal annual meeting and set up a local support group for patients facilitated by Vascular Specialist Nurses. PET staff member will attend to support and engage with patients. One patient has been successfully recruited as a neuro buddy volunteer to support other patients across the Trust.
- **Neuroscience Programme Board** - patient representatives with long term conditions including Parkinson's Disease, Motor Neurone Disease and Muscular Sclerosis have been attending the NS Board virtually for the last 10 months. The representatives meet with HPET both prior to and following the meeting for support and work is underway to evaluate this process.
- **Well Led Focus Group** - held as part of the Trust's Well-Led review when a random sample of patients were invited to participate. Positive feedback was received from the patients and family members who took part in this process.
- **Partnership - C.H.A.T Project** is working with Liverpool college to develop a virtual reality software education tool aimed at young adults to increase awareness of the Consequence of Head Injury Acquired in Trauma. A young patient/volunteer with lived experience has been recruited to support with this project and identified an interested party to the project team to join to progress this work.
- **End of Life (EoL) Committee** - work continues in partnership with Liverpool University Hospital Foundation Trust (Aintree) to drive the EoL steering group and committee. Plans are in place to recruit a patient/family member to the EoL Committee. Work is underway with the Specialist Nurse for Organ Donation to progress this work.
- **Patient Safety Partners (PSPs)** – in line with the Patient Safety Incident Response Framework (PSIRF). We recently recruited our first Patient Safety Partner who is a lay representative and are currently in the process of recruiting to the other vacant posts(s) as two is the minimum requirement of Trusts.
- **Mersey Society for Deaf People (MSDP)** – engagement continues with the aim of improving the service we provide to the deaf community. Progress will be shared with Patient Experience Group/ Equality, Inclusion & Diversity Group and discussed with ED&I lead to take any suggestions forward. MSDP have been asked to make contact with PET to share their patient stories.
- **New Transgender, Non-binary Gender Fluid Awareness & Policy** - In 2022/23 three awareness sessions were held, including one for the Trust Board. Following the excellent feedback from all attendees and requests for further sessions, four further sessions are planned throughout 2023/24 when all staff and volunteers will be encouraged to attend.

A new patient policy has been co-produced following engagement with Genderspace UK to promote awareness of transgender and equality, diversity, and inclusion across the Trust.

- **Representation** – Members of the PET are active member of staff groups including, LGBTQ+ and Disability Group.
- **Patient Experience Training** – This training continues to be delivered as part of the Aspiring Ward Managers training programme. Following positive feedback plans are in place to include this training as part of the Building Rapport Programme.

Training sessions have also been delivered to admin staff in different departments across the Trust including Neurology Medical Secretaries and Therapies Team.

Following a request from Cheshire & Mersey Network, a bi-annual bespoke training package has been developed to be delivered across the network the first of which is in July 2023.

- **C&M Network Parenting Working Group** – work continues with this group to support, develop and educate the problems parents and children face after a brain injury. Work continued to review the resources provided to children and evaluate this by local focus group supported PET.
- **C&M Nursing competency framework** – work is underway to develop this framework for specialist rehabilitation nurses and this currently has 14 domains and now Patient Experience supporting with the developing a further family focused rehabilitation domain with specific statements to support the network strategy.
- **Radiology** – work underway to review how radiology can gain further feedback from their patients and families in line with their Quality Assurance Standards and we are exploring how they can engage in any local focus groups to gain feedback specific to their service.



6. LISTENING EVENT – Health Watch Liverpool

In January 2023, Health Watch Liverpool undertook an onsite listening event at the Trust for the first time since the start of the pandemic. A team of six spent a day across the trust speaking to patients, families and staff. The feedback received was mostly very positive, especially about the staff and the care and treatment patients received. The report from the listening event was presented to Patient Experience Group on 25/5/23 and received well.

In short, the Trust were awarded 4.8/5 stars, most feedback was very positive with nearly everyone stating they were well informed about their care and treatment. The report was received well from the group and any concerns had been addressed on the day following direct feedback from HW to HPET and any issues were discussed and actioned by the Matrons.

<p>Patients and visitors awarded The Walton Centre a high rating of 4.8 out of a possible 5 stars.</p> 	<p>Most of the feedback we received was very positive, especially about the staff and the care and treatment.</p> 
<p>Two thirds of people said staff had enough time for them or their relatives. Just under 25% felt staff did not have enough time.</p> 	<p>Nearly everyone we spoke to felt they had been given enough information about their care and treatment.</p> 
<p>Most people we spoke to said that the Covid pandemic had not impacted on their care and treatment at The Walton Centre.</p> 	<p>However, several people told us that delays in treatment as a result of the Covid pandemic had a negative effect on their quality of life.</p> 

Some feedback from the event is listed below:

"The staff are amazing, they can't do enough for you, so hard-working, they never stop but always have time for you if you need them. They do everything well, I've never been looked after so well, they say 'just call me' and they will come."

"Staff are excellent. Can't fault them at all. Going to relay back to (the hospital where I work) how good the staff are and the communication, really helpful, everyone all staff no matter what grade they are."

"Staff lovely and friendly and approachable."

"(About staff) it's like you're part of a family, not in an unprofessional way, but a lovely environment. I haven't met anyone I don't like."

A copy of the full report can be found in **Appendix 1**.

7. **HW feedback on Trust's Quality Account (QA)**

As the Trust's QA is shared with external partners at the Patient Experience Group. Healthwatch Liverpool were asked to review and provide their comments in which they congratulate the Trust on their achievements in 2022/23 and HW look forward to a continued positive relationship with the Trust over the year ahead. The full feedback is attached in **Appendix 2**.

8. **CQC NATIONAL INPATIENT SURVEY 2021/22** - The Trust is required to participate in an annual CQC National Inpatient Survey to allow benchmarking of the patients' experience with other NHS providers. The Trust were ranked 11th out of 134 Trusts national for overall positive patient experience, this is not comparable as the questions and data differed from the previous year but were ranked Better Than Expected which is an excellent result. A full report and action plan were presented to the Trust Board and previously to the Council of Governors.

In February/March 2023 those who were inpatients at trust were sent the CQC national survey 2022 to provide feedback on their experience. The results of this survey are due to be published by the CQC in October 2023.

9. **FRIENDS & FAMILY TEST (FFT)**



The Trust have a KPIs for FFT response rate for Inpatients of 30% and recommended rate of 90%.

For Outpatients, the internal rate usually sits around 5% with a recommended rate KPI of 90%. Results are report as part of the monthly Integrated Performance Report.

A monthly poster for each ward highlighting response and recommendation rates plus any positive and negative feedback for actioning. Positive feedback is shared at the daily safety huddle and the Divisional Nurse Directors undertake review of any negative comments with teams to consider if there are any current, themes trends, if these are new or known issues to inform future work plans and this is to be discussed at Ward Managers Risk & Governance Meetings.

In Q4, a trend noted in relation *food being not as hot as it should be* following discussions with ISS, actions were implemented to support with this and amend lunchtime menus. Comments continue to be monitored closely.

Next steps: A business case is progress by the Senior Nurse Team with a view to reviewing the way we capture FFT responses with the aim of receiving real time feedback with the latest analytics. This will provide patients with the option not only to provide feedback via post card as at present, but to respond via text, online or leave a voice message recording of their experience. This service can provide high level results at a glance by each area and a dashboard word cloud with the ability to dive deeper and view results specific to each area/department with comments report available from ward to board. Other local Trust who have procured the SMS text service have a noted an increased response rate across all areas.

See Appendix 3 for SPC charts.

10. PATIENT & FAMILY CENTRED CARE (PFCC)



The 6 steps of the Patient and Family Journey outlined above is to support the delivery of Patient & Family Centred Care was reviewed in February 2023 when new graphics were applied. A new PFCC workplan had been developed led by Deputy Chief Nurse, HPET and Matrons to drive the six steps and promote the use of the carer’s passport with a particular focus on CRU and Lipton ward.

In April 2023, the focus has been on reinstating family rooms on the wards which were used by staff when visiting was suspended during covid. This has been met by some challenges from staff, but we recognise the importance of restoring these areas on wards to support patients and families. Other plans include working groups to be developed to drive both inpatient and outpatient initiatives.

To support the first step **Why Us/Walton?** New volunteer profiles have been installed to promote this step together with the volunteer service.

In May 2023, a detailed presentation was shared with the Patient Experience Group which detailed:

- Background and reasons for implementation
- Observations
- Review of the six steps
- Key Drivers
- Our Model of Care
- How we will measure

Next steps:

The workplan for 2023/24 is monitored monthly by the Head of Patient Experience/ Deputy Chief Nurse/ Matrons and is also monitored by the Patient Experience Group and reported to Quality Committee via the Chair's report.

The Matron's newsletter focused on PFCC in May with a focus on reviewing family rooms on all wards and this exciting work continues.

11. VOLUNTEER SERVICE



Our volunteers are an invaluable and important part of the Trust and an integral part of the Patient Experience Team and support our patients, families, and staff. Volunteering is open to everyone over the age of 16, of any gender identity, culture, ethnicity, and all levels of ability. 34 volunteers are currently in roles across the Trust from all walks of life.

Volunteers play a vital role in delivering services to the NHS and this is particularly so at The Walton Centre. The Trust recognises the huge role that our volunteers have in supporting patients, enriching patient experience, and bringing communities together. We acknowledge that volunteer roles are essential to reduce the pressure on services and support staff. They are part of the hospital team that delivers an outstanding patient experience.

Annually our volunteers kindly donated >4,500 hours to our patients, families and staff.

New initiatives include:

The introduction of a Mobile Library Service. This includes books, magazines and puzzle/activity and mindfulness books such, as adult colouring for patients to take and use to promote relaxation and recovery.



Volunteer Innovations and Achievements:

- Reviewed information on website to promote the service.
- Developed volunteer profiles on display to encourage new volunteers and also support the Six Steps of the Walton Journey – Why Walton?
- Introduced Volunteer Pet Therapy Dog which has been very successful especially in CRU and Lipton ward for our patient's undergoing rehabilitation.
- Re-introduce Volunteer of the Month, presented by the Trust's Chairman.
- Volunteers took part in Visual Impairment Training facilitated by a local charity DAISY.
- Reward and recognition – our volunteers each were given a gift as a token of appreciation from the Team & Trust.
- Networking with NHS England who offer guidance to support the growth and develop volunteering in the NHS and local Trusts.
- Participation in the Trust's workplace Safari, offering volunteering opportunities to students from various schools across Liverpool.
- Expanded the Sweets & Treats Trolley to Sid Watkins Building, to CRU and staff boosting sales.
- Volunteer work with a member of the Philharmonic Orchestra to chaperone when delivering 'music therapy' to our patients on CRU.
- Review opportunities for ED&I training such as Transgender awareness.
- Nominate for external recognition including Room to Rewards and Point of Light awards.

The Reader is a national charity who have partnered with us to train volunteers to bring people together and books and poems to life. Everyone experiences text in their own way but sharing and discussing this can help share thoughts and memories. We have 1 volunteer currently trained to read to and with patients and our Volunteer Manager is currently undergoing training, together with 2 further volunteers. This will enable us to expand our service as currently this is limited to just CRU.

DAISY Charity - Visual Awareness Training - Two sessions have been delivered to our volunteers by the Daisy Charity free of charge by a gentleman with lived experience of losing his sight. The volunteers provided positive feedback on this training and reported that this has provided them with more skills to undertake their roles.

National Volunteers Week 1-5 June 2023

To celebrate Volunteer's week 1-7 June 2023, the Volunteer Manager developed an Appreciation Station in order for staff to leave comments for our valued volunteers. We kicked off the weekly celebrations with an Afternoon Tea courtesy of ISS and PET, when all volunteers received a Thank You certificate from the CEO and a small gift from the Volunteer Manager as token of our appreciation.

Below are a few photographs of the celebrations.



Marj Price received an external award 'Room for Reward' after a nomination by the Volunteer Manager.

Marj was delighted to receive a two night break for two people at a hotel of her choice for the dedication, commitment, support and kindness she has shown to both staff and patients over the last 7 years. Well done Marj.

As part of the week, some of our Execs and Non-execs took to the floor to support a shift with our volunteers. You will note below, Irene Afful joined John Barr meeting & greeting patients and Ray Walker joined our ladies on the Sweets & Treats trolley.



Our executives also supported volunteer week by working alongside volunteers in their roles, and experiencing their invaluable support.



Next Steps:

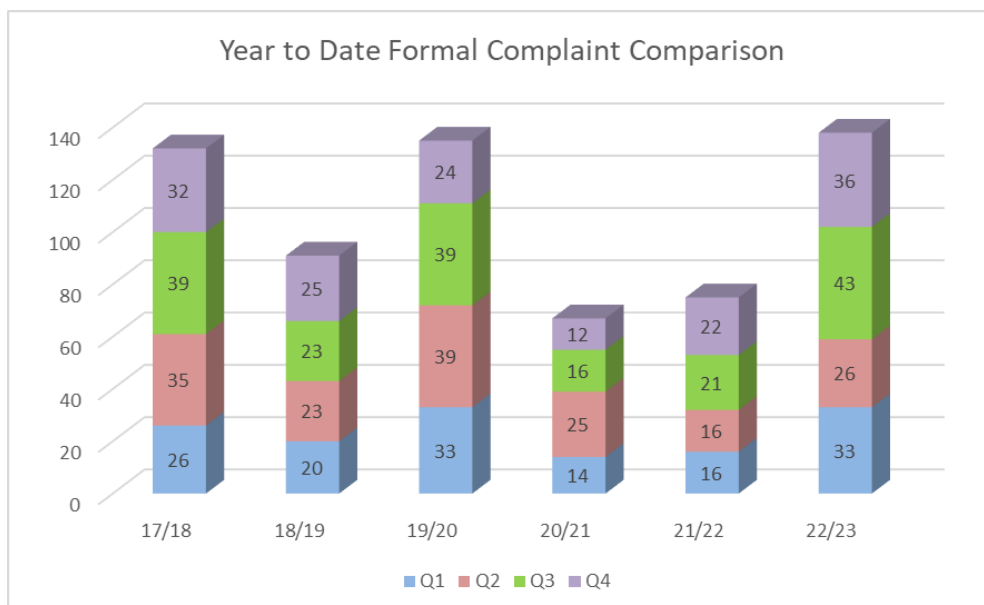
- Link with new Trust ED&I lead to see how best we can support our volunteers going forward.
- Plans to raise the profile of volunteers internal and external through social media, Neuromatters, the Trust’s Safari Workshop, Edge Hill University, and other external agencies.
- Develop new roles in line with meet the Trust’s requirements.
- Recruitment drive via NHS jobs

12. **PATIENT & FAMILY STORIES** are presented to the Trust Board monthly, and these include stories from patients, family members and staff. Stories are delivered in person, via MS teams from different service lines and throughout the year have included stories from families of a patient following organ donation and how staff went above and beyond. Experiences have included the relative of a patient with a Learning Disability shared their positive aspects of the experience at the Walton Centre together with the general challenges that come with caring for a loved-one with a LD. Other stories have included first-hand lived experience from a patient who underwent a thrombectomy following transfer as an emergency and the impact that our volunteer who provides pet therapy has on our patients and families.

13. **COMPLAINTS**

In 2022/23 and current year to date, all complaints received were acknowledged within 3 working days in line with Trust KPIs.

14. The numbers of formal complaints received in 2023/24 have increased and reached pre-covid levels as indicated in chart below.



15. It had been identified that communication and appointment arrangements had been a long-standing trend in subjects of complaints and concerns, which was also reflected in Q2 and Q3. PET acted and undertook a piece of work to review categories, subjects, and sub subjects within the complaints model of Datix. This was to ensure that concerns received were categorised accurately to provide meaningful data to drill down to areas and drive improvements.

16. The aim of the review was to deep dive into the subjects/categories for concerns/complaints, for example, it was noted that under the subject Appointment Arrangements, all concerns pertaining to an appointment i.e., *patient unhappy with the outcome of an appointment or delay during appointment* were recorded within this category which was not entirely accurate. The work entailed looking back at all the sub-subjects of concerns/complaints for the previous year and rebuilding the form with new categories, subjects, and sub subjects. This work was complete at the end of Q3 and agreed with the Divisional Management Teams and Deputy Chief Nurse. This went live on the system from Q4 2023/24 with the aim to review and amend any technical hitches prior to the next financial year. This will permit collation of the recording of complaints/concerns to be more appropriate and in detail. The data extrapolated will include new speciality groups for e.g., epilepsy and includes a multiple-choice option to map to staff groups to highlight areas or staff groups of concern.

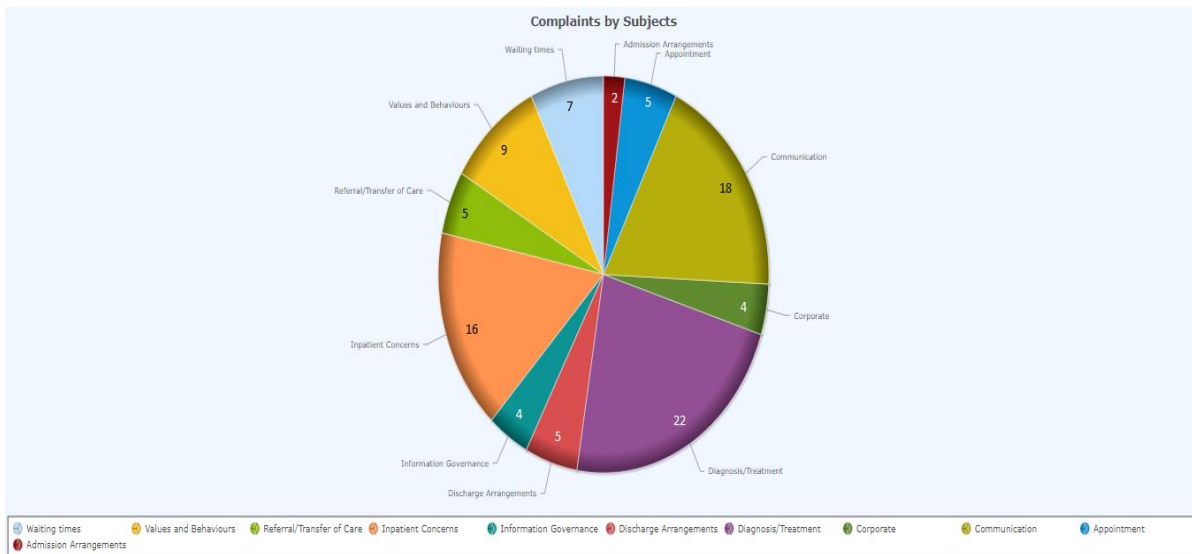
17. Complaints Data

The table below outlines how many complaints were received in each quarter by divisions.

Number of new complaints received	Q1 22/23	Q2 22/23	Q3 22/23	Q4 22/23
Overall	33	26	43	36
Neurology	10	10	21	14
Neurosurgery	20	11	19	12
Cross divisional	0	4	2	5
Corporate	3	1	1	5

18. Annually **138 new complaints were received**, in terms of the divisional split of complaints; Neurology 55, Neurosurgery 62, 11 cross divisional complaints and 10 corporate complaints.

19. **Complaint Themes by subject** for Q4 are detailed below, as detailed in section 15/16 due to the subject review these are not comparable to the previous quarters.



As detailed above the top three themes can be broken down further as follows:

Diagnosis & Treatment – Patient disagreement with diagnosis, Patient disagreement with treatment plan and Misdiagnosis.

Communication – Conflicting clinical information, Failure to communicate service change and Lack of continued support.

Inpatient concerns – Delay in receiving medication, Lack of medical update to patient, Patient concerns not escalated and Quality of care poor.

Due to the change in subjects (themes) from the beginning of Q4, we are unable to make direct comparison against previous quarters.

20. **Complaint outcomes**

Of the 138 complaints received in 2022/23, at the time of completing this report 133 have since been closed, 38 were upheld meaning some actions/learning was identified, 33 partially upheld, meaning only a proportion of the complaint required action and 62 not upheld, which meant that no action or learning was required. Examples of actions and learning can be seen in section 22.

21. Annually 38 complaints were upheld: 17 neurology and 16 neurosurgery, plus 3 cross divisional and 2 corporate.

22. Annually, 162 complaints were closed (including new and re-opened cases).

23. In terms of complaints and concerns received pertaining to any of the 9 protected characteristics, in Q4, 0 complaints, 2 concerns raised regarding patient’s stating they were discriminated against because of their gender and disability. These were not upheld following review and investigation.

Annually, 3 complaints and 6 concerns were raised regarding patient’s feeling they were discriminated against either as a result of either their race, disability, or gender.

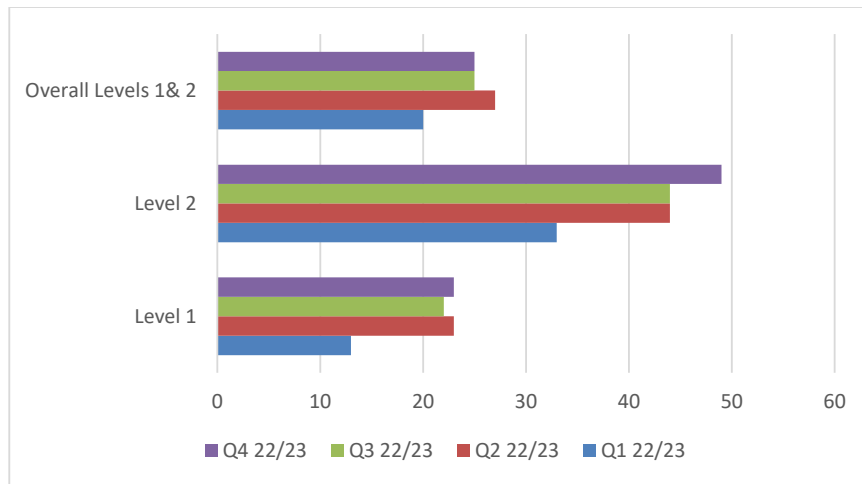
Of the 3, 1 complaint was upheld in relation gender and actions/learning include:

- Alert to all medical staff of the implications of the Gender Recognition Act 2004.
- Implementation of a patient specific transgender policy
- Transgender awareness sessions delivered for staff

24. Complaint Response Times

Complaints are triaged and graded upon receipt as Level 1 (response target 25 working days), Level 2 (response target 45 working days) or Level 3 (response target 65 working days), this is in line with the policy and the level of investigation required.

Despite the increase in complaints, the annual current overall response times for written responses was 27 days. Broken down this was, 25 working days for Level 1, 44 working days for Level 2, 58 working days for Level 3 which indicate that all were within the KPIs. A breakdown per quarter is demonstrated in the charts below.



Average Response working days	Q1 22/23	Q2 22/23	Q3 22/23	Q4 22/23
Overall Levels 1 & 2	28	28	28	25
Level 1	25	25	26	23
Level 2	38	42	44	49

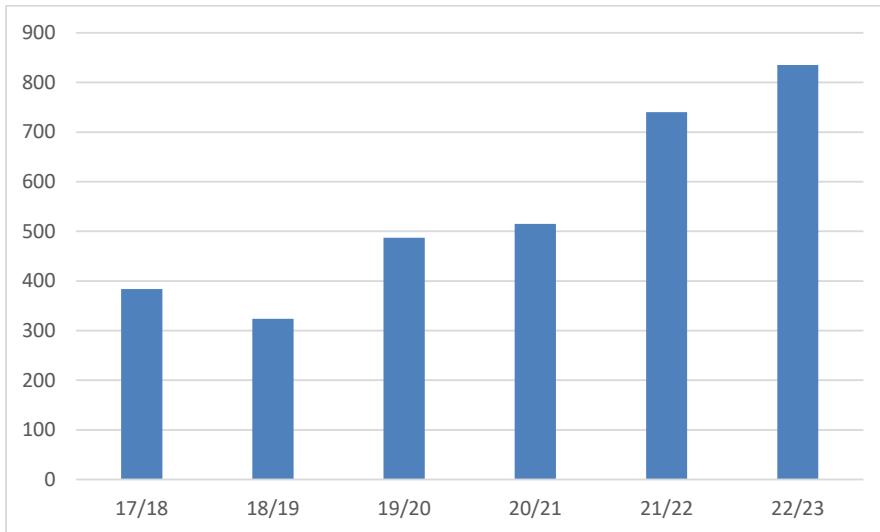
25. Examples of High-level actions from each quarter

Lessons Learnt (division)	Action	Outcome
Q1 Transgender awareness (NL/Cor) Patient's transgender status shared without their express consent.	<ul style="list-style-type: none"> • Alert to all medical staff from Medical Director to refresh clinicians' knowledge of the implications of the Gender Recognition Act 2004. • Transgender awareness training to be offered to all staff with ongoing sessions planned. • New Transgender, non-binary policy implemented. 	Lessons learn embedded and Awareness session held with Trust Board in May and plans for 4 sessions for 2023/24 for all staff
Q2 Improved Communication (Cor/NL)	<ul style="list-style-type: none"> • Improved internal processes introduced for records management and introduction of spot check audits. • Medical staff reminded of timely incident reporting. 	No recurrence of subject of complaint and shared within division.

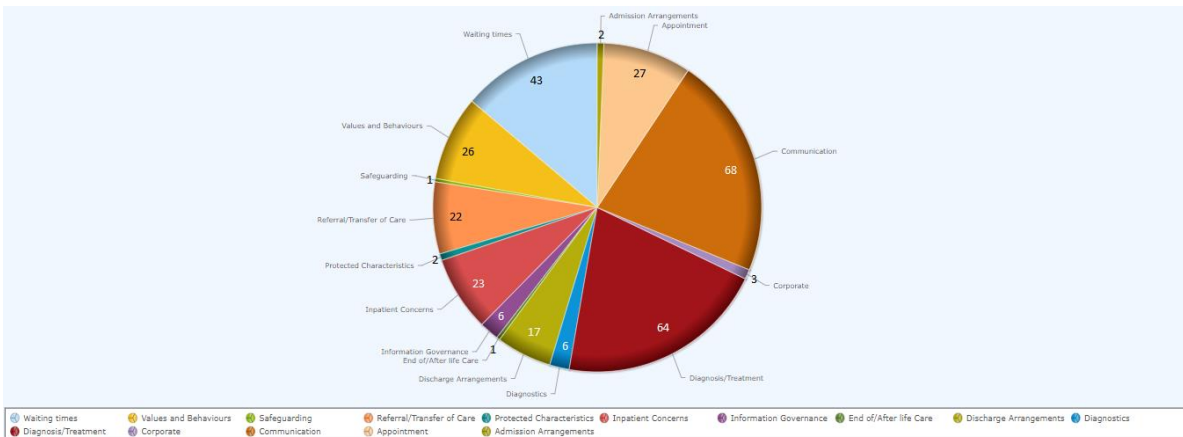
<p>Q3 Communication (NL) trend noted in relation to breakdowns/shortfalls identified within secretariat.</p>	<ul style="list-style-type: none"> • Learning addressed with team at monthly meeting. • PET/Engagement Manager developed bespoke training session to include how to deal with difficult calls and situations, based on real scenarios. Training held with admin staff via MS Teams March 2022. • Face to face training sessions held with Aspiring Ward Managers as part of the Building Rapport programme. 	<p>Training received well by Neurology Admin staff.</p> <p>Positive feedback received from Aspiring Ward Managers and this training will form part of the course going forward.</p>
<p>Q4 Headache service (NL) Process required to ensure patient receive appropriate and timely clinical review prior to extending medication prescriptions.</p>	<ul style="list-style-type: none"> • Booking process reviewed to ensure robust process in place • Headache co-ordinator appointed following business case 	<p>Vacancy currently out for recruitment.</p>

26. CONCERNS

835 concerns were received in 2022/23, with 200 received in Q4. All concerns are received via PET and triaged then reviewed with the divisional teams on a weekly basis to ensure timely responses. The chart below outlines the increase in activity year on year.



Key Themes for concerns Q4



As detailed above the top three themes can be broken down as follows:

Communication – Patients unable to contact department by telephone (no trend in department or individual), Lack of continued support, Clinical information not clear and Failure to communicate waiting time.

Diagnosis & Treatment – Urgent review requested, Delay in medication (homecare) and Disagreement with treatment plan.

Waiting Times for – New appointment, Follow up appointment and Admission date.

27. ENQUIRIES

In addition to complaints and concerns, 398 enquires were received in 2022/23, compared to 307 in 2021/22 and 262 in 2020/21. Themes include:

Enquiries regarding Home from Home facilities, current waiting times, how to gain access to medical records and travel enquiries.

28. COMPLAINTS SUMMARY

In 2022/23, 162 complaints were closed (including new and re-opened cases), 816 concerns and 398 enquiries were resolved demonstrating a highly performing complaints management process, meeting KPIs despite an increase in the complaints received.

Increases in the number of concerns and enquiries demonstrate resolution at the earliest opportunity before escalating to a complaint. Concerns and enquiries differ in nature as an enquiry is raised, often to request information from a neutral position whereas a concern is often raised following a negative experience. Divisions continue to embed actions and are monitoring trends and themes. All lessons learnt are discussed at Divisional Risk & Governance Meetings.

Conclusion

Providing a positive patient and family experience, treatment and support is an essential part of healthcare together with clinical effectiveness and safety. At The Walton Centre we recognise the importance of receiving and responding to the feedback received from patients, families and carers and actively seek to be a learning organisation which is underpinned by quality and improvement.

Throughout 2022/23, The Patient Experience Team have continued to develop their services for patients and families, and this includes the improvements made in how complaints are captured on Datix providing richer data. The recent improvements made to the Complaints Datix module, and the review of subjects and categories used to record concerns/complaints, will mean direct comparisons to previous data will not be possible but more meaningful data will be captured going forward.

Although complaints and concerns activity has increased, the Trust has robust complaints and claims management processes in place to ensure that all received are triaged and investigated appropriately in line with the Trust policy. This is demonstrated in the timeliness of complaint responses in line with current targets.

In addition, improvements in the claims management process and reviewed training for staff has proved beneficial and this will continue into 2023/24 with education sessions planned.

The Trust was once again rated one of the Best Trusts in England for the CQC National Adult Inpatient Survey and were ranked Better than Expected being 11th out of 134 Trusts for overall

positive patient experience. This shows that the Trust put listening into action and help drive service improvement from the feedback from patients and families.

Finally, the team were proud to be finalist in the Patient Experience National Awards for the implementation of the Patient Support Assistant Project which was initiated after being awarded external funding. This resulted into the introduction of many initiatives to improve patient experience as a result. Two team members received Employee of the Month within the 12 months period; The Claims Manager received a well-deserved accolade of Employee of the Month for the expertise and support provided to staff, especially during a high-level case and the Patient Experience Engagement Manager was awarded for her commitment to patient and family centred care. In addition, another team member was awarded the Above and Beyond for Patient Experience in the Trust's Annual awards.

For 2023/24 we plan to lead the way in developing further the training and support for staff at the Trust and at the Cheshire & Merseyside Network to identify new ways to learn from the feedback we are given and improve engagement, involvement and inclusion.

Recommendation

The Council of Governors are asked:

- To note the contents of the report
- Be assured that The Walton Centre actively engages with patients, families and carers.

Author: Lisa Judge
Date: 9 June 2023

- Appendix 1 – Healthwatch Listening Event Report**
- Appendix 2 - Healthwatch Liverpool Quality Account Feedback**
- Appendix 3 - SPC Friends & Family Test**

Appendix 1



Listening event at The Walton Centre, 12/01/23



Introduction

On 12 January 2023 members of staff from Healthwatch Liverpool visited The Walton Centre to carry out a 'listening event'. We talked to patients, relatives and visitors on wards and in outpatient departments to find out what they think works well, and what could be improved.

We used a survey so that we asked everyone the same questions. Some people in outpatient clinics were called into their appointments while we were speaking to them, so they could not completely finish the questions.

We talked to 32 people in total; 24 patients, 7 relatives/visitors, and one befriender. We spoke with 6 people each on Caton and Dott wards, 4 people each on Cairns and Complex Rehab wards, and 1 person on Lipton ward. We talked to 11 people attending various outpatient clinics including the brain injury, pain management, and X-Ray clinics. People we spoke to came from Liverpool and the other Merseyside and Cheshire areas, Wales and the Isle of Man.

At the end of our visit we spoke to Patient Experience Team staff at The Walton Centre and gave them some feedback about what people had told us during our visit; we have since been pleased to learn that this feedback was acted on quickly.

Our thanks to all the patients and relatives for their time and openness in speaking to us, and to the Walton Centre's Patient Experience Team for their support in organising this event.

What people told us

Patients and visitors awarded The Walton Centre a high rating of 4.8 out of a possible 5 stars.



Most of the feedback we received was very positive, especially about the staff and the care and treatment.



Two thirds of people said staff had enough time for them or their relatives. Just under 25% felt staff did not have enough time.



Nearly everyone we spoke to felt they had been given enough information about their care and treatment.



Most people we spoke to said that the Covid pandemic had not impacted on their care and treatment at The Walton Centre.



However, several people told us that delays in treatment as a result of the Covid pandemic had a negative effect on their quality of life.



Our questions

We asked: What do you think is good about the Walton Centre?

The **staff and staff attitude** were mentioned most, by 21 people. Comments included:

“The staff are amazing, they can't do enough for you, so hard-working, they never stop but always have time for you if you need them. They do everything well, I've never been looked after so well, they say 'just call me' and they will come.”

“Staff are excellent. Can't fault them at all. Going to relay back to (the hospital where I work) how good the staff are and the communication, really helpful, everyone all staff no matter what grade they are.”

“Staff lovely and friendly and approachable.”

“(About staff) it's like you're part of a family, not in an unprofessional way, but a lovely environment. I haven't met anyone I don't like.”

The second most-mentioned topic was the **care and treatment** people received, mentioned by 16 people. Comments included:

“The care here is amazing considering how understaffed they are and with the strikes, they are amazing.”

“The care, everyone is doing their best to look after you, from the cleaners to the surgeons, I can't fault them.”

“The doctors and other people look after you top notch, it's spot on.

They look after you with the socks as well (anti-slip to prevent falls).”

“We've been coming here for 10 years, they're really good, knowledgeable, specialised. I can always speak to someone, call them, you get appointments and get to speak to staff quite easily.”

Three people mentioned the **food**, including:

“The food - there's a good selection, and we're offered food regularly.”

Two people each mentioned that it was **clean, accessible**, and that the **parking** had been good. Other topics mentioned by two people each were receiving **good/ clear information**, and **not having to wait long for an appointment/ treatment**.

There were many positive individual comments about a variety of topics, including the **building and its environment**, the **equipment for patients**, being **provided with anti-slip socks**, and the **provision of interpreters**.

We asked: Is there anything you think could be improved?

10 people said there was **nothing** that could be improved.

Five felt that **more staff were needed**:

“More staff, like everywhere else. The staff that are here are very nice and work very hard with the limited resources they have got”.

One person commented on the use of agency staff:

“More focus on NHS staff, less focus on agency staff, because the agency staff aren't very good”.

3 people mentioned that **staff should get better pay**:

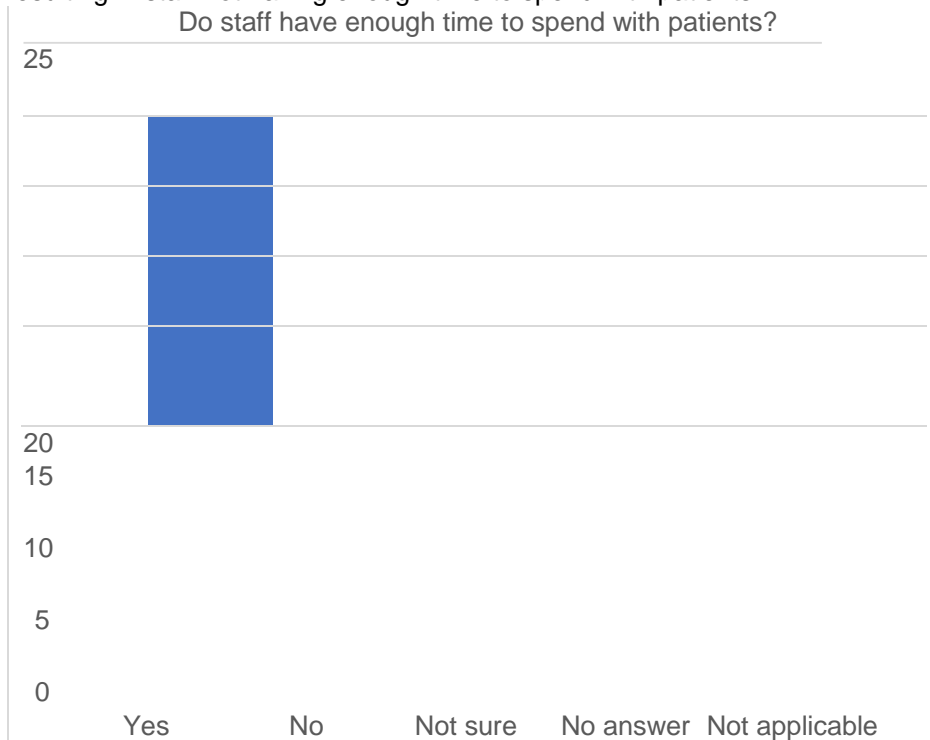
“just staff need to be paid more”.

Other possible improvements that were mentioned included **car parking**, mentioned by 3 people. **Noise on the ward** was mentioned by 2 people. One person who mentioned noise on the ward told us they had become aware that ear plugs were provided by the hospital after a few days on the ward. The other patient who gave feedback about noise did not mention earplugs.

Individual comments about possible improvements included providing **more personalised care**, improving **staff knowledge about rehabilitation**, provide **more equipment** and **improve the choice of food**.

We asked: Do you feel that staff have enough time to spend with you and other patients?

Most people we spoke to said they felt that staff did have enough time to spend with them, although they felt that staff were busy. However, 7 people felt that there was not enough staff, resulting in staff not having enough time to spend with patients:



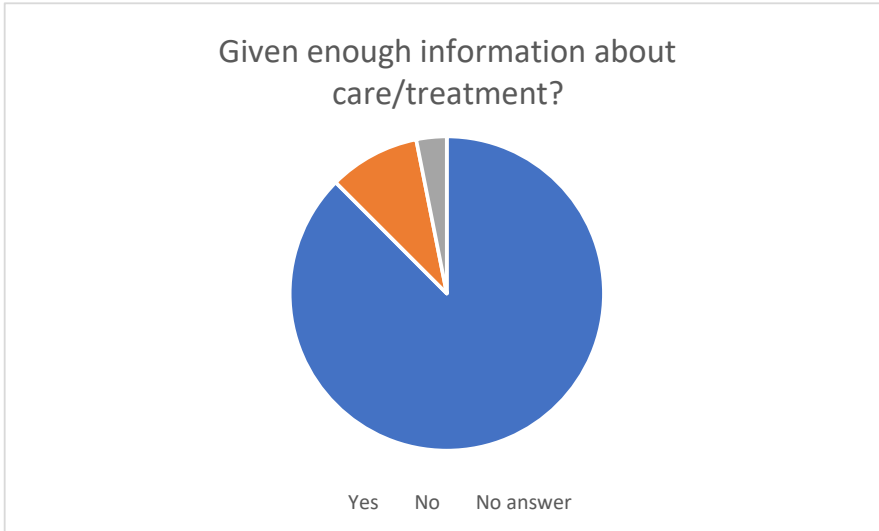
Comments included:

- “I feel that staff are very busy but have enough time to spend with me.”
- “I normally see the consultant and have just started seeing the physio nurse. They always have time for you, I never feel rushed here.”
- “It can be quiet of a night, but it's been okay here for me. I had a catheter fitted last night, and that was fine, but if another patient took ill I'm not sure the nurses would have been able to do that. But the nurses are fantastic.”
- “The staff are on demand and are always rushed everywhere. There is only one person doing breakfast for lots of patients, and one lady walking around doing medication. It takes them ages to do everything due to being understaffed. There should be 2/3 staff doing one person's workload.”
- “Because the hospital is understaffed, holistic care falls by the wayside.”

We asked: Have you been given enough information about your care and treatment by the hospital?

Nearly everyone we spoke to (28 people) felt that they had been given enough information by the hospital; 3 people felt that they hadn't been given enough information. 2 people said that they did not want information at that time:

- “They explain enough. Ignorance is bliss for me, but my wife likes to know everything. She'll share with me what I can deal with”.



Other comments included:

“Ten out of ten - I've been very well informed.”

“Feel confident about treatment options and care and feel well informed about the next steps.”

“(I) did have to ask for further information but this was provided.”

We asked: Are you able to manage your own medication whilst in hospital?

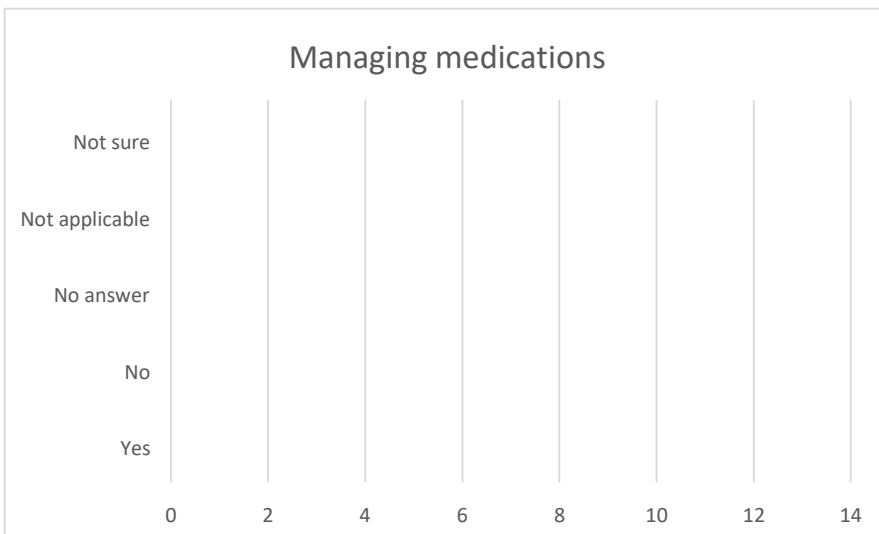
Most patients to whom this question applied were not managing their own medication whilst in hospital, whether they were able to do so or not.

We also asked ‘**If not, is this something you would like to do?**’.

Responses varied, including:

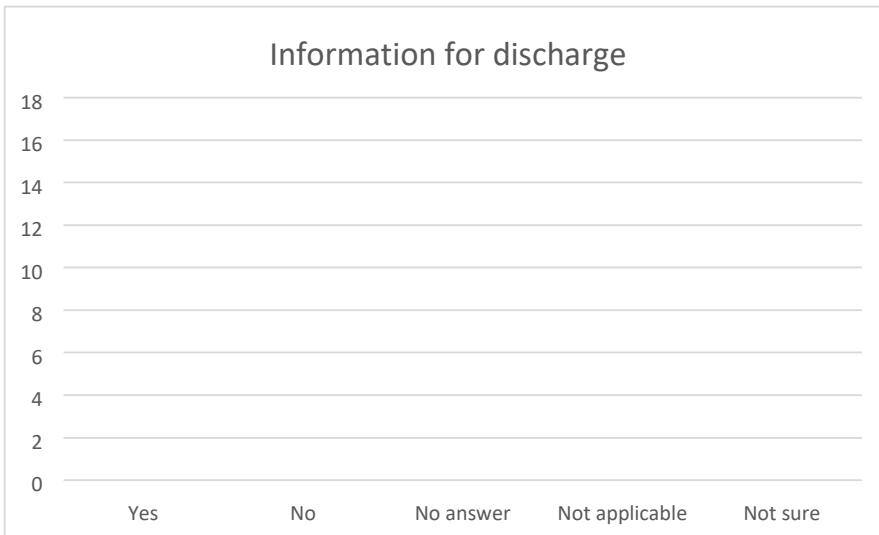
“I wouldn't want to manage my own here, too easy to make a mistake.”

“Yes it's something I'd like to do. I sometimes am forgetful though.” “I prefer to have the control.”



We asked: Did you receive enough information to prepare you for/support you after your discharge home?

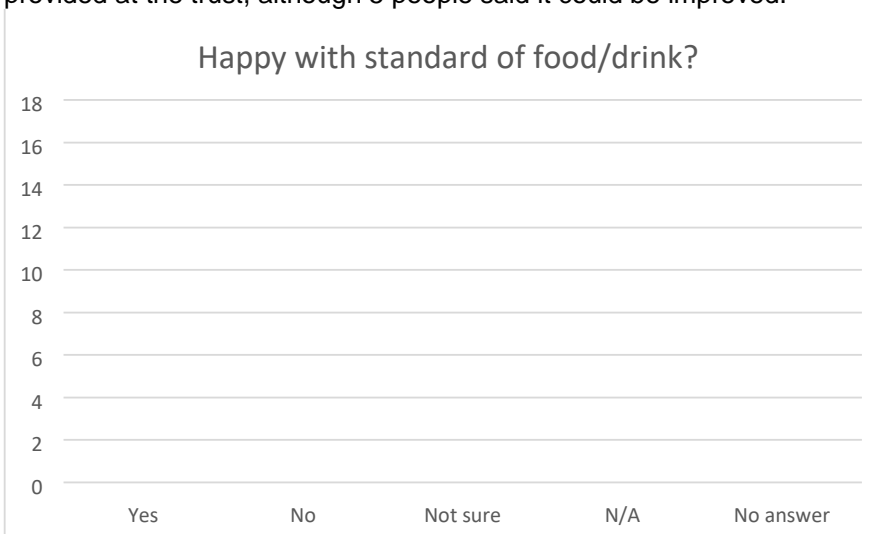
For most people we spoke to this question was not applicable, either because they were outpatients or because they had not been given an estimated or confirmed discharge date yet:
 “We don't have a discharge date yet. We're taking things month by month, seeing how (our relative) is doing. They were meant to have an operation, but that's been cancelled, so that's delayed things.”



For some, the information they had been given about possible discharge was not that clear:
 “Communication- some have told me I am being discharged, some say they don't know anything about it”

We asked: Were you happy with the standard and quantity of the food and drinks you received?

A majority of patients who could answer this question said that they were satisfied with the food provided at the trust, although 5 people said it could be improved.



Comments included:

“Can have anything we want within reason and it is great.”

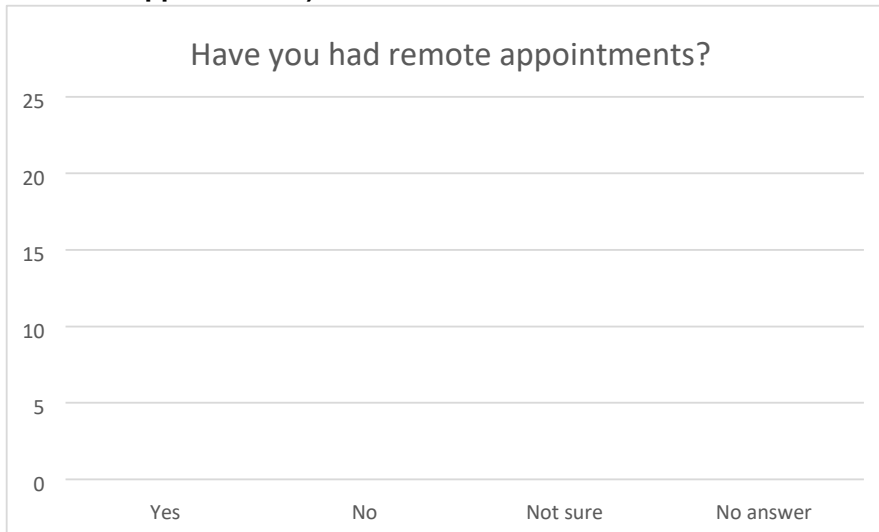
“We were told they would cater for (our relative’s) needs. We do buy our own food and bring it in (....) We just like to bring in food for our relative and make things, it’s not because they can’t get it here - everything is available here.”

“I’m ordering food in myself, I like fruit etc. I had one meal I enjoyed but the rest isn’t good.”

However, it was pointed out that relatives and other visitors could not always get something to eat or drink:

“Could have some vending machines for when the cafes are closed after 3pm.”

We asked: Have you had any remote appointments at The Walton Centre (phone or videocall appointments)?



If Yes- please tell us what you thought about remote appointments.

Only 5 of the people we spoke to had had a remote appointment. Comments included:

“By videolink, it was quite useful, that way my family can be involved.

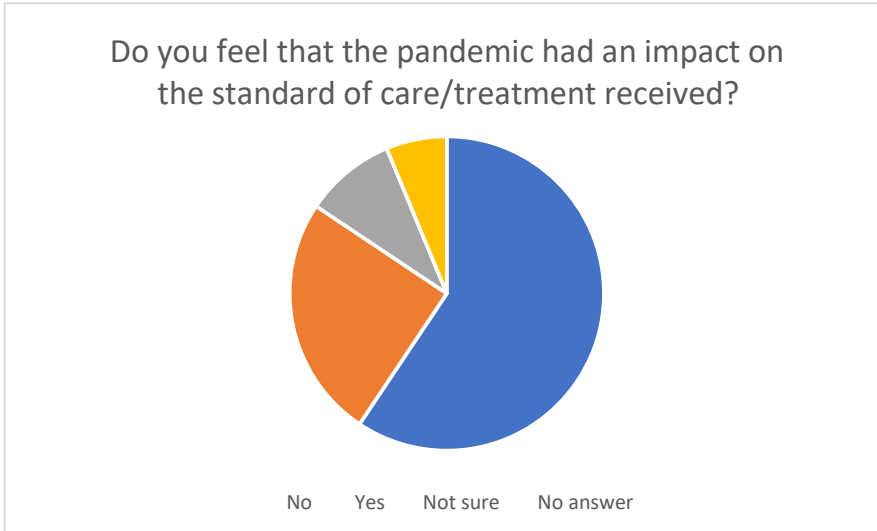
My daughter has young children (harder to come to hospital).”

“Video and phone calls during lockdowns/covid. Wasn’t very successful, instructions to get onto the call weren’t clear and ended up in the wrong virtual room”

“I met face to face with the consultant before the surgery. A video appointment would have been better for me, because we have to fly over from the Isle of Man. It’s not cheap and it’s a very long day. But the doctor wanted to give me a physical and a look over - it is the best service.”

We asked: Do you feel that the Covid-19 pandemic has had an impact on the standard of care or treatment you or your family member or loved one has received today or recently?

More than half of the people we spoke to felt there had not been an impact on the care or treatment for themselves or their relative, but a quarter of respondents felt there had been.



Five people mentioned delays to treatment with some comments reflecting the impact of these delays, including:

“We didn’t get to see a specialist for years, my wife’s condition worsened during that time”

“Longer times between appointments. As injections were for mobility this caused a real loss of quality of life for a period.”

Two people we spoke to felt that Covid was used as an excuse for NHS pressures and slow treatment, but another person said that

“I think that we’ve learnt a bit from the Covid pandemic, and put things in place.”

We asked: Please rate the service here at The Walton Centre overall:

We asked everyone we spoke with to award The Walton Centre a ‘star rating’ of 1-5; 1= very poor and 5= very good.

On average people awarded the service at The Walton Centre a high score of 4.8 out of 5.

And finally we asked: Any other comments?

18 people provided additional comments. Most were very positive, but some included learning points. Most - though not all - reflected feedback that people had already given during previous questions.

Comments included:

“The speed of dealing with my condition was excellent and the operation was quality. The service was excellent even during the strike”.

“Happy with the service. Sometimes the distance to the hospital for us (*from outside Liverpool*) and the parking is an issue. But it’s a dead smart and modern hospital.”

“In spite of our qualms – (*we give it*) five stars. Because of our backgrounds we know what care should look like. Common courtesy, common decency, privacy, dignity, and respect - the basics are not all there”.

“It would be good for them to link into mental health services. Pain and mental health are linked, so getting wrap-around support when you need it would be good.”

“The only other thing is that physiotherapy and rehabilitation isn’t resourced enough financially, the physio and rehab site should be better equipped. Everything else has been fine.”

Other observations:

During our visit we observed that the pull cords in some of the toilets weren't hanging freely or accessibly, of which we made the Head of Patient Experience aware. We have since been told this was checked and remedied that same week.

We also noticed that not all patients in the outpatients department could use the pedal bin there; we would suggest that this is replaced by a sensory bin.

Conclusion

The feedback we received from patients and relatives during our visit was overwhelmingly positive, especially about the staff and the care and treatment patients received.

This is against a backdrop of many pressures on NHS services across the board. Patients and relatives understandably tend to be very protective of the NHS and NHS staff, and we were not surprised to find that the most mentioned topics for improvement were staffing levels and staff pay. As these are system-wide issues we also know that any individual hospital trust is limited in what they can do to address this.

However, we also received some feedback from patients and relatives about improvements that are relatively easy to implement for the Trust, for example ensuring that staff explain what they are about to do and generally communicate with all patients, including those patients who may not be able to respond or consent at the time. We were pleased to hear that the Trust reacted promptly to this feedback; we have been told that this was brought to the attention of all matrons across the Trust.

Recommendations

As mentioned in the introduction, we highlighted some of the feedback that we received on the day of our visit, and have been assured that the feedback was passed on to relevant staff within the Trust.

This included:

- Ensuring that all staff talk to all patients and explain what they are about to do, whether a patient can respond and/or consent or not;
- Ensuring that toilets are checked regularly to confirm that pull cords are hanging freely and are easily accessible.

Other recommendations we would like to make as a result of feedback received are:

- Ensuring that inpatients are reminded regularly that ear plugs and eye masks are available to them;
- Ensuring that information for visitors about where to get food and drinks is readily available, especially for those times that The Walton Centre's cafes are closed;
- As mentioned above, provide sensory bins in outpatient areas.

We look forward to receiving a response from the Walton Centre to this report and its recommendations.



Appendix 2

The Walton Centre Foundation Trust 2022-23 Quality Account commentary

Healthwatch Liverpool welcomes the opportunity to comment on the 2022-23 Quality Account for the Walton Centre. We base our commentary on this report, and relevant feedback and enquiries that we receive throughout the year.

In January 2023 we carried out an in-person listening event at the Trust for the first time since the start of the pandemic. The feedback we received was mostly very positive, especially about the staff and the care and treatment patients received.

We were pleased that nearly all the quality priorities that the Trust had set itself for 2022-23 were achieved. The priority to reduce complaints was not achieved; nevertheless, it is positive to see the work the trust carries out to ensure that complaints lead to improvements.

Turning to the 2023-24 priorities we welcome the focus on staff supporting patients who have difficulties communicating as we did receive some feedback about this, and we hope that all staff who have contact with patients receive this training as soon as possible. We were also pleased to see that for 2023-24 the Trust has chosen to introduce an end-of-life and bereavement model. This should provide increased support to patients and relatives at a very difficult time.

We think that the plans for a low stimulation room are excellent, and hope that this will lead to a sustained decrease in incidents of confusion and aggression, as this has a negative impact on other patients as well as staff.

We are looking forward to the Brain Tumour Optimisation Pathway being rolled out across the region including to Liverpool Trusts, as we believe this can make a substantial difference to the patients concerned and their relatives.

As the report mentions, pressure ulcers are preventable and we think it's right that the Trust has decided to make a reduction in pressure ulcers a priority again, especially considering that some patients spend a considerable length of time as inpatients under the Trust's care. Recognising health and other inequalities including inequality of access to services is vital, and the report provides some examples of this. The visual impairment service review is a positive step. Identifying that many patients with a visual impairment were not recorded as such is a start, and we look forward to learning more about the outcomes of the working group looking at access for people with a disability in the coming year.

We welcome that transgender awareness sessions are provided to all staff.

The Trust acknowledges that it has work to do around the experiences of staff from Black, Asian and Minority Ethnic backgrounds as feedback from the Workforce Race Equality Standard (WRES) demonstrates. It will be good to learn about the actions the Trust takes to improve this.

We would like to congratulate the Trust for receiving better than average results in the national inpatient survey again this year, especially when considering that this is against a backdrop of sustained - and increasing - pressures across NHS services.

We were also pleased to see the high Friends and Family recommendation rates being sustained. The report mentions several new initiatives in treatment and patient care and highlights some of the new cutting-edge treatments that have become available at the Trust this year, which can only be good news for patients.

The circadian lighting experiment on the Intensive Therapy Unit sounds really interesting; if successful this potentially could help to manage some of the disorientation patients can experience when in clinical environments.

We particularly liked 'tracheostomy Ted', the teddy bear that helped to explain to one patient's children what a tracheostomy is and took away some of the fear.

We were pleased to see that the Trust has been strengthening connections with organisations such as the Motor-Neurone Disease Association and Merseyside Society for Deaf People in the past year and has invited the Brain Charity staff back on-site. These connections are all likely to improve patient experience.

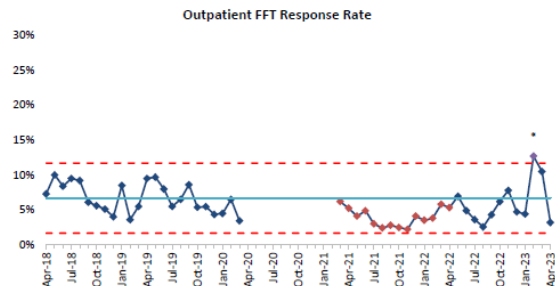
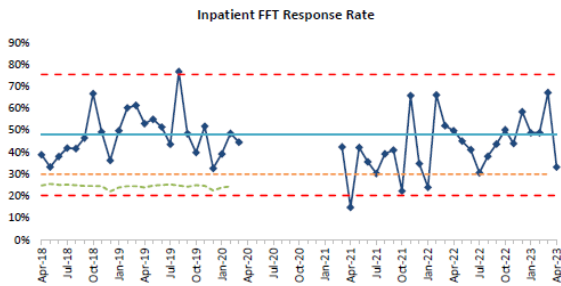
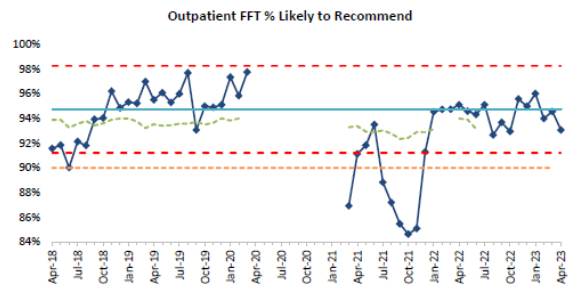
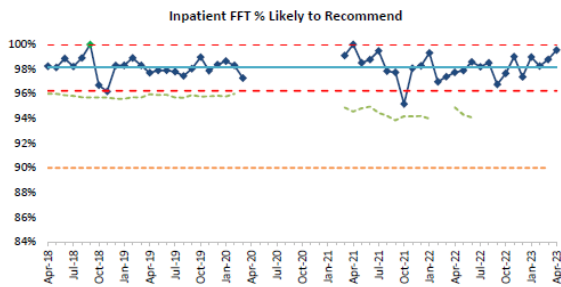
We congratulate The Walton Centre on its achievements in 2022/23 and we look forward to a continued positive relationship with the Trust over the year ahead.

Appendix 3 - Friends & Family Test

Quality of Care

Family and Friends Test

Response rates are low in April again, this is being investigated but may still be due to the problems in collection of the cards which delayed last months results.



*The increase in OP response rate, though genuine, may be slightly inflated by a data collection issue at the end of January which meant that some January responses have been counted in February.

**Report to Council of Governors
22 June 2023**

Report Title	Update to the Trust Constitution		
Executive Lead	Jan Ross, Chief Executive		
Author (s)	Katharine Dowson, Corporate Secretary		
Action Required	To approve		
Level of Assurance Provided <i>(do not complete if not relevant e.g. work in progress)</i>			
<input type="checkbox"/> Acceptable assurance Systems of controls are suitably designed, with evidence of them being consistently applied and effective in practice	<input type="checkbox"/> Partial assurance Systems of controls are still maturing – evidence shows that further action is required to improve their effectiveness	<input type="checkbox"/> Low assurance Evidence indicates poor effectiveness of system of controls	
Key Messages			
<ul style="list-style-type: none"> A full review, with legal advice, of the Constitution has taken place with three key areas of change: <ul style="list-style-type: none"> Updates following Health and Care Act 2022 Changes to the Standing Orders of Council of Governors Changes proposed to the composition of the Council of Governors 			
Next Steps <i>(actions to be taken following agreement of recommendation/s by Board/Committee)</i>			
<ul style="list-style-type: none"> Agreed changes to be ratified at the Annual Members Meeting in September 			
Related Trust Strategic Ambitions and Themes		Impact <i>(is there an impact arising from the report on any of the following?)</i>	
Not Applicable		Not Applicable	Not Applicable
Strategic Risks			
Not Applicable	Choose an item.	Choose an item.	
Equality Impact Assessment Completed <i>(must accompany the following submissions)</i>			
Strategy <input type="checkbox"/>	Policy <input type="checkbox"/>	Service Change <input type="checkbox"/>	
Report Development			
Committee/ Group Name	Date	Lead Officer (name and title)	Brief Summary of issues raised and actions agreed
CoG Advisory Committee	9 May 2023	K Dowson, Corporate Secretary	Broad agreement to proposals. Minor changes to be made to tidy up document
Board of Directors	1 June 2023	K Dowson, Corporate Secretary	Agreement of proposals All references to he/him to be changed to they/their

Update to the Trust Constitution

Executive Summary

1. Following the passing of the Health and Care Act in 2022 the Company Secretaries in Cheshire and Merseyside, acting through Cheshire and Merseyside Acute and Specialist Trusts (CMAST) Provider Collaborative, asked Hill Dickinson to conduct a review of the NHS model Constitution and bring it up to date and in line with statutory requirements. In particular this review updated terminology, for example replacing Monitor with NHS England and making explicit the new powers to collaborate and form statutory bodies with other organisations.
2. At the same time an internal review of the Constitution has been conducted to ensure it is in line with current practice and remains fit for purpose. There is some duplication that has been removed and there are some further elements proposed for removal to streamline processes or remove detail of operational processes.
3. It is proposed that the composition of the Council of Governors is reviewed to improve its effectiveness as it is currently comparatively large (33 posts) and many of these posts are not filled.
4. Changes proposed to the text of the Constitution are summarised in Appendix 1 and Appendix 2 includes the full revised text.

Changes to Standing Orders of the Council of Governors

5. There was one proposed change to the standing orders of the Council of Governors that was taken to the Advisory Group in May now that the quorum has been reduced. This relates to the number of Governors who may call a meeting. The proposal is to change this to one third of current Governors as per the quorum rather than eleven Governors
6. A new change has since been proposed regarding changing the Standing Orders in paragraph 4.14. The current process is that any motion to amend the Standing Orders must be signed by seven Governors and submitted at least 21 days before the meeting is proposed. It is proposed to add 'or gain approval from the Advisory Committee'. This will reduce the administrative burden but still ensure that Governors have early sight of any proposed changes.

Composition of the Council of Governors

7. The composition of the Council of Governors was established when the Trust became a Foundation Trust in 2009. The structure reflected the wide reach of the Trust and the number of key stakeholders in the Liverpool and wider areas.
8. The statutory requirements are as follows:

The Council of Governors, subject to the 2006 Act, shall seek to ensure that through the composition of the Council of Governors:

- 1.1 *the interests of the community to whom the Foundation Trust provides services are appropriately represented;*

1.2 *the level of representation of the Public Constituency, the classes of the Staff Constituency and the appointing organisations strikes an appropriate balance having regard to their legitimate interest in the Foundation Trust's affairs;*

and to this end, the Council of Governors:

1.3 *shall from time to time and not less than every two years review the policy for the composition of the Council of Governors, and when appropriate shall propose amendments to this Constitution*

9. To meet the requirements of the 2006 Act the following conditions must be met:
- More than half of the members of the Council of Governors are to be elected by members of the trust other than those who come within the Staff Constituency. Therefore, there must be a majority of public governors.
 - At least three members of the Council of Governors are to be elected by the Staff Constituency
 - The 2012 Act abolishes the requirement for a primary care trust (PCT) governor. There is no requirement for a commissioner governor to be appointed in place of former PCT governor/s though Trusts may wish to nominate a commissioner/s as an organisation specified for the purposes of appointing a governor.
 - At least one member of the Council of Governors is to be appointed by one or more qualifying local authorities. A qualifying local authority is a local authority for an area which includes the whole or part of an area specified in the constitution as a public constituency
 - If any of the trust's hospitals includes a medical or dental school provided by a university, at least one member of the Council of governors is to be appointed by that university
10. Following review It is proposed to cut the number of governors posts from 33 to 24 or 25 as per Table 1.

Type of Governor	Current	Proposed	Number currently filled
Appointed	12	8	5
Public	17	13	10
Merseyside	8	5	4
Cheshire	4	3	3
North Wales	3	3	2
Rest of England	2	2	1
Staff	4	4	3
Total	33	25	18

11. This would have no impact on any Governors currently in post as the seats removed are currently empty or at the end of term. There would remain 13 public governors and 12 staff and appointed governors.
12. The impact on elections for 2023, taking into account the end of term for some Governors, would be:
- Merseyside – going out for two Governors rather than five
 - Cheshire – not going to election this time
 - North Wales – no change, would still need to recruit to one vacant post
 - Rest of England – no change, would still need to recruit to one vacant post
 - Staff – no change, would still need to recruit to one vacant post

13. This would result in some saving of costs as the trust would not need to hold an election from the Cheshire constituency.
14. The greatest change would be to appointed Governors, there are currently only five posts filled out of twelve and this has been the position for some time. It is proposed to drop the following posts:
 - Healthwatch – no nominations have been provided. There is a potential conflict of interest as Healthwatch is an organisation which advocates on behalf of patients and is an independent voice which may be difficult to balance with being part of the Trust structures. Healthwatch remain actively involved with officers of the Trust and are members of the Patient Experience Group.
 - Isle of Man Society for MS – this is a very small organisation with limited resource who have not been able to provide a nomination. They are part of the wider Neurological Alliance and it is proposed that their views would be covered this way
 - North Wales Neurological Conditions Partnership – no longer in place, this is now the Wales Neurological Alliance which is closely aligned to the Neurological Alliance (see paragraph 17)
 - North Wales Community Health Council – has previously provided a Governor but has now ceased to operate. It has now been replaced with LLAIS which is a Citizens Voice body along similar lines to Healthwatch and therefore the same concerns would exist.
 - Clinical Commissioning Groups (See note 7c above) – no longer in place, replaced with Cheshire and Merseyside Integrated Care Board). There is no appetite from the ICS to nominate to every Council of Governors in Cheshire & Merseyside and many Trusts dropped the requirement for a Commissioner Governor when the PCT requirement was removed.
15. The Trust must have a Governor from a local authority and further endeavours will be made to secure a nomination from both Liverpool and Sefton Councils.
16. The Trust has two incumbent University governors and with the Trust securing University Hospitals status this link remains important and therefore no change is proposed. It is also not proposed to change the post for the North West Coast Clinical Network.
17. Links to third sector groups also remain very important as these provide feedback directly from patients. The Neurological Alliance is an umbrella organisation representing many smaller charities and patient groups. Currently there is a Cheshire and Merseyside representative, and it is proposed to widen this post to the Neurological Alliance and not limit it to Cheshire and Merseyside in the future if the post became vacant.
18. The Brain Charity is a local organisation which provides ongoing support to many of the Trusts patients. The Group are asked to consider whether a governor for the Neurotherapy Centre based in Chester should also be explored as this centre provides similar services in Cheshire and North Wales. There has been an expression of interest from the CEO of the Neurotherapy Centre who is also a representative on Neurological Alliance Wales.
19. The proposal is that there should be 8 appointed Governors in the future a set out in Annex 3 of the Constitution:

- Liverpool City Council
- Sefton Metropolitan Borough Council
- Edge Hill University
- University of Liverpool
- Cheshire and Merseyside Clinical Network
- Neurological Alliance
- Neurotherapy Centre, Chester
- The Brain Charity

Conclusion

20. The Constitution has not been fully reviewed since 2018 and the changes in legislation have provided an opportunity to review the whole document and whether it still meets the needs of the Trust.
21. The composition of the Council of Governors has not been amended since it was established. Changes proposed would refresh the Council and enable it to become fully established without multiple vacancies. This would include reducing the number of appointed governors to 8 from the current 12.

Recommendation

- To approve the proposed changes

Author: Katharine Dowson

Date: June 2023

Appendix 1 – Summary of Changes to Constitution

Appendix 2 – Full Text of Constitution

Appendix 1 – Summary of Changes (also marked using tracked changes in the full text at Appendix 2)

Page No.	Reference	Summary of Changes
1	Cover	Reference to Health and Care Act 2022 (HCA 2022) added and new revision date
2	Interpretation	Additional Paragraph Added in
2	Contents	Updated to reflect changes in document
4	Interpretation and Definitions	Reference to HCA 2022 added Definitions added in
5-6	4. Powers	Items 4.3 to 4.12 added as defined in the HCA 2022
10	14.1 Council of Governors Tenure	Removal of reference to term commencing immediately after the Annual Members Meeting as it limiting and approval of Governors appointment at AMM is not required.
9	14.4 Council of Governors Tenure	Max term of office remains at nine years, but language simplified in line with model constitution

10	14.5 Council of Governors Tenure	'Terminates the appointment' replaced with 'withdraws its sponsorship' in line with model constitution
10	14.7 Council of Governors Tenure	Removal of clarification clause about terms of office being linked to AMM.
10-11	15.4 Council of Governors – disqualification and removal	Addition of 15.1 and 15.4 regarding disqualification and removal of Governors. Previously absent from Constitution but is required
13	19 Council of Governors – referral to the panel	The NHSE panel does not formally exist as there have been no referrals made, however this would be convened if required. Additional clause at 19.3 added in which requires the trust to provide advice and guidance to enable Governors to fulfil their duties as per legal advice.
14	26. Appointment/ Removal of Chair and NEDs	26.3 removed as refers to a paragraph on initial appointments paragraph which had previously been removed as no longer relevant.
15	27 Appointment of Deputy Chair	The current clause and process is additional to the model Constitution. It is proposed to remove the detail of the process and replace this with clause 29 which requires ratification of the appointment by the Council of Governors rather than a mandated process. Wording aligned to clause 27 re appointment of Senior Independent Director. Reference to appointment also removed from paragraph 3.2 of Annex 6.
16	30. Board of Directors – disqualification	Additional clauses added at 30.2 as per legal advice
19	32. Board of Directors – Conflicts of Interest	32.10 Addition of provisions to agree when a conflict of interest would be deemed as authorised as per legal advice. Previously not included in constitution.
21	39.2 Auditor	Addition of clause 39.2, as set out in the new Code of Governance (D2.3), that external auditors must be retendered at least every ten years and changed at least every twenty years.
21	41. Accounts	Note - There are a number of requirements in the NHS Act 2006 Schedule 7 as to annual reports prior to the 2022 Act which are not set out within the Model Core Constitution. Therefore, the new changes to these annual reporting requirements (such as the extent to which the Trust has exercised its functions in accordance with the joint forward plans and joint capital resource plans published for the ICB and its partners) are not included in the Model Core either.
42	Annual report, forward plans	Removal of clause 42.1 with requirements of annual report. The detail of what must be in the annual report is in the NHS Annual Reporting Manual which is published each year and it is a statutory obligation to comply with this. Current clause is not comprehensive and not required. (see note in row above).
Annexes to the Constitution		
25	Annex 1 – The Public Constituencies	Change to the minimum number of members in any public constituency to three to reflect number in North Wales constituency.

27	Annex 2 – Composition of Council of Governors	3.1 To reflect changes proposed to the number of governors in public constituencies. 3.2 Removal of information duplicated in Annex 2. 3.3 To reflect changes proposed to the number of appointed governors.
78	Annex 5 3. Lead Governor	Remove reference to the Lead Governor as also being Vice Chair of the Council of Governors as this is not in line with the Lead Governor Role specification most recently agreed by the Council which states that the Lead Governor will only “Undertake the role of Deputy Chairman of the Council of Governors in exceptional circumstances when it is not appropriate for the Chairman or another Non-Executive Director to do so”. The Deputy Chair would normally deputise for the Chair
80	Annex 5 4. Further provisions as to eligibility to be a Governor	4.10 to 4.14 removed as duplicate provisions already exist in 15.4 and there was some discrepancy between the two ie number of consecutive meetings missed by Governors before ceasing to hold office was two in 15.4 and three in Annex 5. 4.11 Paragraph 5.5 of Annex 5 To be removed as it duplicates clause 15.4.8 in the Constitution and states a different majority required to remove a governor, here three-quarters rather than the majority stated in 15.4.8
82	Annex 5 5.1 Vacancies	Title changed to Mid Term Vacancies among Governors. New wording added at paragraph 5.1 which enables the Trust to only hold elections once a year even if there is a vacancy, this reflects current practice 5.2 Rewording of previous paragraph 5.1 to simplify process
82	Annex 5 6. Expenses	Removal of clause with requirements of annual report as the detail of what must be in the annual report is in the NHS Annual Reporting Manual which is published each year and it is a statutory obligation to comply with this, current clause is not comprehensive as there are a number of requirements regarding Governors that need to be included in the annual report.
93	Annex 6 Standing Orders Council of Governors 4.14 Changes to Standing Orders	Additional sub section added which allows changes to the Standing Orders to be approved at the Advisory Group as an alternative to the process outlined in 4.14.2 <i>Change to Standing Order therefore requires three-quarters of Governors in attendance to agree and must be signed by 7 governors at least 21 days before the meeting.</i>
85	Annex 6 Standing Orders Council of Governors 4.2 Calling Meetings	Requirement for there to be 11 Governors to call a meeting changed to one-third of current Governors to duplicate the quorum requirement.
122	Annex 8 – Further Provisions – Members 4.1.2	4.1.2 removed text as duplicates 3.6.2.1-3 of Annex 8

**Constitution of
The Walton Centre NHS Foundation Trust**

(A Public Benefit Corporation)

**(updated as per the Health and Social Care Act 2012 and the
Health and Care Act 2022)**

Revised June 2023

Interpretation

Unless otherwise stated, all references are to paragraph numbers in Schedule 7 of the 2006 Act as amended by the 2012 Act and 2022 Act.

Unless otherwise stated, the Model Core Constitution reflects the relevant provisions of the 2006 Act as amended by the 2012 Act and 2022 Act.

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1. Interpretation and definitions

Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012 and Health and Care Act 2022.

A reference to legislation or to a legislative provision shall be to that legislation or legislative provision as it is in force, amended or re-enacted from time to time.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

the 2006 Act is the National Health Service Act 2006.

the 2012 Act is the Health and Social Care Act 2012.

the 2022 Act is the Health and Care Act 2022.

Annual Members Meeting is defined in paragraph 13 of the constitution
constitution means this constitution and all annexes to it.

MonitorNHSE is the body corporate known as ~~Monitor~~ NHS England, as provided by Section 1H of the 2006 Act.

the **Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.

2. Name

- 2.1 The name of the trust is The Walton Centre NHS Foundation Trust (the trust).
- 2.2 The trust's head office is at Lower Lane, Fazakerley, Liverpool.

3. Principal purpose

- 3.1 The principal purpose of the trust is the provision of goods and services for the purposes of the health service in England.
- 3.2 The trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other

purposes.

3.3 The trust may provide goods and services for any purposes related to:

- 3.3.1** the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
- 3.3.2** the promotion and protection of public health.

3.4 The trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4. Powers

4.1 The powers of the trust are set out in the 2006 Act.

4.2 All the powers of the trust shall be exercised by the Board of Directors on behalf of the trust.

4.3 Any of these powers may be delegated to a committee of directors or to an executive director.

4.4 The trust may enter into arrangements for the carrying out, on such terms as the trust considers appropriate, of any of its functions jointly with any other person.

4.5 The trust may arrange for any of the functions exercisable by the trust to be exercised by or jointly with any one or more of the following:

4.5.1 A relevant body;

4.5.2 A local authority within the meaning of section 2B of the 2006 Act;

4.5.3 A combined authority.

4.6 The trust may also enter into arrangements to carry out the functions of another relevant body, whether jointly or otherwise.

4.7 Where a function is exercisable by the trust jointly with one or more of the other organisations mentioned at paragraph 4.5, those organisations and the trust may:

4.7.1 Arrange for the function to be exercised by a joint committee

of theirs;

4.7.2 Arrange for the trust, one or more of those other organisations, or a joint committee of them, to establish and maintain a pooled fund in accordance with section 65Z6 of the 2006 Act.

4.8 The trust must exercise its functions effectively, efficiency and economically.

4.9 In making a decision about the exercise of its functions, the trust must have regard to all likely effects of the decision in relation to:

4.9.1 The health and well-being of (including inequalities between) the people of England and areas of Wales served by the Trust.

4.9.2 The quality of services provided to (including inequalities between benefits obtained by) individuals by or in pursuance of arrangements made by relevant bodies for or in connection with the prevention, diagnosis or treatment of illness, as part of the health service in England and Wales

4.9.3 Efficiency and sustainability in relation to the use of resources by relevant bodies for the purposes of the health service in England and Wales.

4.10 In the exercise of its functions, the trust must have regard to its duties under section 63B of the 2006 Act (complying with targets under section 1 of the Climate Change Act 2008 and section 5 of the Environment Act 2021, and to adapt any current or predicted impacts of climate change in the most recent report under section 56 of the Climate Change Act 2008).

4.11 For the purposes of this section, “relevant body” means NHSE, an integrated care board, an NHS trust, a NHS foundation trust (including the trust) or such other body as may be prescribed under section 65Z5(2). “Relevant bodies” means two or more of these organisations as the context requires.

4.12 The arrangements under this paragraph 4 shall be in accordance with:

4.12.1 any applicable requirements imposed by the 2006 Act or regulations made under that Act

4.12.2 any applicable statutory guidance that has been issued and

4.12.3 otherwise on such terms as the trust sees fit.

5. Membership and constituencies

The trust shall have members, each of whom shall be a member of one of the following constituencies:

- 5.1 a public constituency
- 5.2 a staff constituency

6. Application for membership

An individual who is eligible to become a member of the trust may do so on application to the trust.

7. Public Constituency

- 7.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the trust.
- 7.2 Those individuals who live in an area specified as a public constituency are referred to collectively as the Public Constituency.
- 7.3 The minimum number of members in each Public Constituency is specified in Annex 1.

8. Staff Constituency

- 8.1 An individual who is employed by the trust under a contract of employment with the trust may become or continue as a member of the trust provided:
 - 8.1.1 they are employed by the trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
 - 8.1.2 he has been continuously employed by the trust under a contract of employment for at least 12 months.
- 8.2 Those individuals who are eligible for membership of the trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 8.3 The Staff Constituency shall be divided into four descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within

Annex 2 and being referred to as a class within the Staff Constituency.

- 8.4 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.
- 8.5 The Secretary shall make the final decision about the class of which an individual is eligible to be a member.

9. Automatic membership by default - staff

- 9.1 An individual who is:
 - 9.1.1 eligible to become a member of the Staff Constituency, and
 - 9.1.2 invited by the trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency

shall become a member of the trust as a member of the Staff Constituency and appropriate class within the Staff Constituency] without an application being made, unless they inform the trust that they do not wish to do so.

10. Restriction on membership

- 10.1 An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.
- 10.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.
- 10.3 An individual must be at least 16 years old to become a member of the trust.
- 10.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the trust are set out in Annex 8 – Further Provisions - Members.

11. Annual Members' Meeting

- 11.1 The Trust shall hold an annual meeting of its members ('Annual

Members' Meeting'). The Annual Members' Meeting shall be open to members of the public.

- 11.2 Further provisions about the Annual Members' Meeting are set out in Annex 8 – Further Provisions – Members.

12. Council of Governors – composition

- 12.1 The trust is to have a Council of Governors, which shall comprise both elected and appointed governors.
- 12.2 The composition of the Council of Governors is specified in Annex 3.
- 12.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

13. Council of Governors – election of governors

- 13.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.
- 13.2 The Model Election Rules as published from time to time by [NHS Providers](#) ~~the Department of Health~~ form part of this constitution. The Model Election Rules current are attached at Annex 4.
- 13.3 A subsequent variation of the Model Election Rules by [NHS Providers](#) ~~the Department of Health~~ shall not constitute a variation of the terms of this constitution for the purposes of paragraph 44 of the constitution (amendment of the constitution).
- 13.4 An election, if contested, shall be by secret ballot.

14. Council of Governors - tenure

- 14.1 An elected governor may hold office for a period of up to three years, ~~commencing immediately after the Annual Members' Meeting at which his/her election or appointment, whichever the case may be, is announced.~~

- 14.2** An elected governor shall cease to hold office if they cease to be a member of the constituency or class by which they were elected.
- 14.3** An elected governor shall be eligible for re-election at the end of their term.
- 14.4** An appointed governor may hold office for a period of up to nine consecutive years. ~~A Governor (whether elected or appointed) may not hold office for more than nine consecutive years, and shall not be eligible for re-election or appointment, whichever the case may be, if he has already held office for more than six consecutive years.~~
- 14.5** An appointed governor shall cease to hold office if the appointing organisation ~~terminates the appointment.~~ withdraws its sponsorship of him.
- 14.6** An appointed governor shall be eligible for re-appointment at the end of his term.
- 14.7** ~~For the purposes of the provisions concerning terms of office for Governors, 'year' means a period commencing immediately after the conclusion of one Annual Members' Meeting, and ending at the conclusion of the next Annual Members' Meeting, save that a Governor may not hold a term of office for more than three calendar years.~~

15. Council of Governors – disqualification and removal

- 15.1** The following may not become or continue as a member of the Council of Governors:
- 15.1.1** a person who has been ~~adjudged~~ bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 15.1.2** a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
 - 15.1.3** a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
 - 15.1.4** a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

- 15.2** Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 15.3** Further provisions as to the circumstances in which an individual may not become or continue as a member of the Board of Governors are set out in Annex 5.
- 15.4** A person holding office as a governor shall immediately cease to do so if:
- 15.4.1** he resigns by notice in writing to the Secretary;
 - 15.4.2** it otherwise comes to the notice of the Secretary at the time that the governor takes office or later that the governor is disqualified,
 - 15.4.3** he fails to attend two Council of Governor meetings in any financial year, unless the other governors are satisfied that the absences were due to reasonable causes and they will be able to start attending meetings of the Trust again within such a period as they consider reasonable;
 - 15.4.4** in the case of an elected governor, they cease to be a member of the Trust;
 - 15.4.5** in the case of an appointed governor, the appointing organisation withdraws its sponsorship;
 - 15.4.6** they have failed to undertake any induction/ training which the Council of Governors requires all governors to undertake
 - 15.4.7** he has failed to sign and deliver to the Secretary a statement in the form required by the Council of Governors confirming acceptance of the Trust's Code of Conduct for Governors;
 - 15.4.8** they are removed from the Council of Governors by a resolution approved by a majority of the remaining governors present and voting at a General Meeting on the grounds that:
 - 15.4.8.1** he has committed a serious breach of the Trust's Code of Conduct, or
 - 15.4.8.2** he has acted in a manner detrimental to the interests of the Trust, or
 - 15.4.1.115.4.8.3** he has failed to discharge his responsibilities as a governor.

16. Council of Governors – duties of governors

- 16.1** The general duties of the Council of Governors are –
- 16.1.1** to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and
 - 16.1.2** to represent the interests of the members of the trust as a whole and the interests of the public.
- 16.2** The trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.

17. Council of Governors – meetings of governors

- 17.1** The Chair of the trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 23.2 and 26) or, in his absence, the Deputy Chair (appointed in accordance with the provisions of paragraph 28 below), shall preside at meetings of the Council of Governors.
- 17.2** Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for reasons of commercial confidentiality or special reasons.
- 17.3** For the purposes of obtaining information about the trust's performance of its functions or the directors' performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance), the Council of Governors may require one or more of the directors to attend a meeting.

18. Council of Governors – standing orders

The standing orders for the practice and procedure of the Council of Governors are attached at Annex 6.

19. Council of Governors – referral to the Panel

- 19.1** In this paragraph, the Panel means a panel of persons appointed by ~~Monitor~~ [NHSE](#) to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing—
- 19.1.1** to act in accordance with its constitution, or
 - 19.1.2** to act in accordance with provision made by or under Chapter 5 of the 2006 Act.

19.2 A governor may refer a question to the Panel -only if more than half of the members of the Council of Governors voting approve the referral.

19.3 [Without prejudice to the ability of a governor to make a referral to the Panel, the trust must take steps to secure that governors are able to access support and / or advice, as and where necessary, to enable them to fulfil their duties.](#)

20. Council of Governors - conflicts of interest of governors

If a governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose that interest to the members of the Council of Governors as soon as they become aware of it. The Standing Orders for the Council of Governors (Annex 6) shall make provision for the disclosure of interests and arrangements for the exclusion of a governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

21. Council of Governors – travel expenses

The trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the trust in accordance with the Trust’s Expenses Policy for Governors.

22. Council of Governors – further provisions

Further provisions with respect to the Council of Governors are set out in Annex 5.

23. Board of Directors – composition

23.1 The trust is to have a Board of Directors, which shall comprise both executive and non-executive directors.

23.2 The Board of Directors is to comprise:

23.2.1 a non-executive Chair

23.2.2 not less than four but not more than seven other non-executive directors; and

23.2.3 not less than four but not more than seven executive directors.

provided that at least half of the Board of Directors, excluding the Chair, shall at all times comprise non-executive directors

23.3 One of the executive directors shall be the Chief Executive.

23.4 The Chief Executive shall be the Accounting Officer

23.5 One of the executive directors shall be the finance director

23.6 One of the executive directors is to be a registered medical practitioner.

23.7 One of the executive directors is to be a registered nurse.

24. Board of Directors – general duty

The general duty of the Board of Directors and of each director individually, is to act with a view to promoting the success of the trust so as to maximise the benefits for the members of the trust as a whole and for the public.

25. Board of Directors – qualification for appointment as a non-executive director

A person may be appointed as a non-executive director only if:

25.1 they are a member of a Public Constituency, or

25.2 they are not disqualified by virtue of paragraph 30 below.

26. Board of Directors – appointment and removal of chair and other non-executive directors

26.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the chair of the trust and the other non-executive directors.

26.2 Removal of the chair or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors.

~~**26.3** The initial chair and the initial non-executive directors are to be appointed in accordance with paragraph 27 below.~~

~~27. Board of Directors – appointment of Deputy Chair~~

~~27.1 A non-executive director shall be appointed the Deputy Chair in accordance with the following procedure:~~

~~27.1.1 A recommendation as to an appropriate non-executive director candidate for the position of Deputy Chair shall be made by the non-executive directors to the Board of Directors.~~

~~27.1.2 The Board of Directors shall consider the non-executives' recommendation before compiling a formal proposal to the Nominations Committee. Having considered the non-executive directors' recommendation and the Board of Directors' proposal, the Nominations Committee shall appoint the Deputy Chair subject to approval by the Council of Governors.~~

~~27.1.3 If the Chair is unable to discharge his office as Chair of the Foundation Trust, the Deputy Chair of the Board of Directors shall be acting Chair of the Foundation Trust.~~

27. Board of Directors – appointment of Senior Independent Director

27.1 The Board of Directors may appoint a non-executive director as a Senior Independent Director.

27.2 Any appointment of a Senior Independent Director shall require the approval of the Council of Governors.

28. Board of Directors – appointment of Deputy Chair

28.1 ~~The Council of Governors at a general meeting of the Council of Governors shall appoint one of the non-executive directors as a deputy chair. The Board of Directors shall appoint a non-executive director as a Deputy Chair.~~

28.2 Any appointment of a Deputy Chair shall require the approval of the Council of Governors.

29. Board of Directors - appointment and removal of the Chief Executive and other executive directors

29.1 The non-executive directors shall appoint or remove the Chief Executive.

29.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.

29.3 A committee consisting of the Chair, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

29.4 The Chief Executive may appoint one of the executive directors as Deputy Chief Executive.

30. Board of Directors – disqualification

The following may not become or continue as a member of the Board of Directors:

30.1 a person who has been ~~adjudged made~~ bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.

~~30.1~~**30.2** a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986).

~~30.2~~**30.3** a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.

~~30.3~~**30.4** a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

31. Board of Directors – meetings

31.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

31.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

32. Board of Directors – standing orders

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 7.

33. Board of Directors - conflicts of interest of directors

33.1 The duties that a director of the trust has by virtue of being a director

include in particular –

- 33.1.1** A duty to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the trust.
 - 33.1.2** A duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.
- 33.2** The duty referred to in sub-paragraph 32.1.1 is not infringed if –
- 33.2.1** The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 33.2.2** The matter has been authorised in accordance with the constitution.
- 33.3** The duty referred to in sub-paragraph 32.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 33.4** In sub-paragraph 32.1.2, “third party” means a person other than –
- 33.4.1** The trust, or
 - 33.4.2** A person acting on its behalf.
- 33.5** If a director of the trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the trust, the director must declare the nature and extent of that interest to the other directors.
- 33.6** If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.
- 33.7** Any declaration required by this paragraph must be made before the trust enters into the transaction or arrangement.
- 33.8** This paragraph does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.
- 33.9** A director need not declare an interest –
- 33.9.1** If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 33.9.2** If, or to the extent that, the directors are already aware of it;
 - 33.9.3** If, or to the extent that, it concerns terms of the director’s appointment that have been or are to be

considered –

- 33.9.3.1** By a meeting of the Board of Directors, or
- 33.9.3.2** By a committee of the directors appointed for the purpose under the constitution.

33.10 A matter shall have been authorised for the purposes of paragraph 33.2.2 if:

- 33.10.1.1 It has been approved by the Board of Directors (excluding any director whose interest is the subject of authorisation) on the basis that to do so would be in the best interests of the trust.**
- 33.10.1.2 The Board of Directors may grant any such authorisation in paragraph 32.2.2 subject to such terms and conditions as the Board of Directors thinks fit.**
- 33.10.1.3 The Board of Directors may decide to revoke or vary any authorisation granted pursuant to paragraph 32.2.2 at any time, but such a decision will not affect anything done by the director(s) whose interest is the subject of authorisation prior to such revocation or variation**

34. Board of Directors – remuneration and terms of office

- 34.1** The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other non-executive directors.
- 34.2** The trust shall establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors.

35. Registers

The trust shall have:

- 35.1** a register of members showing, in respect of each member, the constituency to which they belong and, where there are classes within it, the class to which they belong;
- 35.2** a register of members of the Council of Governors;
- 35.3** a register of interests of governors;

35.4 a register of directors; and

35.5 a register of interests of the directors.

36. Admission to and removal from the registers

36.1 The Secretary shall remove from the register of members the name of any member who ceases to be entitled to be a member under the provisions of this Constitution.

37. Registers – inspection and copies

37.1 The trust shall make the registers specified in paragraph 34 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

37.2 The trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the trust, if the member so requests.

37.3 So far as the registers are required to be made available:

37.3.1 they are to be available for inspection free of charge at all reasonable times; and

37.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.

37.4 If the person requesting a copy or extract is not a member of the trust, the trust may impose a reasonable charge for doing so.

38. Documents available for public inspection

38.1 The trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

38.1.1 a copy of the current constitution,

38.1.2 a copy of the latest annual accounts and of any report of the auditor on them, and

38.1.3 a copy of the latest annual report.

38.2 The trust shall also make the following documents relating to a special administration of the trust available for inspection by members of the public free of charge at all reasonable times:

- 38.2.1** a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act.
 - 38.2.2** a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
 - 38.2.3** a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
 - 38.2.4** a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
 - 38.2.5** a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.
 - 38.2.6** a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (NHSE's decision), 65KB (Secretary of State's response to NHSE's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.
 - 38.2.7** a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
 - 38.2.8** a copy of any final report published under section 65I (administrator's final report),
 - 38.2.9** a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act.
 - 38.2.10** a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 38.3** Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 38.4** If the person requesting a copy or extract is not a member of the trust, the trust may impose a reasonable charge for doing so.

39. Auditor

39.1 The trust shall have an auditor

~~39.2~~ The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.

39.2 The External Audit Service should be re-tendered at least every ten years and changed at least every twenty years.

40. Audit committee

The trust shall establish a committee of non-executive directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

41. Accounts

41.1 The Trust must keep proper accounts and proper records in relation to the accounts.

41.2 NHSE may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

41.3 The accounts are to be audited by the trust's auditor.

41.4 The trust shall prepare in respect of each financial year annual accounts in such form as NHSE may with the approval of the Secretary of State direct.

41.5 The functions of the trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

42. Annual report, forward plans and non-NHS work

42.1 The trust shall prepare an Annual Report and send it to NHSE.

~~42.1~~ The Annual Report must include:

~~40.2.1~~ Information on the impact that any income received by the Foundation Trust otherwise than from the provision of goods and services for the purposes of the health service in England has had on the provision by the Trust of goods and services for these purposes;

~~40.2.2~~ Information on the Foundation Trust's policy on pay, the work of the committee established pursuant to paragraph 32 and

~~such other procedures as the Foundation Trust has on pay;
and~~

~~40.2.3 Information on the remuneration of Directors and expenses of
the Governors and Directors.~~

- 42.2** The trust shall give information as to its forward planning in respect of each financial year to NHSE.
- 42.3** The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.
- 42.4** In preparing the document, the directors shall have regard to the views of the Council of Governors.
- 42.5** Each forward plan must include information about –
- 42.5.1** the activities other than the provision of goods and services for the purposes of the health service in England that the trust proposes to carry on, and
 - 42.5.2** the income it expects to receive from doing so.
- 42.6** Where a forward plan contains a proposal that the trust carry on an activity of a kind mentioned in sub-paragraph 41.7 the Council of Governors must –
- 42.6.1** determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfillment by the trust of its principal purpose or the performance of its other functions, and
 - 42.6.2** notify the directors of the trust of its determination.
- 42.7** If the trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England, the trust may implement the proposal only if more than half of the members of the council of governors of the trust voting approve its implementation.

43. Presentation of the annual accounts and reports to the governors and members

- 43.1** The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 43.1.1** the annual accounts
 - 43.1.2** any report of the auditor on them

43.1.3 the annual report.

43.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.

43.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 42.1 with the Annual Members' Meeting.

44. Instruments

44.1 The trust shall have a seal.

44.2 The seal shall not be affixed except under the authority of the Board of Directors.

45. Amendment of the constitution

45.1 The trust may make amendments of its constitution only if:

45.1.1 More than half of the members of the Council of Governors of the trust voting approve the amendments, and

45.1.2 More than half of the members of the Board of Directors of the trust voting approve the amendments.

45.2 Amendments made under paragraph 48.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.

45.3 Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the trust):

45.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and

45.3.2 The trust must give the members an opportunity to vote on whether they approve the amendment.

45.4 If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have

effect and the trust must take such steps as are necessary as a result.

- 45.5** Amendments by the trust of its constitution are to be notified to NHSE. For the avoidance of doubt, NHSE's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

46. Mergers etc. and significant transactions

- 46.1** The trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the council of governors.

- 46.2** The trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.

- 46.3** "Significant transaction" may be either an investment or divestment means

A "transaction".

- 44.2.2 A transaction is "significant" if its value equates to 25% of either the trust's:

44.2.2.1 gross assets;

44.2.2.2 income; or

44.2.2.3 gross capital (following completion of the transaction) calculated with reference to the trust's opening Balance Sheet for the Financial Year in which approval is being sought.

- 45.4** If more than half of the members of the Council of Governors voting decline to approve a significant transaction or any part of it, the Council of Governors must approve a written Statement of Reasons for its rejection to be provided to the Board of Directors.

- 45.5** For the avoidance of doubt, paragraph 45 does not prevent the Board of Directors from appropriate engagement with the Council of Governors, as it sees fit, to provide information on any other transaction that the trust may enter, which does not constitute a significant transaction.

ANNEX 1 – THE PUBLIC CONSTITUENCIES

(Paragraphs 7.1 and 7.3)

The Public Constituencies are:

Merseyside	(Districts of Knowsley, Liverpool, Sefton, St Helens and Wirral, including all electoral wards in those Districts)
Cheshire	(Districts of Chester, Congleton, Crewe and Nantwich, Ellesmere Port and Neston, Macclesfield, Vale Royal, Warrington and Halton, (Unitary authorities of Cheshire East and Cheshire West including all electoral wards in those Districts)
North Wales	(Districts of Conwy, Denbighshire, Flintshire, Gwynedd, Isle of Anglesey and Wrexham, including all electoral wards in those Districts)
Rest of England	Those areas not included in the above.

The minimum number of members of each of the areas of the Public Constituency is to be ~~four~~. three.

ANNEX 2 – THE STAFF CONSTITUENCY

(Paragraphs 8.4 and 8.5)

The classes within the Staff Constituency are:

- 1 Registered nurses and non-registered nurses (being health care assistants or their equivalent and student nurses)
- 2 Non-clinical staff
- 3 Clinical staff other than those in 1 and 2 above (allied healthcare professionals, technical and scientific staff)
- 4 Registered medical practitioners

The minimum number of members of each class of the Staff Constituency is to be four.

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS

(Paragraphs 12.1 to 12.3)

- 1 The aggregate number of Public Governors is to be more than half of the total number of members of the Council of Governors.
- 2 The Council of Governors, subject to the 2006 Act, shall seek to ensure that through the composition of the Council of Governors:
 - 2.1 the interests of the community to whom the trust provides services are appropriately represented;
 - 2.2 the level of representation of the Public Constituency, the classes of the Staff Constituency and the appointing organisations strikes an appropriate balance having regard to their legitimate interest in the trust's affairs.
 - 2.3 The Council of Governors shall at all times maintain a policy for the composition of the Council of Governors which takes account of the membership strategy; and
 - 2.4 shall from time to time and not less than every two years review the policy for the composition of the Council of Governors, and
 - 2.5 when appropriate shall propose amendments to this Constitution.
- 3 The Council of Governors of the trust is to comprise:
 - 3.1 17 Public Governors from the following areas of the Public Constituency:
 - 3.1.1 Merseyside: ~~five~~ eight Public Governors
 - 3.1.2 Cheshire: ~~three~~ four Public Governors
 - 3.1.3 North Wales: three Public Governors
 - 3.1.4 the Rest of England: two Public Governors
 - ~~3.2~~ Four Staff Governors as described in Annex 2, ~~one from each of the following classes:~~
 - ~~3.2.1 Registered nurses and non-registered nurses (being health care assistants or their equivalent and student nurses)~~

~~3.2.2 Non-clinical staff~~

~~3.2.3 Clinical staff other than those in 1 and 2 above (allied healthcare professionals, technical and scientific staff)~~

~~3.2.4 Registered medical practitioners~~

3.3 ~~Eight~~ 12 Appointed Governors, one from each of the following organisations:

3.3.1 ~~NHS Liverpool Clinical Commissioning Group, or wider local commissioning group~~

3.3.2 Liverpool City Council;

3.3.3 Sefton Metropolitan Borough Council;

3.3.4 University of Liverpool;

3.3.5 ~~Cheshire and Merseyside~~ Neurological Alliance;

3.3.6 ~~North Wales Neurological Conditions Partnership~~

3.3.7 ~~The Isle of Man Society for MS~~

3.3.8 ~~Sefton Healthwatch, or successor organisation;~~

3.3.9 Edge Hill University;

3.3.10 The Brain Charity;

3.3.11 Cheshire and Merseyside Clinical Network;

3.3.12 ~~North Wales Community Health Council.~~ Neurotherapy Centre, Chester

ANNEX 4 –THE MODEL ELECTION RULES

(Paragraph 15.2)

Model Election Rules 2014 For use in elections to FT councils of governors

The trust has adopted the Model Election Rules contained in this Annex. It will determine the result of the election using the Single Transferable Vote (STV) method.

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Rejected ballot papers and rejected text voting records
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PART 1: INTERPRETATION**1. Interpretation**

- 1.1 In these rules, unless the context otherwise requires:

“*2006 Act*” means the National Health Service Act 2006;

“*corporation*” means the public benefit corporation subject to this constitution; “*council of governors*” means the council of governors of the corporation; “*declaration of identity*” has the meaning set out in rule 21.1; “*election*” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the council of governors;

“*e-voting*” means voting using either the internet, telephone or text message; “*e-voting information*” has the meaning set out in rule 24.2;

“*ID declaration form*” has the meaning set out in Rule 21.1; “internet voting record” has the meaning set out in rule 26.4(d);

“*internet voting system*” means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

“*lead governor*” means the governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (December 2013) or any later version of such code.

“*list of eligible voters*” means the list referred to in rule 22.1, containing the information in rule 22.2;

“*method of polling*” means a method of casting a vote in a poll, which may be

by post, internet, text message or telephone;

~~“*Monitor*” means the corporate body formerly known as Monitor as provided by section 61 of the 2012 Act;~~

“*numerical voting code*” has the meaning set out in rule 64.2(b) “*polling*

website” has the meaning set out in rule 26.1;

“*postal voting information*” has the meaning set out in rule 24.1;

“*telephone short code*” means a short telephone number used for the purposes of submitting a vote by text message;

“*telephone voting facility*” has the meaning set out in rule 26.2;

“*telephone voting record*” has the meaning set out in rule 26.5 (d);

“*text message voting facility*” has the meaning set out in rule 26.3;

“*text voting record*” has the meaning set out in rule 26.6 (d);

“*the telephone voting system*” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

“*the text message voting system*” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

“*voter ID number*” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

“*voting information*” means postal voting information and/or e-voting information

- 1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

PART 2: TIMETABLE FOR ELECTIONS

2. Timetable

2.1 The proceedings at an election shall be conducted in accordance with the following timetable:

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

3. Computation of time

3.1 In computing any period of time for the purposes of the timetable:

- (a) a Saturday or Sunday;

- (b) Christmas day, Good Friday, or a bank holiday, or
 - (c) a day appointed for public thanksgiving or mourning, shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.
- 3.2 In this rule, “bank holiday” means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

PART 3: RETURNING OFFICER

4. Returning Officer

- 4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.
- 4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff

- 5.1 Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as they consider necessary for the purposes of the election.

6. Expenditure

- 6.1 The corporation is to pay the returning officer:
- (a) any expenses incurred by that officer in the exercise of their functions under these rules,
 - (b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation

- 7.1 The corporation is to co-operate with the returning officer in the exercise of their functions under these rules.

8. Notice of election

- 8.1 The returning officer is to publish a notice of the election stating:
- (a) the constituency, or class within a constituency, for which the election is being held,
 - (b) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (c) the details of any nomination committee that has been established by the corporation,
 - (d) the address and times at which nomination forms may be obtained;
 - (e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,
 - (f) the date and time by which any notice of withdrawal must be received by the returning officer
 - (g) the contact details of the returning officer
 - (h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates

9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.

- 9.2 The returning officer:
- (a) is to supply any member of the corporation with a nomination form, and
 - (b) is to prepare a nomination form for signature at the request of any member of the corporation, but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

- 10.1 The nomination form must state the candidate's:
- (a) full name,
 - (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and

- (c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests

11.1 The nomination form must state:

- (a) any financial interest that the candidate has in the corporation, and
- (b) whether the candidate is a member of a political party, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility

12.1 The nomination form must include a declaration made by the candidate:

- (a) that they are not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of their qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate

13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:

- (a) they wish to stand as a candidate,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. Decisions as to the validity of nomination

14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:

- (a) decides that the candidate is not eligible to stand,
- (b) decides that the nomination form is invalid,
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

- 14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:
- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
 - (b) that the paper does not contain the candidate's particulars, as required by rule 10;
 - (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
 - (d) that the paper does not include a declaration of eligibility as required by rule 12, or
 - (e) that the paper is not signed and dated by the candidate, if required by rule 13.
- 14.3 The returning officer is to examine each nomination form as soon as is practicable after they have received it, and decide whether the candidate has been validly nominated.
- 14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.
- 15. Publication of statement of candidates**
- 15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- 15.2 The statement must show:
- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
 - (b) the declared interests of each candidate standing, as given in their nomination form.
- 15.3 The statement must list the candidates standing for election in alphabetical order by surname.

15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination forms

16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.

16.2 If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

17. Withdrawal of candidates

17.1 A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18. Method of election

18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and

- (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him them in consultation with the corporation.

PART 5: CONTESTED ELECTIONS

19. Poll to be taken by ballot

- 19.1 The votes at the poll must be given by secret ballot.
- 19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3 The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.
- 19.4 The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.
- 19.5 Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:
 - (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate internet voting record in respect of any voter who casts their vote using the internet voting system;
 - (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate telephone voting record in respect of any voter who casts their vote using the telephone voting system;
 - (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and

- (ii) will create an accurate text voting record in respect of any voter who casts their vote using the text message voting system.

20. The ballot paper

- 20.1 The ballot of each voter (other than a voter who casts their ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- 20.2 Every ballot paper must specify:
- (a) the name of the corporation,
 - (b) the constituency, or class within a constituency, for which the election is being held,
 - (c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
 - (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
 - (g) the contact details of the returning officer.
- 20.3 Each ballot paper must have a unique identifier.
- 20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public and patient constituencies)

- 21.1 The corporation shall require each voter who participates in an election for a public or patient constituency to make a declaration confirming:
- (a) that the voter is the person:
 - (i) to whom the ballot paper was addressed, and/or
 - (ii) to whom the voter ID number contained within the e-voting information was allocated,
 - (b) that they have not marked or returned any other voting information in the election, and

- (c) the particulars of their qualification to vote as a member of the constituency or class within the constituency for which the election is being held,

("declaration of identity")

and the corporation shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

- 21.2 The voter must be required to return their declaration of identity with their ballot.
- 21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

Action to be taken before the poll

22. List of eligible voters

- 22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
- 22.2 The list is to include, for each member:
 - (a) a postal address; and,
 - (b) the member's e-mail address, if this has been provided to which their voting information may, subject to rule 22.3, be sent.
- 22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. Notice of poll

- 23.1 The returning officer is to publish a notice of the poll stating:
 - (a) the name of the corporation,
 - (b) the constituency, or class within a constituency, for which the election is being held,

- (c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
- (g) the address for return of the ballot papers,
- (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
- (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
- (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
- (k) the date and time of the close of the poll,
- (l) the address and final dates for applications for replacement voting information, and
- (m) the contact details of the returning officer.

24. Issue of voting information by returning officer

24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:

- (a) a ballot paper and ballot paper envelope,
- (b) the ID declaration form (if required),
- (c) information about each candidate standing for election, pursuant to rule 61 of these rules, and
- (d) a covering envelope;

("postal voting information").

24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast their vote by an e- voting method of polling:

- (a) instructions on how to vote and how to make a declaration of identity (if required),
 - (b) the voter's voter ID number,
 - (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate, (d) contact details of the returning officer,
- ("e-voting information").
- 24.3 The corporation may determine that any member of the corporation shall:
- (a) only be sent postal voting information; or
 - (b) only be sent e-voting information; or
 - (c) be sent both postal voting information and e-voting information;
- for the purposes of the poll.
- 24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.
- 24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.
- 25. Ballot paper envelope and covering envelope**
- 25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.
- 25.2 The covering envelope is to have:
- (a) the address for return of the ballot paper printed on it, and
 - (b) pre-paid postage for return to that address.
- 25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –
- (a) the completed ID declaration form if required, and
 - (b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

- 26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").
- 26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").
- 26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").
- 26.4 The returning officer shall ensure that the polling website and internet voting system provided will:
- (a) require a voter to:
 - (i) enter their voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;
 in order to be able to cast their vote;
 - (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (v) instructions on how to vote and how to make declarations of identity,
 - (vi) the date and time of the close of the poll, and
 - (vii) the contact details of the returning officer;
 - (c) prevent a voter from voting for more candidates than they are entitled to at the election;
 - (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
 - (i) the voter's voter ID number;

- (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted;
 - and
 - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.
- 26.5 The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:
- (a) require a voter to:
 - (i) enter their voter ID number in order to be able to cast their vote; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;
 - (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) instructions on how to vote and how to make a declaration of identity,
 - (v) the date and time of the close of the poll, and
 - (vi) the contact details of the returning officer;
 - (c) prevent a voter from voting for more candidates than they are entitled to at the election;
 - (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted;
 - and
 - (iv) the date and time of the voter's vote
 - (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
 - (f) prevent any voter from voting after the close of poll.
- 26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:

- (a) require a voter to:
 - (i) provide their voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity; in order to be able to cast their vote;
- (b) prevent a voter from voting for more candidates than they are entitled to at the election;
- (c) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (ii) the candidate or candidates for whom the voter has voted; and
 - (iii) the date and time of the voter's vote
- (d) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (e) prevent any voter from voting after the close of poll.

The poll

27. Eligibility to vote

- 27.1 An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

28. Voting by persons who require assistance

- 28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.
- 28.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he considers necessary to enable that voter to vote.

29. Spoilt ballot papers and spoilt text message votes

- 29.1 If a voter has dealt with their ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.

- 29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoiled ballot paper, if they can obtain it.
- 29.3 The returning officer may not issue a replacement ballot paper for a spoiled ballot paper unless they:
- (a) are satisfied as to the voter's identity; and
 - (b) have ensured that the completed ID declaration form, if required, has not been returned.
- 29.4 After issuing a replacement ballot paper for a spoiled ballot paper, the returning officer shall enter in a list ("the list of spoiled ballot papers"):
- (a) the name of the voter, and
 - (b) the details of the unique identifier of the spoiled ballot paper (if that officer was able to obtain it);
and
 - (c) the details of the unique identifier of the replacement ballot paper.
- 29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a "spoiled text message vote"), that voter may apply to the returning officer for a replacement voter ID number.
- 29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoiled text message vote, if they can obtain it.
- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoiled text message vote unless they are satisfied as to the voter's identity.
- 29.8 After issuing a replacement voter ID number in respect of a spoiled text message vote, the returning officer shall enter in a list ("the list of spoiled text message votes"):
- (a) the name of the voter; and
 - (b) the details of the voter ID number on the spoiled text message vote (if that officer was able to obtain it); and
 - (c) the details of the replacement voter ID number issued to the voter.

30. Lost voting information

- 30.1 Where a voter has not received their voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.
- 30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless they:
- (a) are satisfied as to the voter's identity,
 - (b) have no reason to doubt that the voter did not receive the original voting information,
 - (c) have ensured that no declaration of identity, if required, has been returned.
- 30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):
- (a) the name of the voter
 - (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
 - (c) the voter ID number of the voter.

31. Issue of replacement voting information

- 31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the information unless, in addition to the requirements imposed by rule 29.3 or
- 31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list ("the list of tendered voting information"):
- (a) the name of the voter,
 - (b) the unique identifier of any replacement ballot paper issued under this rule;
 - (c) the voter ID number of the voter.

32. ID declaration form for replacement ballot papers (public and patient constituencies)

- 32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

Polling by internet, telephone or text**33. Procedure for remote voting by internet**

- 33.1 To cast their vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.
- 33.2 When prompted to do so, the voter will need to enter their voter ID number.
- 33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.
- 33.4 To cast their vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom they wishes to cast their vote.
- 33.5 The voter will not be able to access the internet voting system for an election once their vote at that election has been cast.

34. Voting procedure for remote voting by telephone

- 34.1 To cast their vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.
- 34.2 When prompted to do so, the voter will need to enter their voter ID number using the keypad.
- 34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4 When prompted to do so the voter may then cast their vote by keying in the numerical voting code of the candidate or candidates, for whom they wish to vote.

34.5 The voter will not be able to access the telephone voting facility for an election once their vote at that election has been cast.

35. Voting procedure for remote voting by text message

35.1 To cast their vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.

35.2 The text message sent by the voter must contain their voter ID number and the numerical voting code for the candidate or candidates, for whom they wish to vote.

35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

Procedure for receipt of envelopes, internet votes, telephone votes and text message votes

36. Receipt of voting documents

36.1 Where the returning officer receives:

- (a) a covering envelope, or
- (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper, before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.

36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

37. Validity of votes

- 37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.
- 37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, they are to:
- (a) put the ID declaration form if required in a separate packet, and
 - (b) put the ballot paper aside for counting after the close of the poll.
- 37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, they are to:
- (a) mark the ballot paper “disqualified”,
 - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
 - (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
 - (d) place the document or documents in a separate packet.
- 37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.
- 37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, they are to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.
- 37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, they are to:
- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
 - (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
 - (c) place the document or documents in a separate packet.

38. Declaration of identity but no ballot paper (public and patient constituency)¹

38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:

- (a) mark the ID declaration form “disqualified”,
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and
- (c) place the ID declaration form in a separate packet.

39. De-duplication of votes

39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.

39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election they shall:

- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
- (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number

39.3 Where a ballot paper is disqualified under this rule the returning officer shall:

- (a) mark the ballot paper “disqualified”,
- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
- (d) place the document or documents in a separate packet; and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:

¹ It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
- (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
- (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40. Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the ID declaration forms, if required,
- (c) the list of spoiled ballot papers and the list of spoiled text message votes, (d) the list of lost ballot documents,
- (e) the list of eligible voters, and
- (f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

“*ballot document*” means a ballot paper, internet voting record, telephone voting record or text voting record.

“*continuing candidate*” means any candidate not deemed to be elected, and not excluded,

“*count*” means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates, “*deemed to be elected*” means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

“*mark*” means a figure, an identifiable written word, or a mark such as “X”, “*non-transferable vote*” means a ballot document:

- (a) on which no second or subsequent preference is recorded for a continuing candidate, or
- (b) which is excluded by the returning officer under rule STV49,

“*preference*” as used in the following contexts has the meaning assigned below:

- (a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,
- (b) “next available preference” means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and
- (c) in this context, a “second preference” is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

“*quota*” means the number calculated in accordance with rule STV46,

“*surplus*” means the number of votes by which the total number of votes for any candidate (whether first preference or transferred

votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable ballot documents from the candidate who has the surplus,

“*stage of the count*” means:

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected, or
- (c) the exclusion of one or more candidates at any given time,

“*transferable vote*” means a ballot document on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

“*transferred vote*” means a vote derived from a ballot document on which a second or subsequent preference is recorded for the candidate to whom that ballot document has been transferred, and

“*transfer value*” means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

42. Arrangements for counting of the votes

- 42.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.
- 42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:
 - (a) the board of directors and the council of governors of the corporation have approved:
 - (i) the use of such software for the purpose of counting votes in the relevant election, and
 - (ii) a policy governing the use of such software, and
 - (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

43. The count

- 43.1 The returning officer is to:
 - (a) count and record the number of:
 - (iii) ballot papers that have been returned; and

- (iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
- (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

STV44. Rejected ballot papers and rejected text voting records

STV44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.2 The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted. STV44.3 Any text voting record:

- (a) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or

(c) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.4 The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by them under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by them under each of the sub-paragraphs (a) to (c) of rule STV44.3.

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted. FPP44.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.3 A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark, (c) by more than one mark, is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he can be identified by it.

- FPP44.4 The returning officer is to:
- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
 - (b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.
- FPP44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:
- (a) does not bear proper features that have been incorporated into the ballot paper,
 - (b) voting for more candidates than the voter is entitled to,
 - (c) writing or mark by which voter could be identified, and
 - (d) unmarked or rejected because of uncertainty, and, where applicable, each heading must record the number of ballot papers rejected in part.
- FPP44.6 Any text voting record:
- (a) on which votes are given for more candidates than the voter is entitled to vote,
 - (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
 - (c) which is unmarked or rejected because of uncertainty,
- shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.
- FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.
- FPP44.8 A text voting record on which a vote is marked:
- (a) otherwise than by means of a clear mark,
 - (b) by more than one mark,
- is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the

candidates clearly appears, and the way the text voting record is marked does not itself identify the voter and it is not shown that they can be identified by it.

FPP44.9 The returning officer is to:

- (a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and
- (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

- (a) voting for more candidates than the voter is entitled to,
- (b) writing or mark by which voter could be identified, and (c) unmarked or rejected because of uncertainty, and, where applicable, each heading must record the number of text voting records rejected in part.

STV45. First stage

STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.

STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.

STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

STV46. The quota

STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes

sufficient to secure the election of a candidate (in these rules referred to as “the quota”).

STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

STV47. Transfer of votes

STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:

- (a) according to next available preference given on those ballot documents for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.

STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.

STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
- (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the

sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:

- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.

STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:

- (a) a transfer value calculated as set out in rule STV47.4(b), or
- (b) at the value at which that vote was received by the candidate from whom it is now being transferred, whichever is the less.

STV47.8 Each transfer of a surplus constitutes a stage in the count.

STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:

- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
- (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

STV47.11 This rule does not apply at an election where there is only one vacancy.

STV48. Supplementary provisions on transfer

STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
- (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.

STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:

- (a) record the total value of the votes transferred to each candidate,
- (b) add that value to the previous total of votes recorded for each candidate and record the new total,
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare:
 - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the

returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

STV49. Exclusion of candidates

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule STV50, one or more vacancies remain to be filled, the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).

STV49.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:

- (a) ballot documents on which a next available preference is given, and
- (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).

STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.

STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate

excluded under rule STV49.1 into sub- parcels according to their transfer value.

- STV49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).
- STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.
- STV9.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value they shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until they have dealt with each sub-parcel of a candidate excluded under rule STV49.1.
- STV49.10 The returning officer shall after each stage of the count completed under this rule:
- (a) record:
 - (i) the total value of votes, or
 - (ii) the total transfer value of votes transferred to each candidate,
 - (b) add that total to the previous total of votes recorded for each candidate and record the new total,
 - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
 - (d) compare:
 - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.
- STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.

STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:

- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
- (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

STV50. Filling of last vacancies

STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of candidates

STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.

STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which they obtained the quota.

STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP51. Equality of votes

FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

FPP52. Declaration of result for contested elections

- FPP52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:
- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
 - (b) give notice of the name of each candidate who they have declared elected:
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chair of the NHS Trust, or
 - (ii) in any other case, to the chair of the corporation; and
 - (c) give public notice of the name of each candidate whom they have declared elected.

- FPP52.2 The returning officer is to make:
- (a) the total number of votes given for each candidate (whether elected or not), and
 - (b) the number of rejected ballot papers under each of the headings in rule FPP44.5,
 - (c) the number of rejected text voting records under each of the headings in rule FPP44.10,

available on request.

STV52. Declaration of result for contested elections

STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who they have declared elected –
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chair of the NHS Trust, or
 - (ii) in any other case, to the chair of the corporation, and
- (c) give public notice of the name of each candidate who they have declared elected.

STV52.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,
- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule STV44.1,
- (f) the number of rejected text voting records under each of the headings in rule STV44.3,

available on request.

53. Declaration of result for uncontested elections

53.1 In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who they have declared elected to the chair of the corporation, and
- (c) give public notice of the name of each candidate who they have declared elected.

PART 8: DISPOSAL OF DOCUMENTS

54. Sealing up of documents relating to the poll

54.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

- (a) the counted ballot papers, internet voting records, telephone voting records and text voting records,
- (b) the ballot papers and text voting records endorsed with "rejected in part",
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records,

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

54.2 The returning officer must not open the sealed packets of:

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the list of spoiled ballot papers and the list of spoiled text message votes,
- (c) the list of lost ballot documents, and
- (d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

54.3 The returning officer must endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

55. Delivery of documents

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

56. Forwarding of documents received after close of the poll

56.1 Where:

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chair of the corporation.

57. Retention and public inspection of documents

57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the board of directors of the corporation, cause them to be destroyed.

57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

57.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

58. Application for inspection of certain documents relating to an election

58.1 The corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing:
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any rejected text voting records, including text voting records rejected in part,
 - (iii) any disqualified documents, or the list of disqualified documents,
 - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
 - (v) the list of eligible voters, or

- (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.

58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

58.3 The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to:

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

58.4 On an application to inspect any of the documents listed in rule 58.1 the board of directors of the corporation must:

- (a) in giving its consent, and
- (b) in making the documents available for inspection

ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established:

- (i) that their vote was given, and
- (ii) that NHSE has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

FPP59. Countermand or abandonment of poll on death of candidate

FPP59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
- (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

- FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.
- FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.
- FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.
- FPP59.5 The returning officer is to:
- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
 - (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and
- ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- FPP59.6 The returning officer is to endorse on each packet a description of:
- (a) its contents,
 - (b) the date of the publication of notice of the election,
 - (c) the name of the corporation to which the election relates, and
 - (d) the constituency, or class within a constituency, to which the election relates.
- FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chair of the corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

- STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) publish a notice stating that the candidate has died, and
 - (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that:
 - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
 - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.
- STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

PART 10: ELECTION EXPENSES AND PUBLICITY**Election expenses****60. Election expenses**

- 60.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application made to **Monitor NHSE** under Part 11 of these rules.

61. Expenses and payments by candidates

- 61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:
- (a) personal expenses,
 - (b) travelling expenses, and expenses incurred while living away from home, and
 - (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

62. Election expenses incurred by other persons

- 62.1 No person may:
- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
 - (b) give a candidate or their family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.
- 62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

Publicity

63. Publicity about election by the corporation

- 63.1 The corporation may:
- (a) compile and distribute such information about the candidates, and
 - (b) organise and hold such meetings to enable the candidates to speak and respond to questions, as it considers necessary.
- 63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:
- (a) objective, balanced and fair,
 - (b) equivalent in size and content for all candidates,
 - (c) compiled and distributed in consultation with all of the candidates standing for election, and
 - (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.
- 63.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

64. Information about candidates for inclusion with voting information

- 64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.
- 64.2 The information must consist of:
- (a) a statement submitted by the candidate of no more than 250 words,
 - (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility (“numerical voting code”), and
 - (c) a photograph of the candidate.

65. Meaning of “for the purposes of an election”

- 65.1 In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.
- 65.2 The provision by any individual of their own services voluntarily, on their own time, and free of charge is not to be considered an expense for the purposes of this Part.

PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

66. Application to question an election

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to ~~Monitor~~ NHSE for the purpose of seeking a referral to the independent election arbitration panel (IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the returning officer.
- 66.3 An application may only be made to NHSE~~Monitor~~ by:
- (a) a person who voted at the election or who claimed to have had the right to vote, or
 - (b) a candidate, or a person claiming to have had a right to be elected at the election.

- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
 - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. NHSEMonitor will refer the application to the independent election arbitration panel appointed by NHSEMonitor.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 NHSEMonitor shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.
- 66.8 The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

PART 12: MISCELLANEOUS

67. **Secrecy**

67.1 The following persons:

- (a) the returning officer,
- (b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

- (i) the name of any member of the corporation who has or has not been given voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper, (iii) the voter ID number allocated to any voter,
- (iv) the candidate(s) for whom any member has voted.

67.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

67.3 The returning officer is to make such arrangements as they think fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

68. Prohibition of disclosure of vote

68.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom they have voted.

69. Disqualification

69.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

70. Delay in postal service through industrial action or unforeseen event

70.1 If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he considers appropriate.

ANNEX 5 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

(Paragraph 22)

Elected Governors

- 1 A member of the Public Constituency may not vote at an election for a Public Governor unless they have made a declaration in the form specified by the Secretary that they are qualified to vote as a member of the relevant area of the Public Constituency. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

Appointed Governors

- 2 Appointed governors are to be appointed by the appointing organisations, in accordance with a process agreed with the Secretary.

Appointment of ~~Vice Chair~~ (Lead Governor)

- 3 The Council of Governors shall elect a Public Governor to be ~~Vice Chair~~ (Lead Governor) of the Council of Governors. The term of office for the ~~Vice Chair~~ (Lead Governor) shall be two years. At the end his term of office the ~~Vice Chair~~ (Lead Governor) shall be eligible for re-election by the Council of Governors. The maximum term of office as ~~Vice Chair~~ (Lead Governor) shall be no more than four years.

Further provisions as to eligibility to be a Governor

- 4 A person may not become a governor of the trust, and if already holding such office will immediately cease to do so, if:
 - 4.1 they are a director of the trust or a governor or director of an NHS body (unless they are appointed by an appointing organisation which is an NHS body);
 - 4.2 they are the spouse, partner, parent or child of a member of the Board of Directors of the trust;
 - 4.3 they are a member of a committee which has any role on behalf of a local authority to scrutinise health matters;
 - 4.4 they have been previously removed as a Governor;
 - 4.5 being a member of the Public Constituency, they refuse to sign a declaration in the form specified by the Secretary of particulars of their qualification to vote as a member of the trust, and that they are not prevented from being a governor of the Council of Governors;

- 4.6 they are subject to a sex offender order, sexual risk order, sexual harm prevention order or equivalent;
- 4.7 they have within the preceding two years been dismissed, otherwise than by reason of redundancy or medical incapacity, from any paid employment with an NHS body;
- 4.8 They are, or are eligible to be, a member of the Staff Constituency and have received a final written warning from the trust which has not yet expired.
- 4.9 they are a person whose tenure of office as the Chair or as a member or director of an NHS body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest.
- 4.10 A person holding office as a Governor shall immediately cease to do so if:
- 4.10.1 they have failed to sign and deliver to the Secretary a statement in the form required by the Secretary confirming acceptance of the trust's Conflict of Interests policy.
- 4.10.2 they are removed from the Council of Governors under the provisions of clause 15.4.
- ~~4.11 — they resign by notice to the Secretary.~~
- ~~4.12 — they fail to attend three consecutive meetings of the Council of Governors, unless the other Governors are satisfied that:~~
- ~~4.12.1 the absences were due to reasonable causes; and~~
- ~~4.12.2 they will be able to start attending meetings of the Council of Governors again within such a period as the other Governors consider reasonable;~~
- ~~4.13 — they have refused without reasonable cause to undertake any training which the Council of Governors requires all Governors to undertake.~~
- ~~4.14 — they have failed to sign and deliver to the Secretary a statement in the form required by the Secretary confirming acceptance of the Foundation Trust's Conflict of Interests policy.~~
- ~~4.15 — they are removed from the Council of Governors under the provisions of paragraph 6.~~

~~5 A Governor may be removed from the Council of Governors by a resolution approved by not less than three-quarters of the remaining Governors present at the Council of Governors meeting and voting on the grounds that:~~

~~5.1 they have committed a serious breach of the Foundation Trust's Conflict of Interests policy, or~~

~~5.2 they have acted in a manner detrimental to the interests of the Foundation Trust; and~~

~~5.3 the Council of Governors consider that it is not in the best interests of the Foundation Trust for them to continue as a Governor.~~

Mid Term Vacancies amongst Governors

~~5.1 Elections for elected members of the Council of Governors will normally be held annually within a financial year, at a time most appropriate, giving due regard to Governor vacancies.~~

~~5.2 A vacancy that arises amongst the elected governors for any reason other than expiry of term of office will be offered to the candidate who received the next highest number of votes in the same class and constituency in the most recent election, or, should that candidate decline, offered to each of the remaining next highest polling candidates in order until the seat is filled. If the election was uncontested, or if none of the previous candidates is willing to serve as a governor, a further election will be held.~~

~~5 Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply.~~

5.3 Where the vacancy arises amongst the appointed Governors, the Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office.

~~5.1 Where the vacancy arises amongst the elected Governors, the Council of Governors shall be at liberty either:~~

~~5.1.1 to call an election within three months to fill the seat for the remainder of that term of office; or~~

~~5.1.2 to invite the next highest polling candidate for that seat at the most recent election to fill the seat until the next election, at which time the seat will fall vacant and subject to election for any unexpired period of the term of office. Should that candidate decline, the Council of Governors shall be at liberty to approach of~~

~~the remaining next highest polling candidates in order until the seat is filled, failing which the options referred to in paragraphs 9.1 and 9.3 of this Annex 5 shall be available to the Council of Governors; or~~

~~5.1.3 — if the unexpired period of the term of office is less than nine months, to leave the seat vacant until the next elections are held.~~

Expenses

~~6 — Expenses for Governors are to be disclosed in the annual report.~~

ANNEX 6 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

(Paragraph 18 and 20)

1 INTERPRETATION

- 1.1 Save as permitted by law, the Chair of the trust shall be the final authority on the interpretation of Standing Orders (on which they shall be advised by the Secretary).
- 1.2 Any expression to which a meaning is given in the 2006 Act shall have the same meaning in this interpretation and in addition:

“Board of Directors”	shall mean the Chair and Non-Executive Directors, appointed by the Council of Governors, and the Executive Directors appointed by the Nominations, Remuneration and Succession (Executive Directors) Committee of the Board of Directors.
“Chair”	is the person appointed by the Council of Governors in accordance with paragraph 24 of this Constitution. The expression “the Chair” shall be deemed to include the Deputy Chair or otherwise a Non-Executive Director appointed by the Board of Directors to preside for the time being over its meetings.
“Chief Executive”	shall mean the chief officer of the trust.
“Constitution”	means the constitution of the trust and all annexes to it, as may be amended from time to time.
“Council of Governors”	means the Council of Governors of the trust from time to time;
“Director”	shall mean a person appointed to the Board of Directors in accordance with the trust’s Constitution and includes the Chair.
“Governor”	means a Governor on the Council of Governors

“Meeting”	means a duly convened meeting of the Council of Governors;
“Motion”	Means a formal proposition to be discussed and voted on during the course of a meeting.
“Nominated Officer”	means an Officer charged with the responsibility for discharging specific tasks within Standing Orders.
“Officer”	means an employee of the trust.
“Question on Notice”	means a question from a Governor (notice of which has been given pursuant to Standing Order 4.7.2) about a matter over which the Council has powers or duties or which affects the services provided by the trust;
“Remuneration and Appointments Committee “	shall be a committee appointed by the Board of Directors in accordance with paragraph 28.3 of this Constitution.
“Secretary”	means the Secretary of the trust or any other person appointed to perform the duties of the Secretary, including a joint assistant or deputy secretary.

2. GENERAL INFORMATION

- 2.1 These Standing Orders for the practice and procedure of the Council of Governors are the standing orders referred to in paragraph 16 of the Constitution. They may be amended in accordance with the procedure set out in Standing Order 4.14 below. If there is any conflict between these Standing Orders and the Constitution, the Constitution shall prevail.
- 2.2 The purpose of the Council of Governors’ Standing Orders is to ensure that the highest standards of corporate governance and conduct are applied to all meetings of the Council of Governors and associated deliberations. The Council shall at all times seek to comply with the trust's Code of Conduct for the Council of Governors.
- 2.3 All business shall be conducted in the name of the trust.

- 2.4 The Board of Directors shall appoint trustees to administer, separately, charitable funds received by the trust and for which they are accountable to the Charity Commission.
- 2.5 A Governor who has acted honestly and in good faith will not have to meet, out of their own personal resources, any personal civil liability which is incurred in the execution or purported execution of their functions as a Governor save where the Governor has acted recklessly. On behalf of the Council of Governors, and as part of the trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

3. Composition of the Council of Governors

- 3.1. The composition of the Council of Governors shall be in accordance with paragraph 10 and Annex 3 of the trust's Constitution.
- 3.2. **Appointment and Removal of the Chair and Deputy Chair of the Council of Governors** - These appointments shall be made by the Council of Governors in accordance with paragraph 24 of the trust's Constitution.
- 3.3. **Duties of Deputy Chair** - Where the Chair of the trust has died or has otherwise ceased to hold office or where they have been unable to perform his duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair shall, so long as there is no Chair able to perform his duties, be taken to include references to the Deputy Chair or the Non-Executive Director nominated by the Council of Governors to take on the duties of the Chair or Deputy Chair should both be absent from a meeting or otherwise unavailable or unable to perform his duties.

4. Meetings of the Council of Governors

- 4.1. Admission to meetings
- 4.1.1 Meetings of the Council of Governors must be open to the public (which, for the avoidance of doubt, includes representatives of the press), subject to 4.1.2 and 4.1.3 below.

- 4.1.2 The Council of Governors may resolve to exclude members of the public or a representative from the press from any meeting or part of a meeting for reasons of commercial confidentiality or for other special reasons.
- 4.1.3 The Chair may exclude any member of the public or representative from the press from the meeting of the Council of Governors if they consider that they are interfering with or preventing the proper conduct of the meeting.
- 4.1.4 Meetings of the Council of Governors shall be held at least four times each year at such times and places that the Chair may determine.
- 4.1.5 Without prejudice to the power of the Council of Governors to require one or more of the Directors to attend a meeting of the Council of Governors for the purposes of obtaining information about the trust's performance of its functions or the Directors' performance of their duties (and decide whether to propose a vote on the trust's or Directors' performance) at paragraph 15.3 of the Constitution, the Council of Governors may invite the Chief Executive, one or more Directors or a representative of the auditor or other advisors, as appropriate, to attend any meeting of the Council of Governors to enable Governors to raise questions about the trust's affairs.

4.2 Calling Meetings

- 4.2.1 Meetings of the Council of Governors may be called by the Secretary or the Chair or ~~eleven~~ one third of current Governors (including at least two elected Governors and one appointed Governors) who give written notice to the Secretary specifying the business to be carried out. The Secretary shall send a written notice to all Governors as soon as possible after receipt of such a request. If upon receipt of such a request, the Secretary fails to call such a meeting, the Chair or the one-third of ~~eleven~~ Governors, whichever is the case, shall call the meeting.
- 4.2.2 All decisions taken in good faith at a meeting of the Council of Governors or of any committee shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting.

4.3 Notice of Meetings

- 4.3.1 The Secretary shall deliver a schedule of the dates, times and venues of meetings of the Council of Governors for each calendar year, six months in advance of the first meeting of the Council of Governors to be called, duly signed by the Chair or by an Officer of the trust authorised by the Chair to sign on his behalf, to every Governor, or send such schedule by post to the usual place of residence of such Governor. Lack of service of the notice on any Governor shall not affect the validity of a meeting, subject to 4.3.4 below.
- 4.3.2 Notwithstanding 4.3.1, and subject to 4.3.3, should an additional meeting of the Council of Governors be called pursuant to 4.2, the Secretary shall, as soon as possible, deliver written notice of the date, time and venue of the meeting to every Governor, or send by post to the usual place of residence of such Governor, so as to be available to him/her at least fourteen days and not more than twenty eight days before the meeting. Such notice will also be published on the trust's website.
- 4.3.3 The Chair may waive the notice required pursuant to 4.3.2 in the case of emergencies or in the case of the need to conduct urgent business.
- 4.3.4 Subject to 4.3.3, failure to serve notice on more than three quarters of Council of Governors will invalidate any meeting. A notice will be presumed to have been served 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.
- 4.3.5 Before each meeting of the Council of Governors, the Secretary shall ensure that every Governor is provided with reasonable notice of the details of the business to be transacted in it. In the case of a meeting called by Governors in default of the Chair, no business shall be transacted at the meeting other than that specified in the notice.

4.4 Setting the Agenda

- 4.4.1 The Secretary shall ensure an agenda, minutes of the previous meeting of the Council of Governors, copies of any

Questions on Notice and/or motions on notice to be considered at the relevant meeting of the Council of Governors and any supporting papers are delivered to every Governor, either electronically, or sent by post to the usual place of residence of such Governor, so as to be available to him/her normally at least seven days in advance of the meeting.

4.4.2 Approval of the minutes of the previous meeting of the Council of Governors will be a specific item on each agenda.

4.4.3 In the case of a meeting called by the Chair, a Governor desiring a matter to be included on an agenda shall make his request in writing to the Chair at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

4.5 **Chair of Meeting**

At any meeting of the Council of Governors, the person presiding shall be determined in accordance with paragraph 17.1 of the Constitution.

4.6 **Notices of Motions**

4.6.1 For the avoidance of doubt, motions by the Council of Governors may only concern matters for which the Council of Governors has a responsibility or which affect the services provided by the trust.

4.6.2 Notice of motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Governor who gave it and the signature of four other Governors. When any such motion has been disposed of by the Council of Governors it shall not be competent for any Governor, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if they consider it appropriate.

4.6.3 Subject to paragraph 4.6.5 and except in the circumstances covered by paragraph 4.8, Governors desiring to move or amend a motion shall send a written notice thereof at least

ten clear days before the meeting at which it is proposed to be considered to the Secretary, such written notice to be signed or transmitted by at least two Governors. For the purposes of this paragraph 4.6, receipt of such motions by electronic means is acceptable.

4.6.4 Upon receipt of a motion, the Secretary shall:

- 4.6.4.1 acknowledge receipt in writing to each of the Governors who signed or transmitted it; and
- 4.6.4.2 insert this in the agenda for that meeting, together with any relevant papers.

4.6.5 The following motions may be moved at any meeting without notice:

- 4.6.5.1 To amend the minutes of the previous meeting of the Council of Governors in order to ensure accuracy;
- 4.6.5.2 To change the order of business in the agenda for the meeting;
- 4.6.5.3 To refer a matter discussed at a meeting to an appropriate body or individual;
- 4.6.5.4 To appoint a working group arising from an item on the agenda for the meeting;
- 4.6.5.5 To receive reports or adopt recommendations made by the Board of Directors;
- 4.6.5.6 To withdraw a motion;
- 4.6.5.7 To amend a motion;
- 4.6.5.8 To proceed to the next business on the agenda;
- 4.6.5.9 That the question be now put;
- 4.6.5.10 To adjourn a debate;
- 4.6.5.11 To adjourn a meeting;
- 4.6.5.12 To exclude the public and press from the meeting in question pursuant to 4.1.2 (in which case, the motion shall state on what grounds such exclusion is appropriate).
- 4.6.5.13 To not hear further from a Governor, or to exclude them from the meeting in question (if a member persistently disregards the ruling of the Chair or behaves improperly or offensively or deliberately obstructs business, the Chair, in his absolute discretion, may move that the Governor in question will not be heard further at that meeting and, if seconded, the motion will

be voted on without discussion. If the Governor continues to behave improperly after such a motion is carried, the Chair may move that either the Governor leaves the meeting room or that the meeting is adjourned for a specific period. If seconded, that motion will be voted on without discussion.)

4.6.5.14 To give the consent of the Council of Governors to any matter on which its consent is required pursuant to the Constitution.

4.6.6 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

4.7 Questions on Notice at Meetings

4.7.1 Subject to 4.7.2, a Governor may ask a Question on Notice of:

- 4.7.1.1 the Chair;
- 4.7.1.2 another Governor;
- 4.7.1.3 an Executive Director; or
- 4.7.1.4 the chair of any sub-committee or working group of the Council.

4.7.2 Except in the circumstances covered by 4.8, notice of a Question on Notice must be given in writing to the Secretary at least ten days prior to the relevant meeting. For the purposes of this Standing Order 4.7, receipt of any such Questions on Notice via electronic means is acceptable.

4.7.3 A response to a Question on Notice may take the form of:

- 4.7.3.1 A direct oral answer at the relevant meeting (which may, where the desired information is in a publication of the trust or other published work, take the form of a reference to that publication);
- 4.7.3.2 Where a direct oral answer cannot be given, a written answer which will be circulated as soon as reasonably practicable to the questioner and circulated to the remaining Governors with the agenda for the next meeting.

4.7.4 Supplementary questions for the purpose of clarification of a reply to a Question on Notice may be asked at the absolute discretion of the Chair.

4.8 **Urgent motions or questions**

4.8.1 The Chair may, in his opinion, table an urgent motion or question.

4.8.2 A Governor may submit an urgent motion or question in writing to the Secretary before the commencement of the meeting at which it is proposed it should be considered.

4.9 **Reports from the Executive Directors**

4.9.1 At any meeting, a Governor may ask any question on any report by an Executive Director or another Officer through the Chair without notice, after that report has been received by or while such report is under consideration by the Council of Governors at the meeting.

4.9.2 Unless the Chair decides otherwise, no statements will be made by a Governor other than those which are strictly necessary to define or clarify any questions posed pursuant to 4.9.1 and, in any event, no such statement may last longer than three minutes each.

4.9.3 A Governor who has asked a question pursuant to 4.9.1 may ask a supplementary question if the supplementary question arises directly out of the reply given to the initial question.

4.9.4 The Chair may, in his/ absolute discretion, reject any question from any Governor if, in the opinion of the Chair, the question is substantially the same and relates to the same topic as a question which has already been put to the meeting or a previous meeting.

4.9.5 At the absolute discretion of the Chair, questions may, at any meeting which is held in public, be asked of the Executive Directors present by members of the trust or any other members of the public present at the meeting.

4.10 **Speaking**

This Standing Order applies to all forms of speech/debate by Governors or members of the trust and public in relation to a motion or question under discussion at a meeting of the Council of Governors.

- 4.10.1 Any approval to speak must be given by the Chair.
- 4.10.2 All speakers must state their name and role before starting to speak to ensure the accuracy of the meeting minutes.
- 4.10.3 Speeches must be directed to the matter, motion or question under discussion or to a point of order.
- 4.10.4 Unless in the opinion of the Chair it would not be desirable or appropriate to time limit speeches on any topic to be discussed having regard to its nature, complexity or importance, no proposal, speech nor any reply may exceed three minutes.
- 4.10.5 The Chair may, in his absolute discretion, limit the number of replies, questions or speeches which are heard at any one meeting.
- 4.10.6 A person who has already spoken on a matter at a meeting may not speak again at that same meeting in respect of that matter unless exercising a right of reply or speaking on a point of order.

4.11 **Chair's Ruling**

Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.12 **Voting**

- 4.12.1 Decisions at meetings shall be determined by a majority of the votes of the Governors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.

- 4.12.2 All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 4.12.3 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 4.12.4 If a Governor so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.12.5 In no circumstances may an absent Governor vote by proxy. Subject to paragraph 4.17.3, absence is defined as being absent at the time of the vote.
- 4.12.6 An elected Governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Secretary of the particulars of their qualification to vote as a member of the trust and that they are not prevented from being a Governor on the Council of Governors. An elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors and every agenda for meetings of the Council of Governors shall draw this to the attention of the elected Governors.

4.13 **Suspension of Standing Orders (SOs)**

- 4.13.1 Except where this would contravene any statutory provision or a direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present and that a majority of those present vote in favour of suspension.
- 4.13.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.
- 4.13.3 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.

4.13.4 No formal business may be transacted while SOs are suspended.

4.13.5 The Trust's Audit Committee shall review every decision to suspend SOs.

4.14 **Variation and Amendment of Standing Orders**

Notwithstanding paragraph 44 of this Constitution, these Standing Orders shall be amended only if:

4.14.1 the variation proposed does not contravene a statutory provision;

4.14.2 a motion to amend the Standing Orders is signed by seven Governors (including at least two elected Governors and one appointed Governors) and submitted to the Secretary in writing at least 21 days before the meeting at which the motion is intended to be proposed

4.14.3 or approved at the Council of Governors Advisory Committee ; and

4.14.4 no fewer than three quarters of the Governors present and voting vote in favour of the amendment.

4.15 **Record of Attendance**

4.15.1 The names of the Governors present at the meeting (including when present pursuant to paragraph 4.17.3) shall be recorded in the minutes.

4.15.2 Governors who are unable to attend a meeting shall notify the Secretary in writing in advance of the meeting in question in order that their apologies are submitted.

4.16 **Minutes**

4.16.1 The minutes of the proceedings of the meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.

4.16.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.16.3 The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public and press are excluded pursuant to 4.1.2 unless otherwise required by law.

4.17 **Quorum**

4.17.1 One third of current Governors shall form a quorum.

4.17.2 If a Governor has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.17.3 The Council of Governors may agree that its members can participate in its meetings by telephone, video or video media link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

5. **Arrangements for the Exercise of Functions by Delegation**

The Council of Governors may not delegate any of its powers to a committee or sub-committee, although it may appoint committees consisting of its members, Directors and other persons to assist the Council of Governors in carrying out its functions. The Council of Governors may, through the Secretary, request that advisors assist them or any committee they appoint in carrying out its duties.

6. **Confidentiality**

6.1 A Governor on the Council of Governors shall not disclose a matter dealt with by, or brought before, the Council of Governors without its permission.

- 6.2 Members of the Nominations Committee shall not disclose any matter dealt with by the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or the Committee resolves that it is confidential.

7. Declaration of Interests and Register of Interests

- 7.1 Governors are required to comply with the trust's Conflict of Interests policy and declare interests that are material to the Council. All Governors should declare such interests on appointment and on any subsequent occasion that a conflict arises.
- 7.2 Subject to the exceptions in 7.3, a "material interest" is:
- 7.2.1 any directorship of a company;
 - 7.2.2 any interest or position in any firm, company, business or organisation (including any charitable or voluntary organisation) which has or is likely to have a trading or commercial relationship with the trust;
 - 7.2.3 any interest in an organisation providing health and social care services to the National Health Service;
 - 7.2.4 a position of authority in a charity or voluntary organisation in the field of health and social care;
 - 7.2.5 any connection with any organisation, entity or company considering entering into a financial arrangement with the trust including but not limited to lenders or banks.
- 7.3 The exceptions which shall not be treated as material interests for the purposes of these provisions are as follows:
- 7.3.1 shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
 - 7.3.2 an employment contract with the trust held by a Staff Governor;
 - 7.3.3 an employment contract with a local authority held by a Local Authority Governor;

- 7.3.4 an employment contract with or other position of authority within an appointing organisation held by an Appointed Governor.
- 7.4 Any Governor who has an interest in a matter to be considered by the Council of Governors (whether because the matter involves a firm, company, business or organisation in which the Governor or his spouse or partner has a material interest or otherwise) shall declare such interest to the Council of Governors and:
- 7.4.1 shall withdraw from the meeting and play no part in the relevant discussion or decision; and
- 7.4.2 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 7.5 Any Governor who fails to disclose any interest or material interest required to be disclosed under these provisions must permanently vacate their office if required to do so by a majority of the remaining Governors.
- 7.6 If a Governor has any doubt about the relevance of an interest, they should discuss it with the Chair who shall advise them whether or not to disclose the interest.
- 7.7 At the time that a Governor's interests are declared, they should be recorded in the Council of Governors' minutes and entered on a Register of Interests of Governors to be maintained by the Secretary. Any changes in interests should be declared at the next meeting of the Council of Governors following the change occurring.
- 7.8 Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report.

8. Register of Interests

- 8.1 The Secretary, will ensure that a Register of Interests is established to record formally declarations of interests of Governors.
- 8.2 Details of the Register will be kept up to date and reviewed annually.
- 8.3 The Register will be available to the public.

9. Compliance - Other Matters

- 9.1 All Governors shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the trust.
- 9.2 All Governors of the trust shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board of Directors for the guidance of all staff employed by the trust.
- 9.3 All Governors must behave in accordance with the seven Nolan principles of behaviour in Public Life (and the trust's Code of Conduct for Governors as amended from time to time):
- Selflessness;
 - Integrity;
 - Objectivity;
 - Accountability;
 - Openness;
 - Honesty, and
 - Leadership.

10. Resolution of Disputes with Board of Directors

- 10.1. Should a dispute arise between the Council of Governors and the Board of Directors, then the disputes resolution procedure set out below shall be followed.
- 10.2. The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.
- 10.3. Failing resolution under 10.2 above, then the Board of Directors or the Council of Governors, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 10.4. The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board of Directors or

Council of Governors as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.

- 10.5. The Chair or Deputy Chair (if the dispute involves the Chair) shall immediately, or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved then the procedure outlined in 10.2 above shall be repeated.
- 10.6. If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair) and following the further discussions prescribed in 10.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council of Governors and Board of Directors accordingly.
- 10.7. On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 10.8. On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.
- 10.9. Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing ~~NHSE Monitor~~ that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the trust is not acting in accordance with the terms of its Constitution or not complying with the terms of the 2006 Act.

11. Council Performance

- 11.1. The Chair shall, at least annually, lead a performance assessment process for the Council of Governors to enable the Council of Governors to review its roles, structure and composition, and procedures, taking into account emerging best practice.
- 11.2. The performance assessment process in 11.1 shall include a review of the input into the Council of Governors of each appointing organisation.

ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

(Paragraph 31)

1. Interpretation

- 1.1. Save as permitted by law, the Chair of the trust shall be the final authority on the interpretation of Standing Orders (on which they shall be advised by the Secretary).
- 1.2. Any expression to which a meaning is given in the 2006 Act shall have the same meaning in this interpretation and in addition:

Board of Directors	shall mean the Chair and Non-Executive Directors, appointed by the Council of Governors, and the Executive Directors appointed by the Nominations and Remuneration (Executive Directors) Committee.
Chair	is the person appointed by the Council of Governors in accordance with paragraph 26 of this Constitution. The expression “the Chair” shall be deemed to include the Deputy Chair or otherwise a Non-Executive Director appointed by the Board of Directors to preside for the time being over its meetings.
Chief Executive	shall mean the chief officer of the trust.
Committee	shall mean a committee appointed by the Board of Directors.
Committee Members	shall be persons formally appointed by the Board of Directors to sit on or to chair specific committees.
Constitution	shall mean the constitution of the trust and all annexes to it, as may be amended from time to time.

Director	shall mean a member of the Board of Directors appointed in accordance with the trust's Constitution and includes the Chair.
Motion	means a formal proposition to be discussed and voted on during the course of a meeting.
Nominated Officer	means an Officer charged with the responsibility for discharging specific tasks within Standing Orders
Officer	means an employee of the trust.
Nominations and Remuneration Committee	shall be a committee appointed in accordance with paragraph 28.3 of this Constitution.
Secretary	means the Secretary of the trust or any other person appointed to perform the duties of the Secretary, including a joint assistant or deputy secretary.
SOs	Standing Orders
Trust	Means The Walton Centre NHS Foundation Trust

2. General Information

- 2.1. The purpose of the Board of Directors Standing Orders is to ensure that the highest standards of Corporate Governance are achieved in the Board of Directors and throughout the organisation. The Board of Directors shall at all times seek to comply with the trust's Code of Conduct for Directors.
- 2.2. All business shall be conducted in the name of the trust.
- 2.3. The Directors shall appoint trustees to administer, separately, charitable funds received by the trust and for which they are accountable to the Charity Commission.

- 2.4. A Director, or Officer of the trust, who has acted honestly and in good faith will not have to meet out of their own personal resources any personal civil liability which is incurred in the execution or purported execution of their function as a Director save where the Director has acted recklessly. On behalf of the Directors, and as part of the trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

3. **Composition of the Board of Directors**

- 3.1. The composition of the Board of Directors shall be as set out in paragraph 23 of the trust's Constitution. Subject to paragraph 23.2 of the Constitution, the number of Directors may be increased or reduced by the Board of Directors.
- 3.2. **Appointment and Removal of the Chair and Non-Executive Directors** - The Chair and Non-Executive Directors are appointed/removed by the Council of Governors in accordance with paragraph 24 of the trust's Constitution.
- 3.3. **Appointment and Removal of the Executive Directors** – The Nominations and Remuneration Committee of the Board of Directors (excluding the Chief Executive) shall appoint the Chief Executive (which appointment shall be approved by the Council of Governors). The Nominations and Remuneration Committee of the Board of Directors (inclusive of the Chief Executive) shall appoint or remove the other Executive Directors.
- 3.4. **Appointment and Removal of Deputy Chair** – For the purpose of enabling the proceedings of the trust to be conducted in the absence of the Chair, a Deputy Chair shall be appointed in accordance with paragraph 27 of the trust's Constitution.
- 3.5. **Powers of Deputy Chair** - Where the Chair of the trust has died or has otherwise ceased to hold office or where he has been unable to perform his duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair shall, so long as there is no Chair able to perform his duties, be taken to include references to the Deputy Chair or otherwise to the Non-Executive Director appointed by the Board of Directors to preside for the time being over its meetings.

- 3.6. **Joint Directors** - Where more than one person is appointed jointly to a post in the trust which qualifies the holder for executive directorship or in relation to which an Executive Director is to be appointed, those persons shall become appointed as an Executive Director jointly, and shall count as one person.
- 3.7. Non-Executive Directors may seek external advice or appoint an external advisor on any material matter of concern provided the decision to do so is a collective one by the majority of Non-Executive Directors.

4. **Meetings of the Board of Directors**

4.1. Admission to meetings

4.1.1. Meetings of the Board of Directors must be open to the public, unless the Board in its absolute discretion decides otherwise in relation to all or part of such meetings for reasons of commercial sensitivity or for other special reasons.

4.1.2. The Board of Directors may resolve to invite an individual to any meeting or part of a meeting on the grounds that it considers that:

- (a) their attendance at the meeting is relevant and beneficial to the nature of the business under consideration or is otherwise in the public interest; and
- (b) that the individual understands any requirements for confidentiality that will be required of them by attending that meeting or part of a meeting.

4.1.3. Meetings of the Board of Directors shall be held at least three times each year at times and places that the Board of Directors may determine.

4.1.4. The Board of Directors shall arrange for an annual public meeting to be held within nine months of the end of each financial year. The registers and documents set out in paragraphs 34 and 37 of this Constitution shall be available for inspection at the meeting subject to the provisions of paragraph 36 of this Constitution.

4.2. Calling Meetings

Meetings of the Board of Directors may be called by the Secretary, or by the Secretary on the request of the Chair or by four Directors who give written notice to the Secretary specifying the business to be carried out. The Secretary shall send a written notice to all Directors as soon as possible after receipt of such a request. If the Secretary fails to call such a meeting, the Chair or four Directors, whichever is the case, shall call the meeting.

4.3. Notice of Meetings

4.3.1 The Secretary shall deliver a schedule giving notice of the date, time and venue of all meetings of the Board of Directors planned for the next calendar year, signed by the Chair or by an Officer of the trust authorised by the Chair to sign on his behalf to every Director, or send such schedule by post to the usual place of residence of such Director, so as to be available to him/her at least fourteen days before the first meeting and, in any event, before 1 January of the next calendar year. Lack of service of the notice on any Director shall not affect the validity of a meeting, subject to 4.3.4 below.

4.3.2. Notwithstanding the above requirement for a schedule of meeting dates each calendar year, and subject to 4.3.3, should an additional meeting of the Board of Directors be called pursuant to 4.2, the Secretary shall, as soon as possible, deliver written notice of the date, time and venue of the meeting to every Director, or send by post to the usual place of residence of such Director, so as to be available to him/her at least fourteen days before the meeting and not more than twenty eight days before the meeting.

4.3.3. The Chair may waive the notice required pursuant to 4.3.2 in the case of emergencies or in the case of the need to conduct urgent business.

4.3.4. Subject to 4.3.3, failure to serve such a notice on more than three Directors will invalidate the meeting. A notice will be presumed to have been served 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.

4.3.5. Before each meeting of the Board, the Secretary shall ensure that every Director is provided with reasonable notice of the details of the business proposed to be transacted at it. In the case of a meeting called by Directors in default of the Chair, no business shall be transacted at the meeting other than that specified in the notice.

4.4. **Setting the Agenda**

4.4.1. The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Board of Directors and shall be addressed prior to any other business being conducted.

4.4.2. In the case of a meeting called by the Chair or Secretary, a Director desiring a matter to be included on an agenda shall make his request in writing to the Secretary at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

4.4.3. The Secretary shall make arrangements to ensure that the final agenda and any supporting papers for the meeting, following the receipt of any requests in accordance with 4.4.2 above, are delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him/her at least seven clear days before the meeting. Copies of the final agenda must be sent to the Council of Governors at the same time.

4.5. **Chair of Meeting**

At any meeting of the Board of Directors the Chair shall preside, if present. If the Chair is absent from the meeting, the Deputy Chair appointed by the Council of Governors to take on the Chair's duties shall preside. Otherwise, such Non-Executive Director as the Directors present shall choose and shall preside.

4.6. **Notices of Motions**

4.6.1. A Director of the trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Secretary, who shall insert in the agenda for the meeting all notices so received subject to the

notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to 4.3.5 above.

- 4.6.2. A motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.
- 4.6.3. Notice of motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Directors who gave it and also the signature of four other Directors. When any such motion has been disposed of by the Board of Directors it shall not be competent for any Director, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if they consider it appropriate.
- 4.6.4. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 4.6.5. When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:
- (a) An amendment to the motion.
 - (b) The adjournment of the discussion or the meeting.
 - (c) The appointment of an ad hoc committee to deal with a specific item of business.
 - (d) That the meeting proceeds to the next business.
 - (e) That the motion be now put.

Such a motion, if seconded, shall be disposed of before the motion, which was originally under discussion or about to be discussed. No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

In the case of motions under (d) and (e), to ensure objectivity, motions may only be put by a Director who has not previously taken part in the debate.

4.7. Chair's Ruling

Statements of Directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.8. Voting

4.8.1. Decisions at meetings shall be determined by a majority of the votes of the Directors present and voting.

- (a) In the case of any equality of votes, the Chair, or, in his absence, the person appointed to preside in accordance with 4.5 shall have a second and casting vote.
- (b) No resolution of the Board of Directors shall be passed if it is opposed by all of the Non Executive Directors present or by all of the Executive Directors present.

4.8.2. All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.

4.8.3. If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.

4.8.4. If a Director so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).

4.8.5. In no circumstances may an absent Director vote by proxy. Subject to paragraph 4.14.4, absence is defined as being absent at the time of the vote.

4.8.6. An officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board of Directors to represent an Executive Director during a period of incapacity

or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

4.9. **Joint Directors**

Where an Executive Director post is shared by more than one person:

- (a) each person shall be entitled to attend meetings of the Board of Directors;
- (b) in the case of agreement between them, they shall be eligible to have one vote between them;
- (c) in the case of disagreement between them, no vote should be cast;
- (d) the presence of those persons shall count as one person.

4.10. **Suspension of Standing Orders (SOs)**

4.10.1. Except where this would contravene any statutory provision or direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board of Directors are present, including two Executive Directors and two Non-Executive Directors, and that a majority of those present vote in favour of suspension.

4.10.2. A decision to suspend SOs shall be recorded in the minutes of the meeting.

4.10.3. A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.

4.10.4. No formal business may be transacted while SOs are suspended.

4.10.5. The Audit Committee shall review every decision to suspend SOs.

4.11. **Variation and Amendment of Standing Orders**

Notwithstanding paragraph 43 of this Constitution, these Standing Orders shall be amended only if:

- 4.11.1. the variation proposed does not contravene a statutory provision; and
- 4.11.2. at least two thirds of the Directors are present; and
- 4.11.3. no fewer than half the total number of Non Executive Directors vote in favour of the amendment.

4.12. **Record of Attendance**

The names of the Directors present at the meeting (including when deemed present pursuant to paragraph 4.14.4) shall be recorded in the minutes.

4.13. **Minutes**

- 4.13.1. The minutes of the proceedings of a meeting shall be drawn up and maintained as a permanent record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.
- 4.13.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.13.3. Approved minutes shall be sent to the Council of Governors as soon as practicable after each meeting of the Board and shall be otherwise circulated in accordance with the Directors' wishes.

4.14. **Quorum**

- 4.14.1. No business shall be transacted at a meeting of the Board of Directors unless at least five Directors including not less than two Executive Directors (one of whom must be the Chief Executive or Deputy Chief Executive or another Executive Director nominated by the Chief Executive), and not less than two Non-Executive Directors (one of whom

must be the Chair or the Deputy Chair of the Board of Directors) are present.

4.14.2. An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

4.14.3. If a Director has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.14.4. The Board of Directors may agree that its members can participate in its meetings by telephone, video or video media link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

5. Arrangements for the Exercise of Functions by Delegation

- 5.1. Subject to the requirements of the 2006 Act, the Board of Directors may make arrangements for the exercise, on behalf of the trust, of any of its functions by a committee or sub-committee, or by a Director or an Officer of the trust in each case subject to such restrictions and conditions as the Board of Directors thinks fit.
- 5.2. **Emergency Powers** - The powers which the Board of Directors has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board of Directors for ratification.
- 5.3. **Delegation to Committees** - The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by committees or sub-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board of Directors.

- 5.4. **Delegation to Officers** - Those functions of the trust which have not been retained as reserved by the Board of Directors or delegated to one of its Committees shall be exercised on behalf of the Board of Directors by the Chief Executive. They shall determine which functions they will perform personally and shall nominate Officers to undertake remaining functions but still retain an accountability for these to the Board of Directors.
- 5.5. The Chief Executive shall prepare a Scheme of Delegation identifying his proposals that shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board of Directors as indicated above.
- 5.6. Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors of the Executive Directors to provide information and advise the Board of Directors in accordance with any statutory requirements.
- 5.7. The arrangements made by the Board of Directors as set out in the "Scheme of Delegation" shall have effect as if incorporated into these Standing Orders.

6. Committees

- 6.1. Appointment of Committees
 - 6.1.1. The Board of Directors may appoint committees of the Board of Directors, consisting wholly or partly of Directors of the trust or wholly of persons who are not Directors of the trust.
 - 6.1.2. A committee so appointed may appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Directors of the trust) or wholly of persons who are not members of the committee (whether or not they include Directors of the trust).
 - 6.1.3. The Standing Orders of the Board of Directors, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Board of Directors.

- 6.1.4. Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors) as the Board of Directors shall decide from time to time following reviews of the terms of reference, powers and conditions. Such terms of reference shall be read in conjunction with these Standing Orders.
- 6.1.5. The Board of Directors may not delegate their executive powers to a committee, and a committee may not delegate any executive power it may have to a sub-committee, unless the committee or subcommittee consists wholly of Directors and such delegation is expressly authorised by the Board of Directors.
- 6.1.6. The Board of Directors shall approve the appointments to each of the committees that it has formally constituted. Where the Board of Directors determines that persons, who are neither Directors nor Officers, shall be appointed to a committee, the terms of such appointment shall be determined by the Board of Directors.
- 6.1.7. Where the trust is required to appoint persons to a committee, which is to operate independently of the trust, such appointment shall be approved by the Board of Directors.

6.2. Confidentiality

- 6.2.1. A member of the Board of Directors shall not disclose a matter dealt with by, or brought before, the Board of Directors without its permission.
- 6.2.2. A member of a committee of the Board of Directors shall not disclose any matter dealt with by, or brought before, the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.

7. Declaration of Interests and Register of Interests

7.1. Declaration of Interests

- 7.1.1. Directors are required to comply with the trust's Standards of Business Conduct, to declare interests that are required to be declared by the Constitution and to declare any other interests that are material to the Board of Directors. All Directors should declare such interests on appointment and on any subsequent occasion that a conflict arises.
- 7.1.2. Interests regarded as " material" include any of the following, held by a Director, or the spouse or partner of a Director:
- a) Any interest (excluding a holding of shares in a company whose shares are listed on any public exchange where the holding is less than 2% of the total shares in issue) or position held by a Director in any firm, company or business which has or is likely to have a trading or commercial relationship with the trust.
 - b) Any interest in a voluntary or other organisation providing health and social care services to the National Health Service.
 - c) A position of authority in a charity or voluntary organisation in the field of health and social care.
 - d) Any connection with any organisation, entity or company considering entering into a financial arrangement with the trust including but not limited to lenders or banks.
- 7.1.3. If Directors have any doubt about the relevance of an interest, this should be discussed with the Chair.
- 7.1.4. At the time that Directors' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring.
- 7.1.5. Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Board of Director's annual report. The information should be kept up to date for inclusion in succeeding annual reports.
- 7.1.6. During the course of a Board meeting, if a conflict of interest is established in accordance with this Standing Order, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

7.2. Register of Interests

7.2.1. The Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Directors. In particular the Register will include details of all directorships and other relevant and material interests that have been declared by both Executive and Non- Executive Directors.

7.2.2. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

7.2.3. The Register will be available to the public and the Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

8. Compliance - Other Matters

8.1. All Directors of the trust shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the trust.

8.2. All Directors of the trust shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board of Directors.

8.3. All Directors must behave in accordance with the seven Nolan principles of behaviour in Public Life (and the trust's Code of Conduct for Directors as amended from time to time):

- Selflessness;
- Integrity;
- Objectivity;
- Accountability;
- Openness;
- Honesty; and
- Leadership.

9. Resolution of Disputes with Council of Governors

- 9.1. Should a dispute arise between the Board of Directors and the Council of Governors, then the disputes resolution procedure set out below shall be followed.
- 9.2. The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.
- 9.3. Failing resolution under 9.2 above, then the Board of Directors or the Council of Governors, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 9.4. The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board of Directors or Council of Governors as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.
- 9.5. The Chair or Deputy Chair (if the dispute involves the Chair) shall immediately, or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved then the procedure outlined in 9.2 above shall be repeated.
- 9.6. If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair) and following the further discussions prescribed in 9.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council of Governors and Board of Directors accordingly.
- 9.7. On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 9.8. On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.

9.9. Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing NHS England that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the trust is not acting in accordance with the terms of its Constitution or not complying with the terms of the 2006 Act as amended by the 2022 Act.

10. Notification to Council of Governors

The Board of Directors shall notify the Council of Governors of any major changes in the circumstances of the trust, which have made or could lead to a substantial change to its financial well-being, healthcare delivery performance, or reputation and standing or which might otherwise affect the trust's compliance with the terms of its Constitution or the 2006 or 2022 Act.

11. Board of Directors' Performance

The Chair shall, at least annually, lead a performance assessment process for the Board of Directors. This process should act as the basis for determining individual and collective professional development programmes for Directors.

ANNEX 8 – FURTHER PROVISIONS - MEMBERS

(Paragraph 10.4 and 11.2)

1. DISQUALIFICATION FROM MEMBERSHIP

- 1.1 An individual may not become a member of the trust if:
- 1.1.1 they are under 16 years of age;
 - 1.1.2 within the last five years they have been involved as a perpetrator in a serious incident of violence at any of the trust's hospitals or facilities or against any of the trust's employees or other persons who exercise functions for the purposes of the trust, or against any registered volunteer.

2. TERMINATION OF MEMBERSHIP

- 2.1 A member shall cease to be a member if:
- 2.1.1 they resign by notice to the Secretary;
 - 2.1.2 they die;
 - 2.1.3 they are expelled from membership under this Constitution;
 - 2.1.4 they cease to be entitled under this Constitution to be a member of the Public Constituency or of any of the classes of the Staff Constituency; or
 - 2.1.5 it appears to the Secretary that they no longer wish to be a member of the trust, and after enquiries made in accordance with a process approved by the Council of Governors, they fail to demonstrate that they wish to continue to be a member of the trust.
- 2.2 A member may be expelled by a resolution approved by not less than three quarters of the Governors present and voting at a General Meeting. The following procedure is to be adopted.
- 2.2.1 Any member may complain to the Secretary that another member has acted in a way detrimental to the interests of the trust.
 - 2.2.2 If a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's point of view is heard and may either:
 - 2.2.2.1 dismiss the complaint and take no further action; or

2.2.2.2 for a period not exceeding twelve months suspend the rights of the member complained of to attend members meetings and vote under this Constitution; or

2.2.2.3 arrange for a resolution to expel the member complained of to be considered at the next General Meeting of the Council of Governors.

2.2.3 If a resolution to expel a member is to be considered at a General Meeting of the Council of Governors, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

2.2.4 At the meeting, the Council of Governors will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.

2.2.5 If the member complained of fails to attend the meeting without due cause, the meeting may proceed in their absence.

2.3 A person expelled from membership will cease to be a member upon the declaration by the Chair of the meeting that the resolution to expel them is carried.

2.4 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of three quarters of the Council of Governors present and voting at a General Meeting.

3. MEMBERS' MEETINGS

3.1 The Trust is to hold a members' meeting (called the Annual Members' meeting) within nine months of the end of each financial year.

3.2 All members' meetings other than annual meetings are called special members meetings.

3.3 Members' meetings are open to all members of the trust, Governors and Directors, representatives of the auditor and to members of the public. The Board of Directors may invite any experts or advisors whose attendance they consider to be in the best interests of the trust to attend a members meeting.

3.4 All members' meetings are to be convened by the Secretary by order of the Board of Directors.

- 3.5 The Board of Directors may decide where a members meeting is to be held and may also for the benefit of members:
- 3.5.1 arrange for the Annual Members' Meeting to be held in different venues each year:
- 3.5.2 make provisions for a members' meeting to be held at different venues.
- 3.6 At the Annual Members' Meeting:
- 3.6.1 the Board of Directors shall present to the members:
- 3.6.1.1 the annual report and accounts;
- 3.6.1.2 any report of the auditor;
- 3.6.1.3 any report of any other external auditor of the trust's affairs; and
- 3.6.1.4 forward planning information for the next Financial Year
- 3.6.2 the Council of Governors shall present to the members a report on:
- 3.6.2.1 steps taken to secure that (taken as a whole) the actual membership of the Public Constituency and of the classes of the Staff Constituency is representative of those eligible for such membership;
- 3.6.2.2 the progress of the membership strategy;
- 3.6.2.3 and any changes made to it; and
- 3.6.2.4 any proposed changes to the policy for the composition of the Council of Governors and of the non-executive Directors
- 3.6.3 the results of the election and appointment of Governors and the appointment of non executive Directors will be announced.
- 3.7 Notice of a members' meeting is to be given:
- 3.7.1 by notice to all members;
- 3.7.2 by notice prominently displayed at the head office and at all of the trust's places of business; and
- 3.7.3 by notice on the trust's website at least 14 clear days before the date of the meeting. The notice must:
- 3.7.4 be given to the Council of Governors and the Board of Directors, and to the auditor;

- 3.7.5 state whether the meeting is an annual or special members' meeting;
- 3.7.6 give the time, date and place of the meeting; and
- 3.7.7 indicate the business to be dealt with at the meeting.
- 3.8 Before a members meeting can do business, there must be a quorum present. Except where this Constitution says otherwise, a quorum is eleven members present including at least one Governor.
- 3.9 The trust may make arrangements for members to vote by post or electronic communications.
- 3.10 It is the responsibility of the Board of Directors, the Chair of the meeting and the Secretary to ensure that at any members meeting:
 - 3.10.1 the issues to be decided are clearly explained;
 - 3.10.2 sufficient information is provided to members to enable rational discussion to take place.
- 3.11 The Chair of the trust, or in their absence the Deputy Chair of the Board of Directors, shall act as Chair at all members meetings of the trust. If neither the Chair nor the Deputy Chair of the Board of Directors is present, the members of the Council of Governors present shall elect one of their number to be Chair and if there is only one Governor present and willing to act, they shall be Chair.
- 3.12 If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.
- 3.13 A resolution put to the vote at a members meeting shall be decided upon by a show of hands unless a poll is requested by the Chair of the meeting.
- 3.14 Every member present and every member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes, the Chair of the meeting is to have a second and casting vote.
- 3.15 The result of any vote will be declared by the Chair and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

4. REPRESENTATIVE MEMBERSHIP

4.1 The trust shall at all times strive to ensure that, taken as a whole, its actual membership is representative of those eligible for membership. To this end:

4.1.1 the trust shall at all times have in place and pursue a membership strategy which shall be approved by the Council of Governors, and shall be reviewed by them from time to time, and at least every two years,

~~4.1.2 the Council of Governors shall present to each Annual Members' Meeting a report on:~~

~~4.1.2.1 steps taken to secure that (taken as a whole) the actual membership of the Public Constituency and of the classes of the Staff Constituency is representative of those to whom the Foundation Trust provides services and/or is eligible for such membership;~~

~~4.1.2.2 the progress of the membership strategy;~~

~~4.1.2.3 any changes to the membership strategy.~~

**Report to Council of Governors
22 June 2023**

Report Title	Board Effectiveness Review 2022-23		
Executive Lead	Jan Ross, Chief Executive		
Author (s)	Katharine Dowson, Corporate Secretary		
Action Required	To note		
Level of Assurance Provided <i>(do not complete if not relevant e.g. work in progress)</i>			
<input type="checkbox"/> Acceptable assurance Systems of controls are suitably designed, with evidence of them being consistently applied and effective in practice	<input type="checkbox"/> Partial assurance Systems of controls are still maturing – evidence shows that further action is required to improve their effectiveness	<input type="checkbox"/> Low assurance Evidence indicates poor effectiveness of system of controls	
Key Messages <i>(2/3 headlines only)</i>			
<ul style="list-style-type: none"> • Self-assessment annual review completed with feedback received from Board Members, Governors and staff • Generally positive responses from the Board, with a collective recognition of areas for improvement and the actions being taken to address these • More mixed responses received from Governors and staff 			
Next Steps <i>(actions to be taken following agreement of recommendation/s by Board/Committee)</i>			
<ul style="list-style-type: none"> • Build on findings from External Well Led self-assessment to develop a Board Development Programme • Results to be shared with staff through internal communications alongside well led review 			
Related Trust Strategic Ambitions		Impact <i>(is there an impact arising from the report on any of the following?)</i>	
Leadership		Choose an item.	Choose an item.
Strategic Risks <i>(tick one from the drop down list; up to three can be highlighted)</i>			
Not Applicable		Choose an item.	Choose an item.
Equality Impact Assessment Completed <i>(must accompany the following submissions)</i>			
Strategy <input type="checkbox"/>		Policy <input type="checkbox"/>	Service Change <input type="checkbox"/>
Report Development <i>(full history of paper development to be included, on second page if required)</i>			
Committee/ Group Name	Date	Lead Officer (name and title)	Brief Summary of issues raised and actions agreed
Board of Directors	1 June 2023	K Dowson, Corporate Secretary	Noted

Board Effectiveness Review 2022-23

Executive Summary

1. The responses to the survey were overall positive about the effectiveness of the Board from Board Members. There were some areas of disagreement with the statements, but the comments illustrated that these were areas where work had been carried out but further work was required.
2. This year for the first time Governors and staff were also asked to respond to a series of statements about the Board and its effectiveness. The Governor responses were balanced although disappointingly there were no comments provided where disagreement was raised. There were 92 responses from staff members which were more mixed but given the number of responses there are some helpful high-level themes that have emerged.
3. A summary of the results has been provided in the appendices with a selection of some of the comments received.

Background

4. A formal self-evaluation of performance of the Board is recognised good practice and there is an explicit requirement for this in the NHS Foundation Trust Code of Governance. This links closely to the duty of directors to promote the success of the Trust to maximise the benefits for the members as a whole and for the public, as laid out in the NHS Act 2006. Self-evaluation is also a core principle of the NHS England Well Led Framework by which Board's should evaluate their overall performance and leadership.
5. An annual evaluation allows the Board to benchmark itself, assess its performance, set action plans and identify development gaps. The effectiveness review should be considered alongside individual appraisals of the performance of directors (as Board Members) and the performance of the Board's Committees to develop an overall view of the Board's performance. It is also an opportunity for the Board to reflect on its recent achievements and the work of the past year
6. The Board were asked to assess and rate their agreement or disagreement with 19 statements across five themes: Support, Structure, Leadership, Effectiveness and Engagement. Respondents also had the option to state that they were unable to answer, for example if they were new in post and had not yet been able to sufficiently assess a particular aspect of the Board.
7. In addition this year the Governors and wider staff body were also asked for their views. This provides evidence of how the Board is effectively linking and communicating with the Council of Governors and how the Board is perceived by its key internal stakeholders: Governors and staff. The staff responses provide an insight into the culture of the Trust and together with staff surveys and engagement with staff provide a picture of the satisfaction of the staff workforce and areas where focus by the Board would have the most impact.

Analysis – Board Self-Evaluation

8. The responses to this survey (Appendix 1) were sought in March from Board Members which was before the Well Led Review Report was received and therefore before some changes

and Board members may consider that some behaviours raised may have already been addressed such as ensuring all Board Members have the opportunity to comment.

9. Responses were generally positive and were received from all of the substantive Board members currently in post. The most positive response areas were in regard to the modelling of organisational values and culture, the time allowed for items on the agenda, the strategy and identification of strategic risks, the Board Assurance Framework and an appropriate agenda balance towards strategy.
10. The work undertaken in the last 18 months to improve the quality of Board papers and the information being presented to the Board was recognised and the improvements made were noted, although it was still considered that there was some further work required, for example regular reports require updating to avoid repetition.
11. Visibility in the organisation was felt to have improved and this was also reflected in the staff and Governor feedback. A programme of visits was re-established in 2022/23 following the lifting of Covid-19 restrictions. Some Board Members felt that the Board had a good focus on organisational culture, but there were two disagrees and comments reflect that more work is required, particularly in regard to equality, diversity and inclusion issues.
12. Succession planning was an area that generated the most uncertainty, with almost half disagreeing that there was a succession plan in place for all Board roles. This is despite a review of Board succession planning being discussed at Remuneration Committee in year and therefore this will be reviewed again in more detail and reported back to Board .

Analysis – Council of Governors Feedback

13. There were twelve responses to the Governor survey from 20 Governors. The Governor statements were different to those for Board Members and staff members.
14. The responses were generally positive, with the majority of Governors responding positively to the statements. There were a smaller number of disagrees or strongly disagrees across a number of areas but there were no related comments making it very difficult to understand the drivers behind these responses. The results will be shared with Governors and further information requested to understand the results.
15. There were three responses from Governors who felt that they had not been able to shape the future direction of the organisation and this reflects feedback given by Governors as part of the Well Led review. This is disappointing as the emerging strategy was shared with Governors at two meetings early in 2022 as well as at the advisory group where input and feedback was sought. There appears to be a disconnect between the opportunities offered by the Trust and what the Governors wanted in order to give their views which could be explored further.
16. There was disagreement from Governors that they were being kept informed about progress towards delivering the strategy and strategic ambitions and this will be added to the Council of Governors agenda on a regular basis.
17. Five Governors felt unable to comment on that what they were told by Directors matches what they are told by staff and patients. Engaging with members including staff and patients is a key part of the Governor role and these responses suggest that this triangulation of

evidence is not happening for some Governors despite opportunities for walkabouts and invitations to membership events. Therefore further work needs to be done to ensure all Governors are able to access these opportunities.

Analysis – Staff Feedback

Image 1 – Wordle of Staff Comments



18. This year for the first time a series of statements was sent out to all staff via Walton Weekly to obtain feedback on the Trust and the staff perception of the effectiveness of the Board. There were 92 responses which was very positive and the full results are attached at Appendix 3.

19. Unsurprisingly the results from staff were more mixed, the responses provide some insight into the culture and views of the Trust’s workforce and the Board’s role in leadership of this. As with all surveys of this kind there are responses from those that feel particularly strongly about wider healthcare issues, politics and funding and have commented on this and some who are disengaged in their role. There were a large number of comments which have been shared in full with the Board but the focus here is on the trends that can be established from the responses of all 92 staff members. Key themes identified were:

- Board visibility is as expected and there is room for improvement, Executive Director recognition was about two-thirds. Understandably, given their time commitment in the Trust, Non-Executive Directors are less recognisable, with the majority stating that they would not recognise them. New display boards were installed recently which may help and an ongoing programme of walkrounds and visits is planned for 2023/24
- About half of respondents felt that the Trust had actively engaged staff in the development of the Trust Strategy but there was a theme which was reflected in the Well Led Review Report that more work needed to be done to ‘socialise’ the strategy and substrategies with staff which would help staff understand their role in delivering the strategic ambitions and understand the key risks to the organisation
“I feel strategy is explained in a more of a whistle stop tour at high level and doesn’t explain what impact that has at departmental level.”
- There was a positive response to line managers with two-thirds of respondents stating that their line manager got the best out of them
- There was less agreement about innovation and support available to find and adopt new ways of working although just over half agreed with the statement
- Most staff felt that the Trust did not tolerate bad behaviours by patients and visitors which was positive and similar to those that felt there was a safe and supportive work

environment in place which reflects the value and behaviours reflected in the Walton Way

“I feel the executive team are very visible and supportive. Recently the CEO attended our team meeting and find both the Executive Team and Non-Executives Directors have always been very open, friendly, honest and supportive.”

- There was a much more negative response to the statement that the Trust does not tolerate bad behaviour by staff with more staff disagreeing than agreeing to this statement and some strongly-worded comments relating to this issue

“The executives in this Trust know the behaviour of senior management and how they operate but do absolutely nothing to challenge this”.

“Finally there has been action on toxic behaviour of a [senior staff member] after years of inaction”

Conclusion

20. The responses from the three groups create a broad picture of the effectiveness of the Board and reflect the findings of the external Well Led assessment. There are areas for improvement and focus for the Board to consider.

Recommendation

To note

Author: Katharine Dowson

Date: May 2023

Appendix 1 – Board of Directors Self-Assessment Results

Appendix 2 – Council of Governors Survey Results

Appendix 3 – Staff Survey Results

Appendix 1

Board Effectiveness Review March 2023

Statement	Strongly Agree	Agree	Disagree	Strongly Disagree	Unable to Answer	Comments/Actions
Theme 1 Support and Infrastructure						
The Board receives timely information.		11	1			This has improved. Still some items that come late, but an improvement overall. Papers often late
The papers received are of an appropriate quality.		12				Most of the time, seen significant improvement Whilst there is still room for improvement, much progress has been made in this area, which is very welcome The Chair and CEO updates are stronger than ever and keep us well updated on the system issues People follow the templates which helps with a consistent approach.
The papers received are concise and focused.		11	1			Papers have improved, especially Executive Summaries, the full papers often seem overly long and key messages are not clear There is a tendency for some 'routine papers' to carry the same text from month-to-month without being refreshed/updated and sometimes what's there is no longer true or relevant Much progress has been made in this area Some that are not, but this is an exception A more focused summary and better use of appendices would help
The information received is in an appropriate form to enable the Board to make sound decisions.		11	1			Whilst the vast majority are fit for purpose there are still some papers received which are merely reporting data and lack concrete metrics, assurance or actions Not always In the main this is true – unfortunately, given some of the finance / performance deadlines not fitting in with board schedules, these can sometimes be difficult to present in a more formal format.

Theme 2 –Structure					
The Committee has the right balance of experience, knowledge and skills to deal with current and anticipated challenges.	2	8	2		Generally agree but still a gap in IT expertise at board Given the size of the Trust we are a smaller board and therefore have some gaps however these are recognised and mitigated. Still lacking a focus on the challenges and opportunities that the digital agenda presents; we could benefit from stronger focus on this Board members have a good grasp of the key areas of their portfolios and are able to discuss other areas.
There is a succession plan in place for all Board roles.		6	5		2 Executive directors have identified deputies for interim business continuity, but not necessarily succession. There are some roles that are easier to succession plan, for others we would want to test the market Not all deputy directors will want to be directors. The Board strikes the right balance between succession planning and equality of opportunity to increase the diversity of Board members.
Theme 3 - Leadership					
The Board periodically review organisational culture and plans to maintain a positive culture.	2	7	2		Via feedback from staff surveys, external reviews and ad hoc perceptions Some of the less than favourable data/reports on ED&I issues have been hampered by the vacant ED&I post. This is an area where the board has a clear focus, especially following the pandemic and the elective recovery. The staff survey is usually reviewed in detail by a Committee and improvement plans are developed and reviewed regularly.
The Board collectively and individually models behaviours consistent with organisational values and culture.	5	6			
Members of the Board are visible in the organisation.	1	7	1		2 Staff opinion on this varies. Non-Executive Directors are probably visible to a minority of the organisation and whilst trying to 'go see' this is necessarily rather infrequent Always an area to improve on. This has improved following Covid. Objectively I don't know if all members are

Theme 4 – Effectiveness						
The Board has set a strategy for the Trust and regularly monitors progress against this at Board meetings.	8	4				The strategy has been set and this is being monitored on a quarterly basis We are still in the process of identifying the KPIs for the strategy. Clearly, the further away the strategic ambition the harder it is to be specific
The Board has identified the strategic risks facing the organisation and that it has the controls to manage them.	6	6				These are monitored through the BAF which is regularly reviewed by executives, at the Board Committees and at the Board
The Board Assurance Framework is effective.	7	5				This is updated on a regular basis to reflect changes in the environment
The agenda is sufficient to allow the Board to carry out its functions	4	8				The agenda is sufficient for the board to carry out its functions although it could be more strategic at times. Not enough focus on cyber (apart from the annual training) and digital
The agenda prioritises the right issues.		12				Generally true – apart from Digital Need to include a greater system focus
Sufficient time is spent on each agenda item.	1	11				The meeting is well managed
The time spent on strategy results in defined proposals to be incorporated into the forward plan of the Trust.	2	10				Apart from Digital This is a driver for discussions and the link back to strategic goals
The chair ensures that there is sufficient challenge on each issue on the agenda.	3	8	1			Challenge needs to be sought from all Board Members. The challenge that takes place at Committee needs to be pulled through Agree that this is true for Non-Executive Directors, although not always the case for Executives The quality of the challenge could be augmented if There was more Executive (Exec) to Non-Executive Director and Exec to Exec challenge

Theme 5 – Engagement						
The decisions and policies adopted by the Board reflect the views of the Board members.	6	4	1			The board works as a unitary board and this is reflected in the view and decisions of the board
The Board informs and involves key stakeholders in its work.	1	8	1		1	It is reviewing its list of stakeholders which should strengthen this. This is subject to some variation

General Comments on Board Effectiveness

- Recent discussions suggested re-aligning the frequency and focus of Board meetings. Less in some respects could result in more
- More focussed papers and/or delegating more to Committees
- The Board works very well and has improved significantly over the past year. The quality of papers has improved and the focus of discussion is more relevant and strategic than previously
- At times the discussions could be more ‘unitary’ rather than focusing on Non-Executive Director views.
- Board acts as a unitary board
- The quality of the Board papers has improved.
- Time management has improved
- A time to reflect on the external environment and strategies to navigate the complexities as we move forward
- The meetings are well chaired and there are very few surprises. The only issue that can sometimes emerge is from Non-Executive Directors concerning the activities of Board Committees of which they are not a member. This seems unavoidable
- As we progress as a unitary board in our challenge , mutual respect and engagement , I feel that we need to re-establish /reconfirm the differences between operational , executive and accountability responsibilities that can become blurred as Committee Chairs develop deeper and closer engagement and understanding of all trust activity , relationships and responsibilities , often fed by walkrounds
- The Board has matured over the last 12 months and become more strategic in its outlook. There is a good level of debate and challenge. The Chairship of the Board is strong which means discussion are focussed and all Board members contribute.

Appendix 2 – Governors responses to the Board of Directors Effectiveness Survey

Statement	Strongly Agree	Agree	Slightly Agree	Slightly Disagree	Disagree	Strongly Disagree	Cannot Say
No of responses received - 12							
The quality of patient care drives the work of the Board of Directors.	4	6	2				
The organisation's performance against key targets and key risks are reported to Governors on at least a quarterly basis.	4	8					
There is not a history of nasty surprises and only being told half the story by the Board of Directors – I am told the truth in a timely way.	3	6	2				1
What I'm told by Directors matches what I'm told by staff and patients.		4	2			1	5
If performance slips, I understand the reasons why it has slipped and the key actions that are being undertaken to rectify the situation.	3	6	1				2
The Board of Directors has a history of quickly getting performance back on track.	1	5				1	5
The Board of Directors take the Council seriously and treat Governors with respect – Directors genuinely listen to what we have to say and deliver on their promises.	3	4	4	1			
When the Board of Directors does not agree with the view of the Council, the reasons are effectively explained and communicated on a timely basis.	1	5	2			1	3
Issues I have raised with the Board of Directors have been dealt with promptly and to my satisfaction.	1	4	2				5
Governors and the wider membership have been able to shape the future direction of the organisation.		5	2			3	2
I am kept appropriately informed about progress towards delivering the organisational visions, Trust Strategy, and the strategic ambitions.	3	5	2		1	1	

The Board of Directors has an appraisal process in place for its members that is consistent with best practice, is undertaken on at least an annual basis and reported to Governors.	2	5				1	4
From what I observe, Directors seem to work well together.	5	6					1
Individual Executive and Non-Executive Directors on the Board of Directors appear to be highly capable.	4	6	1			1	
As Governors, we are regularly briefed on major service developments and issues impacting on the FT.	1	7	2			1	1

Board Effectiveness Staff Survey

92

Responses

13:45

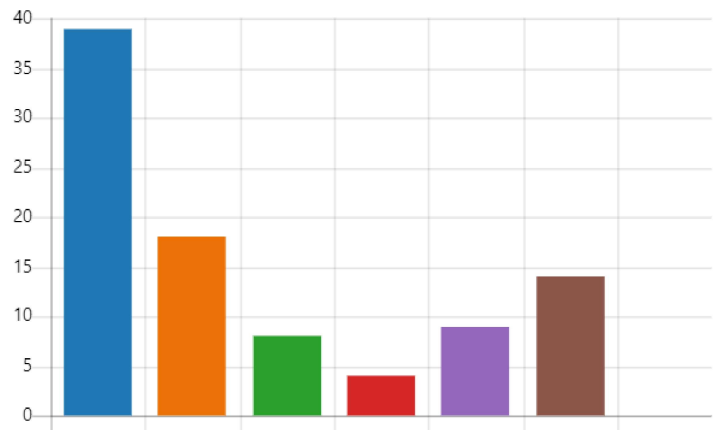
Average time to complete

Active

Status

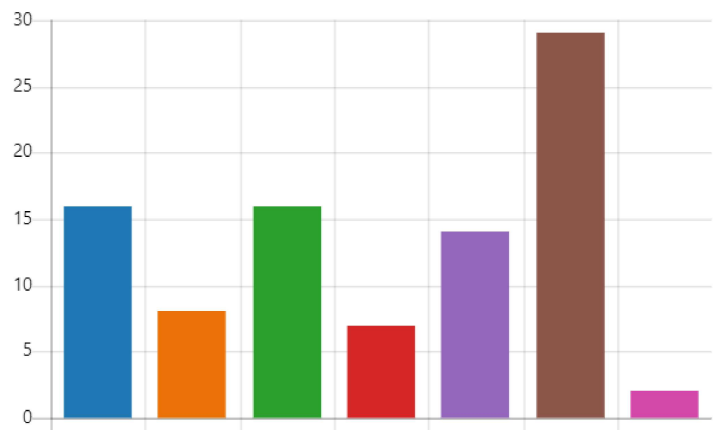
1. I would recognise a member of the Trust Executive if they visited my work environment.

Strongly Agree	39
Agree	18
Slightly Agree	8
Slightly Disagree	4
Disagree	9
Strongly Disagree	14
Cannot Say	0

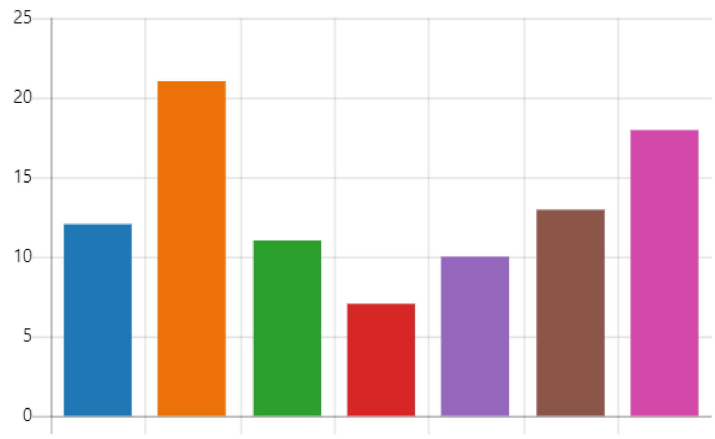


2. I would recognise a Non-executive Director if they visited my work environment.

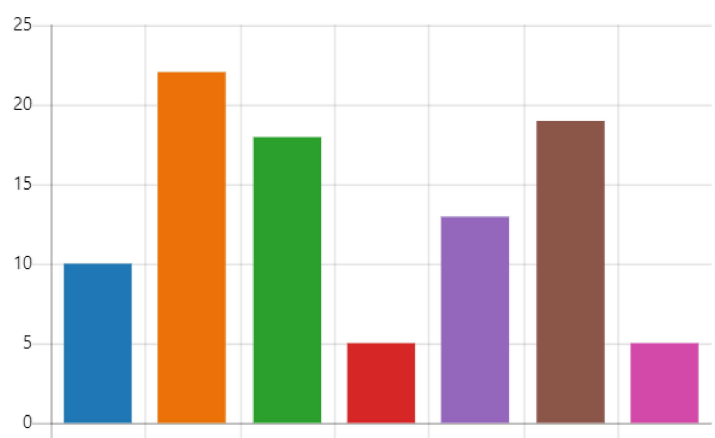
Strongly Agree	16
Agree	8
Slightly Agree	16
Slightly Disagree	7
Disagree	14
Strongly Disagree	29
Cannot say	2



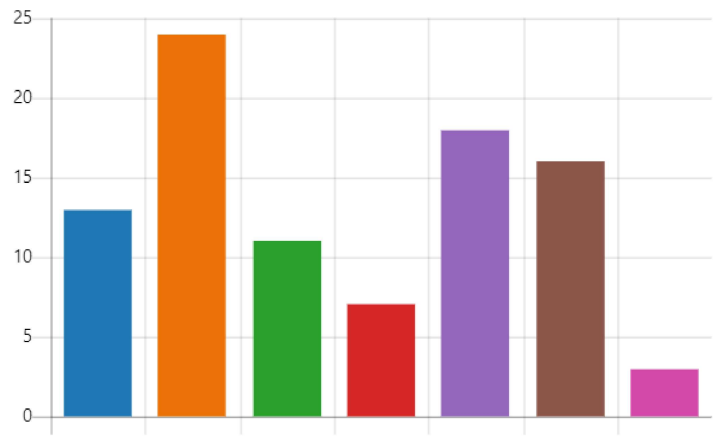
3. The Board of Directors has actively engaged staff in the development of the Trust Strategy and strategic ambitions.



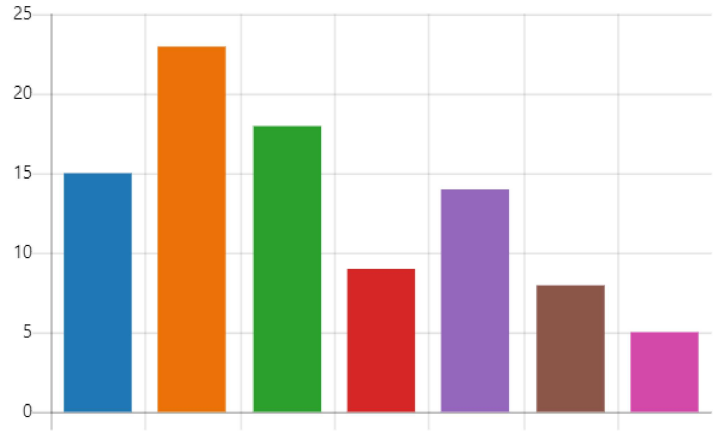
4. I understand the future direction of this organisation and my role in helping to deliver the Trust Strategy



5. I am aware of the key risks faced by this organisation and my responsibilities in minimising these risks.

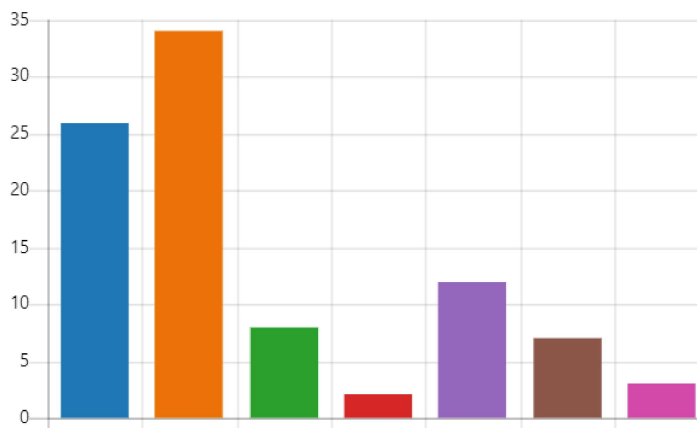


6. There is a safe and supportive work environment at work which reflects the values and behaviours described in the Walton Way.



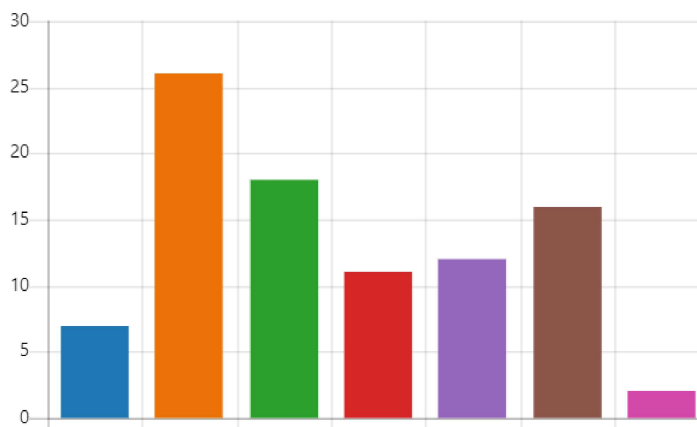
7. My line manager behaves in a way that gets the best out of me.

Strongly Agree	26
Agree	34
Slightly Agree	8
Slightly Disagree	2
Disagree	12
Strongly Disagree	7
Cannot Say	3



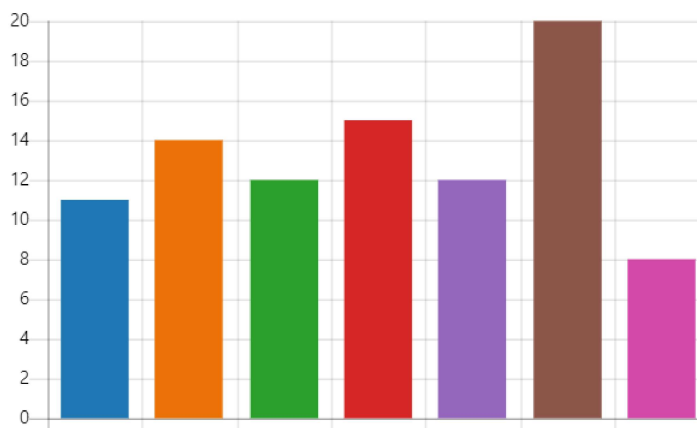
8. Staff are encouraged to find and adopt new ways of doing things.

Strongly Agree	7
Agree	26
Slightly Agree	18
Slightly Disagree	11
Disagree	12
Strongly Disagree	16
Cannot Say	2



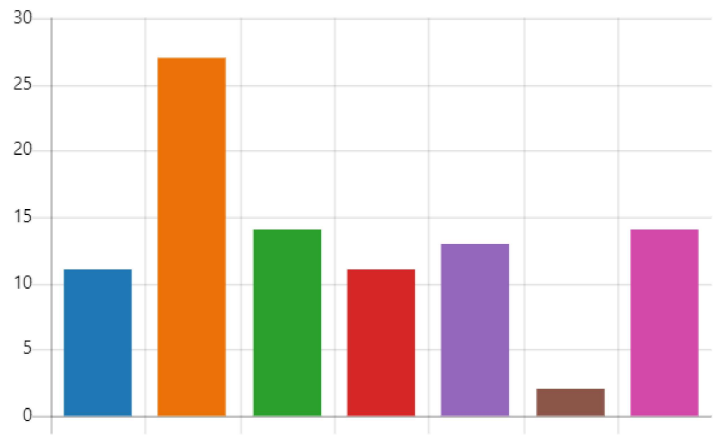
9. The Trust does not tolerate bad behaviour by staff.

Strongly Agree	11
Agree	14
Slightly Agree	12
Slightly Disagree	15
Disagree	12
Strongly Disagree	20
Cannot Say	8



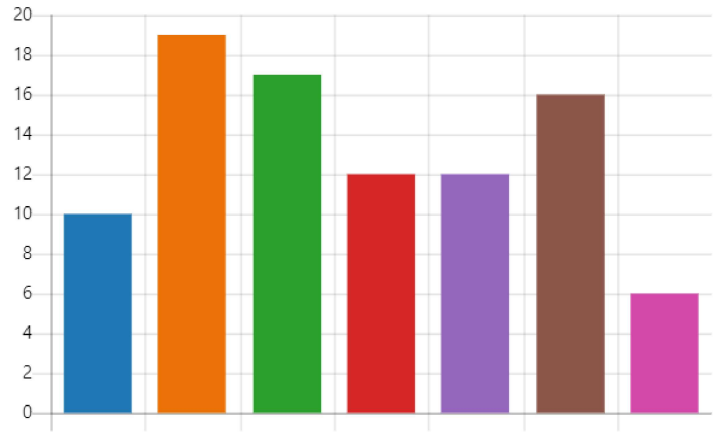
10. The Trust does not tolerate bad behaviour by patients and visitors.

Strongly Agree	11
Agree	27
Slightly Agree	14
Slightly Disagree	11
Disagree	13
Strongly Disagree	2
Cannot Say	14



11. The Trust routinely seeks the views of staff and communicates what actions have been taken as a result of this feedback.

Strongly Agree	10
Agree	19
Slightly Agree	17
Slightly Disagree	12
Disagree	12
Strongly Disagree	16
Cannot Say	6



12. Any general comments:

20

Responses

Latest Responses

10 respondents (50%) answered **staff** for this question.



**Report to Council of Governors
22 June 2023**

Report Title	Council of Governors Communication Effectiveness Survey 2022/23		
Executive Lead	Max Steinberg, Chair		
Author (s)	Nicola Troy, Corporate Governance Officer Jennifer Ezeogu, Deputy Corporate Secretary		
Action Required	To note		
Level of Assurance Provided <i>(do not complete if not relevant e.g. work in progress)</i>			
<input type="checkbox"/> Acceptable assurance Systems of controls are suitably designed, with evidence of them being consistently applied and effective in practice	<input type="checkbox"/> Partial assurance Systems of controls are still maturing – evidence shows that further action is required to improve their effectiveness	<input type="checkbox"/> Low assurance Evidence indicates poor effectiveness of system of controls	
Key Messages <i>(2/3 headlines only)</i>			
<ul style="list-style-type: none"> The report provides a summary of the results of the Council of Governors Communications Effectiveness Survey 2022/23 Responses were mostly positive, and Governors highlighted areas they needed more training 			
Next Steps <i>(actions to be taken following agreement of recommendation/s by Board/Committee)</i>			
<ul style="list-style-type: none"> Continue to ensure that governors are kept informed about the Trust activities. Identify training needs for Governors and prepare development programmes to meet the needs identified. 			
Related Trust Strategic Ambitions and Themes	Impact <i>(is there an impact arising from the report on any of the following?)</i>		
Not Applicable	Not Applicable	Not Applicable	Not Applicable
Strategic Risks <i>(tick one from the drop down list; up to three can be highlighted)</i>			
Not Applicable	Choose an item.	Choose an item.	
Equality Impact Assessment Completed <i>(must accompany the following submissions)</i>			
Strategy <input type="checkbox"/>	Policy <input type="checkbox"/>	Service Change <input type="checkbox"/>	
Report Development <i>(full history of paper development to be included, on second page if required)</i>			
Committee/ Group Name	Date	Lead Officer (name and title)	Brief Summary of issues raised and actions agreed
n/a			

Council of Governors Communication Effectiveness Survey 2022/23

Executive Summary

1. Governors were requested to complete a Communications Effectiveness Survey in June 2023 for the 2022/23 year. Governors were asked to provide their views in the following areas:
 - Meeting preference and format
 - Accessing and use of Virtual Boardroom (VBr).
 - Communication
 - Support and Training
2. The information gathered from the survey will be used to ensure that Governors have the support that they require to fulfil their statutory duties and responsibilities.

Participation

3. Responses were received anonymously from 12 Governors. The average completion time of the survey was 3.49 minutes.

Meeting Preferences and format

4. The overall preference for meetings was a mix of MS Teams and face to face depending on the Meeting.
5. It was noted that the Council of Governors meeting preference was largely to remain Face to Face.
6. Subgroup Committee meeting preference was to attend via MS Teams and face to face. While it is noted that on some occasions there had been technical difficulties and loss of connection, but this is much better than previously. The subgroup meeting duration is often shorter around 30 Minutes to One hour and saves on expense and travel time.
7. Responses for Council of Governors Sub Committees were from Committee Members only.

Meeting Preferences	Council of Governors	COG Membership & Engagement Group	COG Advisory Committee	COG Nominations Committee
Face to Face	8	4	4	4
MS Teams	0	6	5	5
Hybrid	4	2	2	2

Accessing and use of Virtual Boardroom (VBr)

8. The majority of Governors regularly access and use the Virtual Boardroom (VBr) platform, although there are a few requests for meeting papers to be provided in paper copy.
9. Governors who use VBr responded that they have the equipment's to access and use the platform, but they required additional training relating to user support.
10. Whilst it is the preference of the Trust for Governors to use VBr, a small number of Governors still prefer and receive paper copies for Face-to-Face Council of Governor meetings.

11. If you would like paper copies of meeting papers or to arrange VBr Training, you can contact nicola.troy@.nhs.net

Use of VBr and Meeting Papers	I have accessed Virtual Boardroom (VBr)	I feel that I need training and support to use VBr	I do not have the equipment required to use PDF electronic meeting papers
Strongly Agree	5	1	1
Agree	3	3	1
Neither Agree or Disagree	1	3	2
Disagree	0	3	6
Strongly Disagree	1	1	2
Other	0	0	0

Communication

12. Governors were in agreement that the emails they receive are relevant to their role, help to inform them on their role and are sent and received in a timely manner.
13. The majority of Governors feel that they receive sufficient information relating to their role, the performance of the Trust, and have sufficient resources as Governors. They stated that they are given the opportunity to attend events and trainings for their development.
14. Comments were received with regards the use of abbreviations and acronyms during meetings and it was suggested that no abbreviations are used. A glossary has been produced and circulated by the Corporate Governance Officer for ease of reference, and it was suggested that all new Governors be provided with the glossary at the time of their induction.

Communication	I receive too many emails	The emails I receive are relevant to my Governor role	The emails I receive help to inform me in my role as a Governor	Timely information on the Trust's performance.
Strongly Agree	0	2	1	1
Agree	0	8	7	7
Neither Agree or Disagree	3	1	3	3
Disagree	8	0	0	1
Strongly Disagree	1	0	0	0

Communication	I would like to receive more information about the Governor role	The Trust provides sufficient resources to Governors.	Opportunity to receive an effective induction	Opportunity to comment and ask questions at CoG meetings.
Strongly Agree	2	0	2	4
Agree	3	6	5	6
Neither Agree or Disagree	5	5	4	0

Disagree	1	1	1	0
Strongly Disagree	0	0	0	0

Communication	I am given the opportunity to attend events and training in order to develop the relevant knowledge to perform my role.
Strongly Agree	3
Agree	4
Neither Agree or Disagree	2
Disagree	2
Strongly Disagree	0

Support and Training

15. Whilst the majority of responders understood their role and felt that training and support currently available was adequate, there was a need for further training and support to be provided. This should include face-to-face training and one to one training.

Support and Training	I understand my role as a Governor	I feel the training and support currently available to me is adequate	I feel I need further training and/or support
Strongly Agree	1	0	0
Agree	10	6	4
Neither Agree or Disagree	1	4	3
Disagree	0	2	3
Strongly Disagree	0	0	1

Conclusion

16. Whilst the results of the survey are largely positive it should be noted that Governors felt strongly about being able to understand the wider work of the Trust and their ability to engage with Non-Executive Directors and the Chair.

Recommendation

To note the Council of Governors Communication Review 2022/23

Author: Nicola Troy, Corporate Governance Officer
Date: 15 June 2023

**Report to Council of Governors
Thursday 22 June 2023**

Report Title	Governor Election Update 2023-24		
Executive Lead	Jan Ross, Chief Executive		
Author (s)	Nicola Troy, Corporate Governance Officer		
Action Required	To note		
Level of Assurance Provided <i>(do not complete if not relevant e.g. work in progress)</i>			
<input type="checkbox"/> Acceptable assurance Systems of controls are suitably designed, with evidence of them being consistently applied and effective in practice	<input type="checkbox"/> Partial assurance Systems of controls are still maturing – evidence shows that further action is required to improve their effectiveness	<input type="checkbox"/> Low assurance Evidence indicates poor effectiveness of system of controls	
Key Messages <i>(2/3 headlines only)</i>			
<ul style="list-style-type: none"> • Governor elections have been scheduled to take place between June and August 2023 • Proposed changes to the Constitution to reflect the number of vacant Governor seats in each constituency. • There are currently 5 vacant Governor seat to be elected into 			
Next Steps <i>(actions to be taken following agreement of recommendation/s by Board/Committee)</i>			
<ul style="list-style-type: none"> • Begin the election process 			
Related Trust Strategic Ambitions and Themes	Impact <i>(is there an impact arising from the report on any of the following?)</i>		
Not Applicable	Not Applicable	Not Applicable	Not Applicable
Strategic Risks <i>(tick one from the drop down list; up to three can be highlighted)</i>			
Choose an item.	Choose an item.	Choose an item.	
Equality Impact Assessment Completed <i>(must accompany the following submissions)</i>			
Strategy <input type="checkbox"/>	Policy <input type="checkbox"/>	Service Change <input type="checkbox"/>	
Report Development <i>(full history of paper development to be included, on second page if required)</i>			
Committee/ Group Name	Date	Lead Officer (name and title)	Brief Summary of issues raised and actions agreed
n/a			

Governor Election Update

Executive Summary

1. The Council of Governors (COG) are the voice of the people the Trust serves, and they help set the Trust priorities and shape the services based on members' views. They represent the voice of the public, patients, carers and staff members from the different constituencies serviced by the Trust.
2. There are currently five vacant Governor seats within the Trust and the election process is to ensure that the vacant seats are filled with representatives from the eligible constituency.

Background

3. The Trust Governor Election process will run between June – August 2023 in accordance with the Trust Constitution. The elections will cover for vacant seats and governors who are eligible for re-election. Elections will take place by postal and on-line voting.
4. All members within a constituency where the vacancy occurs will receive either a personal postcard or email informing them of the election key dates and links to information on how they can nominate themselves to become a Governor.
5. To increase member engagement in the election the Trust Corporate Secretary will run a virtual members event on 4 July 2023 at 17:00 to 18:00 on 'Understanding the role of a Governor and how you can stand for election'. This event will be publicised on the Trust social media channels, through the 'Walton Weekly' staff email and sent to public members who have provided email addresses.

Key Dates:

ELECTION STAGE	Estimated Timetable
Trust to send nomination material and data to CES	Monday, 19 Jun 2023
Notice of Election / nomination open	Monday, 3 Jul 2023
Nominations deadline	Tuesday, 18 Jul 2023
Summary of valid nominated candidates published	Wednesday, 19 Jul 2023
Final date for candidate withdrawal	Friday, 21 Jul 2023
Electoral data to be provided by Trust	Tuesday, 25 Jul 2023
Notice of Poll published	Friday, 4 Aug 2023
Voting packs despatched	Monday, 7 Aug 2023
Close of election	Friday, 25 Aug 2023
Declaration of results	Tuesday, 29 Aug 2023

Constituency and Eligible Seats

6. The Trust is undertaking elections in 2023 due to Governor (s):
 - Resigning
 - Reaching the end of a term of 3 years
 - Serving the maximum period of 9 Years
7. There are 5 eligible seats for election. All departing Governors term concludes at the Annual Members meeting held in September and newly appointed Governors terms will start at the Annual Members Meeting held in September 2023.

Constituency	Vacancies
Merseyside	2

North Wales	1
Rest of England	1
Non-Clinical	1

Departing Governor Update

Current Governors eligible for re-election

<u>Governor</u>	<u>Partnership Governors</u>	<u>Term</u>
Jonathan Desmond	Public Governor – Merseyside	2 nd Term – 6 years

Departing Public Governors:

<u>Governor</u>	<u>Partnership Governors</u>	<u>Term</u>
Barbara Strong	Public Governor – Merseyside	3 rd Term – 9 years

Departing Partnership Governors:

<u>Governor</u>	<u>Partnership Governors</u>	<u>Term</u>
Jan Vaughan	Merseyside and Cheshire Clinical Network	2014-2023
Nanette Mellor	The Brain Charity	2014-2023
Ella Pereira	Edge Hill University	2014-2023

Recommendation

Council of Governors to note the election update 2023.

Author: Nicola Troy

Date: 15 June 2023

UNCONFIRMED

MINUTES
Council for Governors Membership and Engagement Group
10 May 2023
MS Teams

Present:

Amanda Chesterton	Chair/Staff Governor	Chair
John Taylor	Lead Public Governor – North Wales	JT
Nanette Mellor	Partnership Governor – The Brain Charity	NM
Belinda Shaw	Public Governor – Merseyside	BS
Louise Minton	Volunteer Manager	LM

In Attendance:

Nicola Troy	Corporate Governance Officer	NT
Jennifer Ezeogu	Deputy Corporate Secretary	JE

Apologies:

Katharine Dowson	Corporate Secretary	KD
John McClelland	Public Governor – Rest of England	JMc

1. Welcome and Apologies

1.1. Apologies were noted as above.

2. Declarations of Interest

2.1. None

3. Minutes from Previous Meeting

3.1. The minutes from the previous meeting held on 8 February 23 were reviewed and points were discussed as highlighted below:

- JE advised that there was an error on point 2.1. 'The Chair informed that group that', should be amended to read 'The Chair informed the group that'.
- BS queried the appointment date of Lead Governor John Taylor. NT clarified that at the Council of Governors Meeting on 8 December 2022, the recommendation was agreed for John Taylor to uptake the role of lead Governor, role commencing 1 January 2023.

3.2. The minutes were then confirmed as a true and accurate record and there were no open actions for discussion.

4. Action Log

4.1. The Chair stated that she met with NT met to discuss actions to be taken forward after the last MEG meeting held on 8 February 2023. The Chair provided an overview of open actions and progress status for items currently on the action log.

- **Regular Communication in relation to promotion of Trust Membership.**

To maintain ongoing awareness of Trust membership, via social media, Neuromatters Magazine and internal methods utilising Walton Weekly.

- **Welcome Letter for Public and Staff Members.**

A welcome letter has been developed for new joining public and staff members and will also be adapted to suit newly appointed staff members.

- **Meet your Governors/Pop Up Stand.**

To coincide with Volunteers week at the beginning of June, a pop-up stand in the Main Outpatients area/reception has been organised, to raise awareness of Trust membership and provide an opportunity for people/staff to 'Meet your Governors'. Volunteers will be required, and all Governors will be invited to take part.

- **Membership Leaflet and Poster with QR code.**

To finalise QR code poster and leaflet. Distribute around public areas to raise awareness of Trust membership.

4.2. The chair asked the group for any ideas on how to raise staff awareness of Trust Membership.

4.3. JE advised that on joining the Trust, she was not aware of any information on staff membership and suggested to provide staff with a leaflet at the time of induction may be a good idea. The Chair agreed that the leaflet suggestion could be considered.

4.4. NT advised that she has contacted HR to clarify what information is provided at Trust induction relating to Trust Membership if any, and suggested that, as part of the induction slideshow presentation, there could be a slide dedicated to Trust Membership, adding that any feedback or progress will be reported back to the group.

4.5. NT suggested that new starting staff potentially have a lot of information to absorb at induction so circulating the Membership leaflet could be done after a settling in period, where information is more likely to be absorbed.

4.6. BS asked if there could be a section within the appointment letter to invite staff to the membership and something sent to leavers. NT advised that all new staff are automatically enrolled into the Trust membership. However staff awareness of membership is low and staff leaving the Trust could be sent a leaflet or flyer asking if they would like to remain a member of the Trust.

4.7. BSh put forward the idea of a poster displayed in staff areas informing them of the membership. The Chair commented that this would be hard to do as there are many areas staff would use for breaks. NT added that a great way to increase awareness and to reach the majority of staff would be via promotion through internal Communications, however, for staff whose role is not computer based then posters could be a visual option on a notice board within their department.

4.8. BS suggested occasional reminders to staff about membership could be done via Team Brief or huddles. The Chair agreed that this was a good idea and should be explored.

5. Governor Member Engagement and Activity

5.1. The Chair encouraged the group to share any engagement or activity that they may have been involved in since the last meeting in February 2023.

- 5.2. BS advised that she had attended Trust Board meeting on Thursday 4 May 23, and found she was the only Governor in attendance. BS stated that there was no way of reporting back to Governor colleagues on performance of the Board. NT advised the group that we do have Governor representation at each meeting however we did receive apologies from John McClelland for Trust Board in May. Representation has been arranged up until September and this will be an ongoing request to Governors.. JE added that in addition to Governors there are external stakeholder that do observe Trust Board.
- 5.3. . JT added that the Lead Governors across Merseyside continue to meet monthly, and conversations had been started about the exploration of joint membership. . BS queried what that would mean.
- 5.4. JE explained that PAN Liverpool Membership Group had met, and Governors Belinda Shaw and John McClelland were in attendance. There will be a draft Terms of Reference created for the group and there were no decisions being made currently as this is in the discussion stages although. ? to clarify with KD progress on this matter.

6. Membership Action Plan

- 6.1. NT provided an overview of the action plan and updated the group on progress and outstanding actions as summarised below:

- **Maintain**

- Promotion of the Membership Strategy

- The Membership Strategic Plan was approved and is now on Trust website.

- Continue working with communications to promote the membership internally and externally via social media platforms.

- Membership review

- The group reviews how the membership compared to the local demographic twice a year.

- **Communicate**

- Membership recruitment methods and review

- To retain membership numbers and find new ways to recruit members by reaching out to last year university students.

- To promote the membership awareness as part of Volunteers week 1-7 June 23.

- General Membership Survey

- To create a questionnaire to ensure the membership offer is meeting expectations and promote participation.

- Click Email

- Click email function is being utilised to promote Virtual membership Events.

An additional training session will take place in June as Civica have added new functions to the Platform.

- Welcome Letter for new Members

A welcome letter has been created for staff and public members to welcome them to the Trust Membership. Letter will be made available at the next meeting.

- Programme of Membership Events

Membership Events are planned for 2023/24 that will appeal to our public and staff members.

Post event survey has been designed to obtain feedback.

Virtual event: Brain Tumour Pathway, 18 May, Induction Slides

Inquiries are being made regarding membership slides to include at Trust Induction.

- **Engage**

- Plan for unfilled vacancies

Targeted promotions and a survey to members prior to election in June.

6.2. NT advised that the next upcoming event on the new Brain Tumour Pathway, is being held on 18 May from 11am to 12 noon and will be hosted by Samantha Holman, Deputy Director of Operations. Feedback on this event would be provided at the next meeting.

The Membership and Engagement Group noted the action plan status.

7. Annual Report of Committee

7.1. NT presented the Annual Report of the Committee and how it has contributed to the Council of Governors. The report highlights are below:

- **Welcoming new Governors**

To increase Governor led engagement and strengthen the Membership and Engagement group focus

- **Change in appointment of Chair.**

- While JT will remain a member of the group he stepped down as chair due to becoming Lead Governor. Amanda Chesterton Staff Governor was appointed as the new Chair of the Group

- Annual Cycle of Business annual reviewed to allow timely reporting to the Council of Governors.

- Overview of work and activity undertaken in 2022/23.

- Governor attendance for meeting during 2022/23.

Membership and Engagement Group noted the Annual Report.

8. Membership Events

8.1. NT presented an update of the Virtual Events planned for 2023/24. The Virtual Events will introduce some of the Trust services and provide attendees with an opportunity to ask questions from those leading the service and hosting events, all of which will take place via MS Teams.

Below are planned events for 2023/24:

- **Brain Tumour Pathway**
18 May 2023
Sam Holman, Deputy Head of Operations
- **Understanding the role of Governor**
June-Date to be confirmed
Katharine Dowson, Corporate Secretary
- **Understanding the role of Governor**
June-Date to be confirmed
Katharine Dowson, Corporate Secretary
- **Rapid Access to Neurology Assessment - RANA**
September- Date to be confirmed
Anita Krishnan, Consultant Neurologist
- **MR Guided Focussed Ultrasound – MRGFUS**
November-Date to be confirmed
Emma Denby/Nicky Smith, Service Manager Neurosurgery

The Membership and Engagement Group noted the Virtual Event planned for 2023/24

9. Volunteer Update

9.1. LM presented an update on services and activity within the Volunteer Service. Highlights are listed below:

- **The Reader Organisation**

The Volunteer Service has teamed up with The Reader Organisation to support patients with shared reading. They have kindly offered funding for two volunteers and the Volunteer Manager will train with them to enable support patients with their recovery through the joy of short stories.

- **Mobile Library Service**

The Volunteer service has introduced a new Mobile Library Service to give patients the opportunity to take a non-returnable book or puzzle book.

- **Workplace Safari**

The Volunteer Manager attended the Workplace Safari which was organised with Training & Development in partnership with Liverpool Careers Hub.

12 schools attended giving pupils a chance to interact with staff from different departments to gain insight into the various roles within the Trust, for example Physiotherapy, Finance and HR and volunteering. Several pupils showed an interest and as a result there have been a few applicants.

- **Volunteer Profiles**

Outside the Volunteer Office there is a board displaying our Volunteer Profiles. The profiles showcase the benefits of volunteering and has been on the Trust's social media.

- **Recruitment**

The Volunteer Service currently have vacancies with three positions available to join the volunteer team which is currently being advertised on NHS jobs.

- **New Services**

Volunteers now support the Neurophysiology outpatient's department and will support patients checking in and help the smooth running of the department.

- **Philharmonic Orchestra**

The Philharmonic Orchestra Musicians are delivering 'music therapy' to patients on the CRU and have invited volunteers to chaperone.

- **Volunteers Week 1-7 June 23**

Executive and Non-Executive Directors will shadow and work alongside our volunteers to show how important their roles are.

-Dr Nicolson and Jan Ross will be helping with volunteers in the Pain Management Programme.

-Chairman Max Steinberg will be joining the volunteer trolleys

-Mike Gibney will be joining the Meet and Greet volunteers.

Volunteers Appreciation Station

This will provide an opportunity for staff to leave comments and photos of the team
A 'Thank You' afternoon with coffee and cake will be provided by ISS.

Upcoming

Dave Kelly from DAISY Inclusive UK organisation will provide training on what it is like to be visually impaired.

External awards for volunteers

Room to Reward is a unique volunteer recognition charity who provide a hotel stays to inspirational volunteers. One volunteers Marj has been selected for an award for always going above and beyond.

Reasons for Marj's nomination:

-She introduced the Sweet Trolley to visit the Sid Watkins Building.

- If she knows a patient would like specific sweets, she will go out and buy them at patient's request.

- Marj knits for the Walton Centre Charity and made Lemmy the therapy dog a customised handmade bandana.

This award will be presented to her on Volunteers Week.

- 9.2. Chair asked what puzzles are available and are they photocopies to hand out. LM advised that they are donated books and puzzle books that are non-returnable including Sudoku and word searches. LM advised that regular donations are appreciated.
- 9.3. JT stated that there are a number of vacant seats within the Council of Governors and wondered if Volunteers ever express an interest in becoming a Governor or if this is promoted to them. NT advised that during Volunteers week Governors will be visible to interact with people, including volunteer to raise awareness and could see if there was appetite or interest in becoming a Governor.
- 9.4. AC asked if Volunteers are Trust Members when they sign up. NT advised that a small number of volunteers are members and she will liaise with LM to raise membership awareness and encourage non-members to join.
- 9.5. BSh asked if the service have any volunteers who sit with patient who do not have visitors. LM stated that the Trust does and they are called Neuro Buddies. NT added that there is a position currently on NHS jobs for another Buddy to join the team.

The Membership and Engagement Group noted the Volunteer Update

10. AOB

- 10.1. The Chair thanked all members of the committee for their valuable input. All attending Governors stated that the meeting went well with plenty to discuss and stated that the meeting went well.
- 10.2. The Chair advised that she will not be present at the Meeting in August as she will be on Annual Leave and will seek a chair in her absence.

Date of next meeting:

Wednesday 9 August 2023

10.00am

Via MS Teams

UNCONFIRMED

**COUNCIL OF GOVERNORS
NOMINATIONS COMMITTEE**

Thursday 8 June 2023

9:30am-10:30am

Present:

Su Rai	Senior Independent Director - NED	SR
John Taylor	Public Governor - North Wales /Lead Governor	JT
Barbara Strong	Public Governor - Merseyside	BS

In Attendance:

Katharine Dowson	Corporate Secretary	KD
Nicola Troy	Meeting Administrator	NT

Apologies:

Andrew Brodbelt	Staff Governor - Medical	
Carol Hopwood	Public Governor - Merseyside	

1. Apologies

1.1. As noted above.

2. Declarations of interest

2.1. There were no new declarations of interest.

3. Matters Arising

3.1. KD updated the Nominations Committee on the Associate Non-Executive Director scheme. The Trust has worked closely with Liverpool Heart and Chest to advertise the post across many different networks. The advert for this was live and will remain open until 30 June 2023. Lead Governor John Taylor will join the panel for the assessment day on 27 July 2023. The plan is to have an Associate NED in position in September 2023. Although this is not an official Governor appointment, so there is no formal approval process through the Committee and Council of Governors (CoG), KD advised that the Committee will be kept updated on the process.

4. Minutes from Previous Meeting and action log

4.1. The minutes of the previous meeting held on 27 February 2023 were reviewed and confirmed as a true and accurate record.

5. Non-Executive Directors Renewal of Terms Intension

5.1. SR explained that Non-Executive Directors (NED) David Topliffe and Karen Heslop were initially appointed on 31 October 2019. Therefore, their first terms of office will come to an end in October 2023.

- **David Topliffe**

Discussions have not yet taken place to ascertain David's intentions and the Committee will be kept informed.

- **Karen Heslop**

Karen has attended a meeting with the Chair and advised that she does not wish to pursue another term as NED. Karen's term will end on 31 October 2023.

- 5.2. LG asked if Karen had given a reason for not standing as NED again. SR advised that Karen stated she would like more family time and is also considering retirement.
- 5.3. BS asked if the Committee would be required to meet again after David has met with the Chair regarding a second term in office. KD advised if David wanted to renew his term in office, then the committee would need to consider, and it would need to be formally approved by CoG at the September meeting. KD added that the group will be meeting regularly in regard to the recruitment of a new NED and when appropriate, this can be added as an agenda item. KD informed the group that NT will be adding more Nominations Committee Meetings dates into the diary for this process.
- 5.4. SR noted that recruitment of a Non-Executive Director is a lengthy process and proposed to the Nominations Committee that the process is started immediately.

The Nominations Committee agreed to the proposal to start the Non-Executive Recruitment Process

6. Chairs Appraisal

- 6.1. SR provided a brief overview of the Chair's Appraisal Process., noting that Max Steinberg joined the Trust in April 2022 and had completed 12 months in position. After six months, an interim appraisal took place to provide feedback on his performance and expectations moving forwards. Feedback was obtained from several stakeholders which included Governors, Non-Executive Directors, Board and External stakeholders.
- 6.2. The appraisal process was agreed by Katharine Dowson, Corporate Secretary, Su Rai, Senior Independent Director/NED and Max Steinberg, Chair. The process then commenced in April 2023. It was reported that Max was fully engaged in the process. SR stated that the Trust is required to report to NHSE on the Chairs Appraisal by 30 June 2023.
- 6.3. SR advised that the Chair has had a successful twelve months and positive comments and feedback reflected this, adding that he is a very strong Chair, committed, collaborative and open in his approach and ensures all opinions are considered. The Chair was new to the NHS and had engaged effectively with the Integrated Care System (ICS) and wider networks of the Trust, showing a high level of understanding of the importance of collaboration that is required. He had been highly involved in raising the profile of the Trust and promotion and roll out of the Trust Strategy.
- 6.4. There was feedback from Governors suggesting that the Chair could engage more with Governors, and he Chair, then met with Lead Governor John Taylor to discuss suitable ways to do this. Implementation of these suggestions will move forward in the next few months. SR concluded that objectives for the next 12

months, including one regarding engagement with Governors, had been set out and the Chair is committed to delivering those.

- 6.5. JT stated that the key points from Governors were in relation to external bodies like the ICS. There were strong feelings from Governors that engagement with Governors could be improved. SR advised that Governor comments have been taken on board and steps are being planned to ensure this is improved.
- 6.6. KD advised the Nominations Committee that a summary of the Chair's appraisal will be provided at the Private Council of Governors Meeting on 22 June 2023. Non-Executive Appraisals are in the planning stages, and they will be taking place in the next few months.

The Committee is asked to note the completion of a successful appraisal for the Chair.

7. AOB

- 7.1. There was no other business.

Date of next meeting

To be confirmed.

DRAFT

Council of Governors Cycle of Business 2023-2024			Quarter 1	Quarter 2	Quarter 3	Quarter 4
Agenda Items	Action Required	Lead	June	Sept	Dec	Mar
Standing Items						
Welcome and apologies	Information	Chair	✓	✓	✓	✓
Declarations of Interest	Information	Chair	✓	✓	✓	✓
Minutes of previous meeting	Approval	Chair	✓	✓	✓	✓
Matters Arising / Action Log	Information	Chair	✓	✓	✓	✓
Governor Items						
Lead Governor Report	Information	Lead Governor	✓	✓	✓	✓
Chair's Report	Information	Chair	✓	✓	✓	✓
Intergrated Performance Report						
Performance and Finance: Busniness and Performance Committee Chair's Report	Information	NED Committee Chair	✓	✓	✓	✓
Quality: Quality Committee Chair's Assurance Reports	Information	NED Committee Chair	✓	✓	✓	✓
Strategy						
Annual Review - Trust Strategy 2022 - 2025	Information	Medical Director	✓			✓
Equality Diversity & Inclusion Strategy	Information	Chief People Officer			✓	
Board Committes Chair's Assurance Report						
Audit Committee	Information	NED Chair	✓	✓	✓	✓
Research, Innovation and Medical Education Committee	Information	NED Chair	✓	✓	✓	✓
Walton Charity Committee	Information	NED Chair	✓	✓	✓	✓
Quality & Safety						
Draft Annual Quality Account (incl. Auditors opinion)	Information	Chief Nurse	✓			
Selection of Quality Account Priorities	Decision	Chief Nurse				✓
PLACE results	Information	Chief Operating Officer	✓			
NED Walkaround Report	Information	Chief Nurse	✓			

National Inpatient Survey	Information	Chief Nurse			✓	
Staff Survey Results	Information	Chief People Officer	✓			
Patient Experience						
Patient Experience Strategy, Activity and Engagement update	Information	Head of Patient Experience	✓			
Regulatory/Governance						
Annual Review of Trust Operational Plan/Strategy	Information	Director of Operations and Strategy				
Annual Audit Committee Report	Information	NED Chair		✓ at AMM		
Annual COG Effectiveness Review	Information	Corporate Secretary	✓			
Annual Review of COG Subgroup Membership	Decision	Corporate Secretary				✓
Annual Appraisal of Chair and NEDs	Information	Lead Governor	✓	✓		
Remuneration of Non-Executive Directors (as required)	Decision	Chair				
Appointment of Non-Executive Directors (as required)	Decision	Chair				
Annual Register of Interests	Information	Corporate Secretary				✓
Governor Elections	Information	Corporate Secretary	✓			
Governor Election Results and welcome to new Governors	Information	Chair		✓		
Appointment of Trust Chair*	Decision	Lead Governor	As required			
Appointment of the Chief Executive*	Decision	Chair	As required			
Appointment of the Deputy Chair of the Trust*	Decision	Chair	As required			
Bi-Annual Appointment of Lead Governor*	Decision	Corporate Secretary			✓	
Governor Committee Assurance Reports						
Membership and Engagement Group	Information	Governor Chair	✓	✓	✓	✓
Advisory Committee	Information	Governor Chair	✓	✓	✓	✓
Nominations Committee	Information	Governor Chair	✓	✓	✓	✓
Items to Note						
Cycle of Business	Information	Corporate Secretary	✓	✓	✓	✓

Questions on Notice from members and governors	Information	Chair	When received			
Ad Hoc Items in Year						