

Council of Governors Meeting (Public)

Wednesday 13 September 2023
13:00 – 14:50

Location:
Sid Watkins Building
2nd Floor Lecture Theatre



MEETING OF COUNCIL OF GOVERNORS AGENDA

Wednesday 13 September 2023
13:00 to 14:50

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"> 22 June 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 External Stakeholder Meetings Associate NED New Governors & Election Results (d) 	Chair	Information
INTEGRATED PERFORMANCE REPORT/ BOARD COMMITTEES CHAIR'S ASSURANCE REPORTS				
7	13:30	Performance and Finance: Business and Performance Committee Chair's Assurance Reports – June/July 2023 (d)	NED Committee Chair	Assurance
8	13:40	Quality: Quality Committee Chair's Assurance Reports – June/July 2023 (d)	NED Committee Chair	Assurance
9	13:50	Audit Committee – June/July 2023 (d)	NED Committee Chair	Assurance
10	14:00	Research, Innovation and Medical Education Committee Chairs Assurance Reports – June 2023 (d)	NED Committee Chair	Assurance
11	14:10	Walton Centre Charity Committee – July 2023 (d)	NED Committee Chair	Information
REGULATORY/GOVERNANCE				
12	14:20	Annual COG Effectiveness Review (d)	Senior Independent Director	Approve
GOVERNOR COMMITTEES				
13	14:30	Membership and Engagement Group Minutes of the meeting held on: <ul style="list-style-type: none"> 9 August 2023 (d) 	Committee Chair	Assurance

v = verbal, d = document p = presentation

Ref	Time	Item	Owner	Purpose
14	14:35	Annual Report of Membership and Engagement Group (d)	Committee Chair	Assurance
15	14:40	Nominations Committee Group Minutes of the Meeting held on: <ul style="list-style-type: none"> • 21 August 2023 (d) • 12 September 2023 (v) 	Committee Chair	Assurance
CONSENT				
16	14:45	Cycle of Business (d)	Corporate Secretary	Information
CLOSE OF MEETING				
17	14:50	Any Other Business (v)	Chair	N/A

Date of Next Meeting:

Tuesday 12 December 2023, 1pm – 4pm
2nd Floor Lecture Hall,
Sid Watkins Building,
Walton Centre NHS Foundation Trust

v = verbal, d = document p = presentation

UNCONFIRMED MINUTES
COUNCIL OF GOVERNORS MEETING HELD IN PUBLIC
Lecture Hall, Sid Watkins Building
Thursday 22 June 2023

Present	Role	Initials
Max Steinberg	Chair CBE	Chair
John Taylor	Lead Governor North Wales	LG
Amanda Chesterton	Staff Governor Non-Clinical	AC
Carol Hopwood	Public Governor Merseyside	CH
John Kitchen	Public Governor North Wales	JK
Belinda Shaw	Public Governor Merseyside	BS
Barbara Strong	Public Governor Merseyside	BS
Teresa Moretti	Public Governor Merseyside	TM
John McClelland	Public Governor Rest of England	JM
Louise Pate	Staff Governor Nursing	LP
Ella Pereira	Partnership Governor -Edge Hill University	EP
In Attendance		
Mike Burns	Chief Financial Officer	MB
Jennifer Ezeogu	Deputy Corporate Secretary	JE
Katharine Dowson	Corporate Secretary	KD
Karen Heslop	Non-Executive Director	KH
Lisa Judge	Head of Patient Experience (<i>item 16 only</i>)	LJ
Jane Mullin	Deputy Chief People Officer (<i>item 9 only</i>)	JM
Andrew Nicolson	Medical Director	AN
Su Rai	Senior Independent Director	SR
Jan Ross	Chief Executive	JR
Nicola Troy	Corporate Governance Officer	NT
Lindsay Vlasman	Chief Operating Officer	LV
Apologies		
Irene Afful	Non-Executive Director	
Andrew Brodbelt	Staff Governor Medical	
Jonathan Desmond	Public Governor Merseyside	
Mike Gibney	Chief People Officer	
Robert Howe	Public Governor Cheshire	
Paul May	Non-Executive Director	
Nanette Mellor	Partnership Governor	
Morag Olsen	Interim Chief Nurse	
Jan Vaughan	Partnership Governor	
Tom Stretch	Public Governor Cheshire	

David Topcliffe	Non-Executive Director
Ray Walker	Non-Executive Director
Melanie Worthington	Partnership Governor

1. Welcome and Apologies

- 1.1. Apologies were received and noted above.

2. Declarations of Interest

- 2.1. There were no new declarations of interest.

3. Action Log

- 3.1. There were no open actions.

4. Minutes of the previous meeting

- 4.1. Minutes of the previous Council of Governors Meeting held on the dates below were reviewed and confirmed as a true and accurate record.

- 8 December 2022
- 14 March 2023

- 4.2. BS questioned the number Governors required to make the meeting quorate as she thought that it had been revised and was now seven Governors. KD confirmed that the number of Governors required is seven.

5. Lead Governor's Report

- 5.1. JT highlighted the following:

- Governors are regularly attending Trust Board Meetings on a rotation.
- JT plans to meet the Chair and Deputy Chair to discuss improving engagement with Public and Partnership Governors
- A development webinar for Liverpool Governors was hosted by Mersey Internal Audit Agency on 24 May 2023 and Public Governor Belinda Shaw attended.
- On 18 May 2023, the Brain Tumour Pathway Member's event was held. The event was a success and feedback from the event was positive. The schedule of remaining events planned for 2023 have been circulated to Governors.
- Board Walkabouts continue and dates for 2023-24 walkabouts have been circulated to Governors. Governors are encouraged to sign up and attend at least one per year as part of their duty to engage with members.
- Governors held a Pop-Up Event during Volunteers Week on 5 June 2023. Governors promoted membership awareness and had an opportunity to engage with patients and staff. Governors Barbara Strong, Carol Hopwood, Teresa Moretti and John McClelland hosted the event.
- Lead Governor John Taylor and Public Governor John McClelland attended the pan-Liverpool Membership and Engagement Meeting.
- Lead Governors from several Merseyside based trusts regularly meet to share ideas and intelligence and will feedback any relevant information accordingly.
- Well Led Review has been completed with Governor participation.
- Lead Governor John Taylor collated Governor comments on the Quality account.

The Council of Governors noted the Lead Governor's Report.

6. Chair's Report

- 6.1. The Chair provided a brief overview on his activity since the last meeting:
- Cheshire and Merseyside Acute and Specialist Trusts (CMAST) meeting was attended by the Chair.
 - The Chair attended the Joint Site Sub-Committee meeting along with the Medical Director and Chief Finance Officer. Discussions were in relation to emerging priorities for further collaboration.
 - The Chair, Chief Executive and AN welcomed local MP, Dan Carden who paid a visit to the Trust. The Chair also visited the Brain Charity and met with CEO Nanette Mellor, who is a Partnership Governor at the Trust
 - The Well Led Review has now been completed by an external review team. The recommendations will be presented and managed by the Executive Team.
- 6.2. **NED Terms of Office**
Karen Heslop - Non-Executive Director has decided not to seek a second term and has helpfully provided plenty of notice so that a timely replacement can be sought. Her term will finish on 31 October 2023. The process of finding a new NED will commence with Nominations Committee. The first term of office for DT also finishes on this date and Nominations Committee will be appraised of DT's wishes and the views of the Chair, regarding a second term at the earliest opportunity.
- 6.3. **Associate Non-Executive Director (ANED)**
As previously advised to the Council, the Trust has decided to appoint an Associate Non-Executive Director (ANED). The process will be done in collaboration with Liverpool Heart and Chest NHS Foundation Trust. Although this is not a formally a Governor appointment, Governors have been kept appraised of the process to date and the Lead Governor has been invited to take part in the selection process in July.

The Council of Governors noted the Chair's Report.

7. Trust Strategy

- 7.1. On behalf of the Deputy Chief Executive, LV provided an update on the Trust Strategy. Priorities have been set for Quarter 2 and a dashboard has been developed with IT to track progress against delivery of the strategy. The Board receives quarterly updates to provide assurance on the delivery of the agreed milestones from the previous quarter and the proposed milestones for the upcoming quarter, in conjunction with any additional progress against the Trust's strategic ambitions.

The Council of Governors noted the Trust Strategy Update.

8. PLACE Assessment Results (Patient Lead Assessment of Care in the Environment)

- 8.1. LV provided an overview of the work undertaken during the assessment and noted that since the inspection the new cleaning contract and standards had been implemented. The PLACE assessment identified a number of opportunities for improvement and an action plan was subsequently developed. The Estates and Facilities Team are working through the action plan to address any issues raised.

- 8.2. A PLACE Lite assessment process will take place in the summer with a smaller team to provide updates on actions and provide assurance that standards are continuing to be met.

The Council of Governors noted the PLACE Assessment Results Update

9. Staff Survey Results

- 9.1. JM provided an overview of the staff survey results and highlighted the key points as below:

Staff Survey:

- 614 staff members took part in the survey.
- Good results and improved scores
- Staff engagement scores were good.
- Appraisals received good scores and positive feedback overall.

Issues:

- Violence and aggression against staff.

Training opportunities include:

- Train the trainer
- Civility Training
- Disability Training

- 9.2. JT raised his concerns about those areas where the trend was a worsening one and asked if this had been addressed. JM replied that improvement work was continuous and there was an action plan in place which was updated when the results were received.
- 9.3. BS asked how the staff access The Freedom to Speak Up Guardian (FSUG) to raise concerns. JM advised that the Trust has a number of staff Guardians that they can go to. All Guardians are identified wearing the Green Lanyard. There are also a variety of methods including intranet information, a dedicated email address and a phone line. The FSUG also completes regular walkarounds to different areas.
- 9.4. TM asked if concerns are acted on and if staff receive feedback on the concerns they have raised. JM advised that there were no issues reported about staff not being able to identify the Guardians. To ensure that staff have assurance that complaints and concerns are taken seriously they are always fed back to but sometimes staff are not happy with the outcome. It is particularly difficult when details of the outcome cannot be shared due to confidentiality.
- 9.5. TM noted in the survey that staff from ethnic minorities within the Trust have identified a more negative experience in the workplace overall and asked what these issues were and could this be monitored more closely. JM explained that the issues referred to in the survey were cultural and were particularly in relation to settling in periods. This has been reviewed externally to see if any additional support or action is required.
- 9.6. JK stated that the low response scores were concerning. JM advised that the survey is promoted heavily but time related pressures could be a factor. JR added that the many staff are working happily but not always filling in surveys as they don't experience issues, however there will also be

staff who are disengaged for various reasons and will not participate and the Trust needs to be aware of this.

- 9.7. JM advised that the Trust does work hard to engage staff through lots of different ways such as The TEA sessions which and there is ongoing engagement through the year in the people pulse surveys. AC added that staff can get survey fatigue as there are so many surveys, so increasing these would be unlikely to be beneficial.
- 9.8. CH asked who accesses and engages with the surveys. JM advised it is generally even across all specialities however medical staff generally take longer to respond. Most staff complete via electronic forms but there are paper copies available to staff with limited computer access.
- 9.9. TM asked if it was difficult for staff to access their appraisals. JM advised that the target for appraisal is 85% and the Trust is currently achieving 75% which is below target which is being monitored closely by Executives and Business Performance Committee. The issues that are preventing appraisals are staffing levels, sickness and making the time to complete the appraisal and related paperwork.
- 9.10. TM asked if the paperwork was lengthy and could this be reduced. JM advised that the appraisal paperwork had recently been reviewed and reduced.
- 9.11. JMc stated that it is difficult to understand how the Trust monitor who is or isn't filling in the surveys. JM advised that everything possible is being done to encourage staff to engage and respond to the surveys.
- 9.12. KH advised that the surveys give the Trust a sense of what is happening on ground level from all staff and every organisation could do better in this area relating to people, team and staff morale. However, staff do work well together to overcome work difficulties or factors there are little control over. LP added that the feeling on the floor doesn't always match the results. JR stated that outside influences can play a part like personal factors or strikes.
- 9.13. TM asked if reasonable adjustments are made for staff with disabilities. JM advised that the Trust has policies in place to support all requests for reasonable adjustments and this is considered on an individual basis through involvement of the staff member and line manager.

The Council of Governors noted the Staff Survey Results Update

10. Quality Committee Report

- 10.1. In the absence of the Committee Chair, SR provided an overview of the work undertaken by the Committee since the last meeting as highlighted in the key issues report:
- 10.2. BS asked if falls were in relation to patients' capacity. LV advised that the causes were investigated each time and this was not an identified theme.
- 10.3. BS asked what a Ponta Beam is. LV advised that this is the overhead electrical connection system that is used to reduce floor standing equipment. The Ponta system is being replaced as it is at the

end of its life. JR added that this equipment supports infection control from an environmental point of view.

- 10.4. CH asked about the number of pressure ulcers as it was reported to have reduced by 20%. JR advised that pressure ulcers are categorised in levels and only hospital acquired pressure sores are reported. The numbers are very low and there was only one reported serious pressure ulcer last year. AC added that this doesn't consider those patients admitted to the Trust with a pressure ulcer.

The Council of Governors noted the Quality Committee Report

11. Audit Committee Report

- 11.1. 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 controls including risk management and mitigation and fraud prevention. Highlights from the last quarter were touched on including the work of MIAA the Trust Internal Auditors. The external auditors had raised no concerns with the Annual Report and Accounts for 2022/23 and these were expected to be signed off by the Board at the Board meeting on 21 June. This will then be presented to the Governors and Members at the Annual Members Meeting.
- 11.2. Other areas of focus for the Committee had been the risk management framework, the annual check of Fit and Proper Persons and the Clinical Audit programme. SR advised that that Committee had also reviewed the ongoing independence of the NEDs and agreed that the links to the university held by one of the NEDs was a positive for the Trust and did not impact their independence of view.

The Council of Governors noted the Audit Committee Report

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

- 12.1. In the absence of the Committee Chair, the Chair asked if there were any questions or comments in relation to the report provided in relation to the work undertaken by the Committee since the last meeting as highlighted in the key issues report.
- 12.2. There were no further questions or comments from Governors.

The Council of Governors noted the RIME Committee Report

13. Walton Centre Charity Committee

- 13.1. SR provided an overview of the committee objectives and highlighted the key areas discussed at the last meeting including a review of the Home from Home accommodation supported by the Charity. There had been a strategic focus for the Charity over the last few months. BS asked if the increase in staffing funding was a one off and SR confirmed that there had been a further investment in to the team to provide some technical design support and drive forward the move to a more digital platform for the Charity.

The Council of Governors noted the Charity Committee Report

14. Visibility and NED Walkabouts

- 14.1. In the absence of the Interim Chief Nurse, the Chair provided a brief overview of the Visibility and Walkabout Report for quarter 4. The main aim of the walkabouts is to support staff and listen to any concerns raised and to speak with patients and families.
- 14.2. Feedback from the walkabouts were largely positive. Although, the Chair noted that there was a noticeable a lack of Governors taking part in the walkabouts, with occasions where no Governors were present.
- 14.3. BSh stated that she had taken part in a walkabout that morning and that it had been a very good insight.
- 14.4. There were no further questions or comments from Governors.

The Council of Governors noted the NED Walkabout Report

15. Patient Experience Strategic Plan, Activity and Engagement Update

- 15.1. LJ presented the report and highlighted the key point as listed below:
- Positive feedback from patients and their families regarding their care and treatment was reported to the Board and to the Quality Committee
 - Home from Home occupancy rates had been reviewed and new ways identified to increase these.
 - Inpatient Listening Event with Healthwatch Sefton to engage with patients and their families in relation to the treatment and care that they receive.
 - Working with the Senior Nursing Teams to improve how the Trust captures responses and feeding back to patients and their families.
 - New Volunteer role profiles and initiatives are being rolled out.
 - Complaints had increased compared to last year and learning points for improvements had been identified. Trends continue to be in regard to waiting times, communication and disagreements with treatment plans or diagnosis.
- 15.2. BSh asked how Healthwatch are involved and asked if they are on Committees who can make decisions. LJ advised representatives from Health watch stopped attending the Trust during Covid but supported virtually and they remain part of the Patient Experience group. KD advised that the Patient Experience Group is not a decision-making group.
- 15.3. BS noticed that there was no date provided in the Healthwatch section of the report. LJ apologised and advised that she would forward this information on after the meeting.

The Council of Governors noted Patient Experience Strategic Plan, Activity and Engagement Update

16. Changes to the Constitution

- 16.1. KD advised that the Constitution had required an update following the passing of the Health and Care Act in 2022. This enabled the Trust to formally work in collaboration with other local Trusts as Joint Committees. This had provided an opportunity to complete a full review of the Constitution which had not been completed for a number of years to ensure it remained fit for purpose.

- 16.2. There were proposed changes to the Standing Order of the Council of Governors in relation to the number of seats held. The Council of Governors currently has 33 seats, with many seats remaining unfilled. The proposed changes were to reduce the number to 25 seats by reducing the number of public and partnership Governors following a review of both. For example, there were a number of partnership Governor bodies that were no longer in place so would never be able to nominate a Governor. There would be no impact on current Governors in post and the seats removed were currently vacant. The changes in the number of seats would not affect the upcoming Election process.
- 16.3. It was proposed to add consultation with the Governor's Advisory Group to the Constitution as an alternative to providing 21 days written notice to the Council of Governors of any changes to Standing Orders.
- 16.4. All changes approved would be ratified at the Annual Members meeting on 13 September 2023

The Council of Governors approved the changes to the Constitution and noted the Report

17. Board Effectiveness Survey

- 17.1. KD presented the Board Effectiveness survey, which was a self-assessment review regarding the effectiveness of the Board. There had been three different surveys sent out, a self-assessment for the Board and a survey for Governors and for staff. This was the first year that Governors and staff were asked to participate.
- 17.2. There were twelve Governor responses which were generally positive. However, there were very few comments given so it was difficult to understand the reasons where there was negative feedback.
- 17.3. Overall, the survey results from across Governors, staff and the Board were positive and showed enthusiastic engagement. This had provided the Board with an insight of areas that could be improved.
- 17.4. BS stated that 20 staff had responded negatively in relation to the Trust addressing bad behaviour and asked what is being done to address this. JR advised that in many cases bad behaviour will be reported to direct line management and staff do raise their concerns with their managers. However, it is not always possible to let staff know what had been done in order to maintain confidentiality so there is sometimes a perception that nothing has been done. The Trust is in the process of refreshing the Trust values and discussions of what is a HR issue and behaviours that are not tolerated by the Trust.

The Council of Governors noted the Effectiveness Survey

18. Governor Communications Survey

- 18.1. KD presented the report on the Council of Governor Communication survey which was an opportunity for Governors to respond with their anonymous feedback. The information gathered would allow the Trust to better support those Governors who may require additional assistance to fulfil their duties. 12 Governors participated in the Communication Survey.

- 18.2. The preference was for longer meetings to be held face to face and shorter meeting to remain MS Team or hybrid. Most Governors regularly access Virtual Boardroom successfully, although there are a few who still preferred meeting papers in hard copy.
- 18.3. Governors felt that the communications they received were relevant to their role and were provided in a timely manner. Governor comments reflected that the use of abbreviations and acronyms used during meeting should be reduced for ease of understanding. Governors felt although they understood their role, however, would benefit from additional training to gain better understanding and further insight to the workings of the Trust and engagement with the Chair.
- 18.4. The Chair advised that he would be providing feedback in due course from the meeting he had with Lead Governor JT regarding suggested ways to ensure opportunities to better communication with Governors is improved.

The Council of Governors noted the Communication Survey

19. Governor Election Update

- 19.1. KD provided an overview on the upcoming Election process which is due to take place between June and September 2023 in line with the Trust Constitution guidelines.
- 19.2. The Elections will cover vacant seats and departing Governors who are approaching re-election. Voting will then take place via online voting and postal votes that will be sent to all members within the constituency with a vacancy.

Key dates

Nominations - Monday 3 July 2023.

Closing date for nominations - Friday 25 August 2023

Results Declared - Tuesday 29 August 2023.

- 19.3. KD encouraged Governors to promote the Election within their constituencies and advised that the Trust will be holding a Virtual Event on *How to become a Governor and standing for Election* on 4 July 5-6pm.
- 19.4. JK queried if his term in office was also coming to an end in September. KD replied that she thought his term ended in 2024 but that this would be clarified and JK would be updated asap.

Action: KD to clarify what date JK will fulfil his end final term as Governor.

The Council of Governors noted the Election update.

20. Membership and Engagement Group

- 20.1. AC provided a brief overview of the work undertaken by the Membership and Engagement Group. On Monday 5 June Governors Barbara Strong, John McClelland, Carol Hopwood, Teresa Moretti supported and hosted a 'Meet you Governors' pop-up event. Governors were present and interacted with patients, visitors and staff promoting the upcoming election, encouraging people to

become a member of the Trust, and answering any questions that they may have on their role as Governor.

- 20.2. Governors were situated in Outpatients in the Main Building and during the day Governors visited Outpatients in Sid Watkins and all ward/family room areas to promote Membership and distribute Membership and Governor information leaflets.
- 20.3. The pictures of the event were put on Trust Social Media Platforms. Governor feedback from the event was positive and stated that the event was a great success, adding that they enjoyed the event and that they would participate in this kind of event again in the future.
- 20.4. The Membership and Engagement Group suggested creating a QR Code for people to scan on their smartphone to enrol as a member and now this is in place and was used during the Pop-Up Event for people to enrol to the Trust Membership.
- 20.5. AC advised that the Terms of Reference (ToR) for the Group had been reviewed with minimal changes.

Approval: The Council of Governors approved the Terms of Reference for the Group.

The Council of Governors noted the Membership and Engagement update.

21. Nominations Committee

- 21.1. The Chair provided a brief overview of the Committee focus which had largely covered the Chair Appraisal process.

The Council of Governors noted the Nominations Committee update.

22. Quality Account Update

- 22.1. AN provided an update on the Quality Account which was a lengthy document and provided the Governors with an opportunity to ask questions in relation to the priorities categories that were agreed including statements of assurance from Healthwatch Sefton and commissioners.
- 22.2. JT stated that Governors had felt that the document was intelligible when trying to compare number in relation to: new and follow up appointments, operations, and ward statistics. AN stated that this was a reasonable point and ways to ease understanding moving forwards would be considered although this was a standardised document. AN added that there could be a minimised version.
- 22.3. BS enquired who the targeted audience was for the report as it was difficult to read and there were lots of abbreviations; a glossary would be helpful. JMc agreed that a Glossary on the document would ease understanding. BS acknowledged that any people contribute to this report but the consistency throughout the report was not great. KD commented that this had been helpful feedback and would be passed on to those who created the report for learning and improvement.
- 22.4. BSh asked if the report was evidence based. JR assured the Council of Governors that statements cannot be made if they are not evidence based. AN added that all evidence is provided however it is dependent on the level of evidence that is required.

- 22.5. SR advised that the Auditors looked at this document last year and the Quality Account does go through various Committees internally. In addition, it does have an external audit review process too. SR assured Governors that all comments would be taken on board.
- 22.6. CH asked who manages which patients are put on the Patient Initiated Follow Up (PIFU) pathway. AN advised that PIFU is completed by the Clinician who sees the patient taking into consideration if the patient's condition is clinically appropriate to be put on this pathway.
- 22.7. CH asked how many complaints have gone to the Ombudsman. LJ advised that one complaint was assessed for investigation, although there are six in the early stages at this time.
- 22.8. CH asked if any Never Events had occurred and if so how many. AN stated that there was one which was subject to formal review. The Trust does have a Serious Incident Group who are required to review all incidents. The incidents reported are predominantly due to system issues and human factors and the necessary steps are taken to reduce incidents.
- 22.9. JT stated that collectively Governors felt that overall, the Trusts had done well through the year but the information could be presented better and there were clearly areas where performance could be improved.

The Council of Governors noted the Quality Account update.

23. Cycle of Business

- 23.1. The Council of Governor Cycle of Business was provided for information

The Council of Governors noted the Cycle of Business.

24. Any Other Business

Board Meeting Changes

- 24.1. KD explained that the Board was aware that NEDs and Executives are asked to join lots of meetings and there has been an increase in system meetings which are taking more of their time. A review of the occurrence of meeting has taken place and the Board has agreed to follow many other Trusts and move to bimonthly Board and Committee meetings and will therefore meet six times a year. These changes will begin in October 2023. KD advised that NT would circulate Trusts Board meeting dates in due course to ensure Governors are aware of the dates if they wish to observe the meetings.

Action: NT to circulate Trust Board meeting dates to Governors.

25. Departing Governors

- 25.1. The Chair sincerely thanked all departing Governors for their dedication and service during their time in office. There were several Governors who had completed the full nine years in office which was a remarkable achievement.
- 25.2. The Chair gave additional thanks to Barabara Strong who had also served as Lead Governor and expressed his gratitude and heartfelt thanks for all the time that she has dedicated to her role as Governor. Her input over this time has been exceptional.

Next Meeting: Wednesday 13 September 2023 13:00 - 17:00 Including the Annual Members Meeting

Draft Minutes

The Walton Centre NHS Foundation Trust

Governors Report for the Period Ending June 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

The plan for 2023/24 is a £4,079k surplus position (submitted to the Cheshire and Merseyside Integrated Care System and NHS England in May as part of the 2023/24 planning process).

The current plan includes:

- ‘Block’ elective recovery fund (ERF) income and costs for the delivery of activity to deliver the national trajectory targets.
- ‘Block’ system funding for Top-up, and growth.
- Aligned incentive payment contracts (API) for both specialised and non-specialised activity in which all elective activity (outpatient first, procedures, day-case and inpatient elective activity) is paid on a cost per case basis.
- Recurrent efficiency requirement of 5.0% of operating expenses (excluding high-cost drugs and devices).

Month 3 – in month the trust posted a £579k surplus position against a plan of £581k, £2k behind plan.

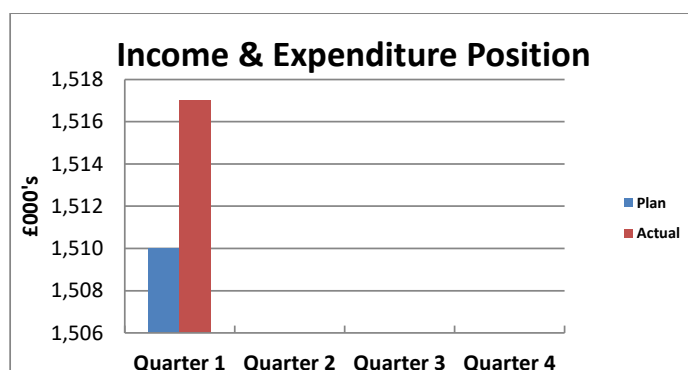
Year to date-the Trust has reported a £1,517k surplus position against a planned position of £1,510k, £7k ahead of plan.

Income – Year to date overperformance of £2,216k, due to:

- Increased NHSE funding relating to the 2023/24 Agenda for Change pay award
- Increased Overseas, Injury Recovery, Northern Ireland, and private patient income;
- Income received in month for training from Health Education England;
- Salary recharge income to external bodies.

Expenditure (inc. Financing Costs) – Year to date over-spend of £2,209k due to:

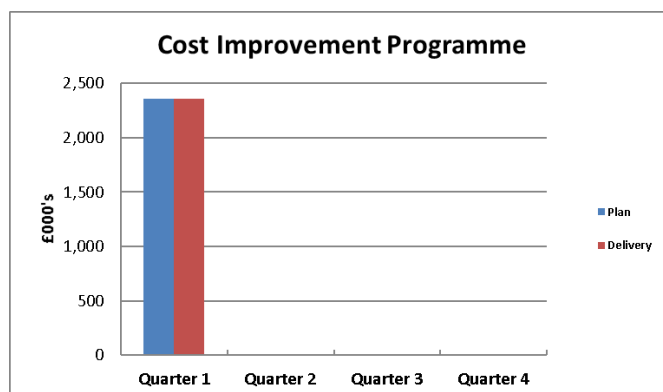
- Increased pay costs for year-to-date impact of pay award;
- Increased spend on High-Cost Drugs (Homecare Drugs); and
- Increased utility costs compared to 2022/23.



Efficiency Savings

The Trust has a QIP target of £7,520k for the 2023/24 financial year. Up to M3 the trust has achieved the YTD target

of £2,358m, which is in line with plan.



Capital

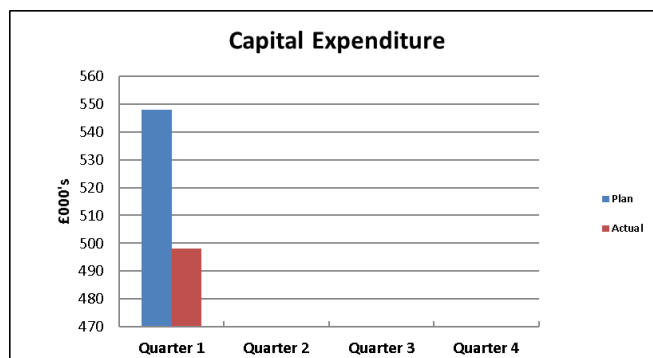
Capital expenditure YTD spend is £498k, against a plan of £548k.

Current year spend on divisional schemes includes:

- Ponta Systems ITU – initially planned for June and July.
- IT Staffing.
- Heating & Pipework

Meetings will take to prioritise the Capital scheme for 2023/24 and to establish timelines of when projects will start within the 2023/24 financial year.

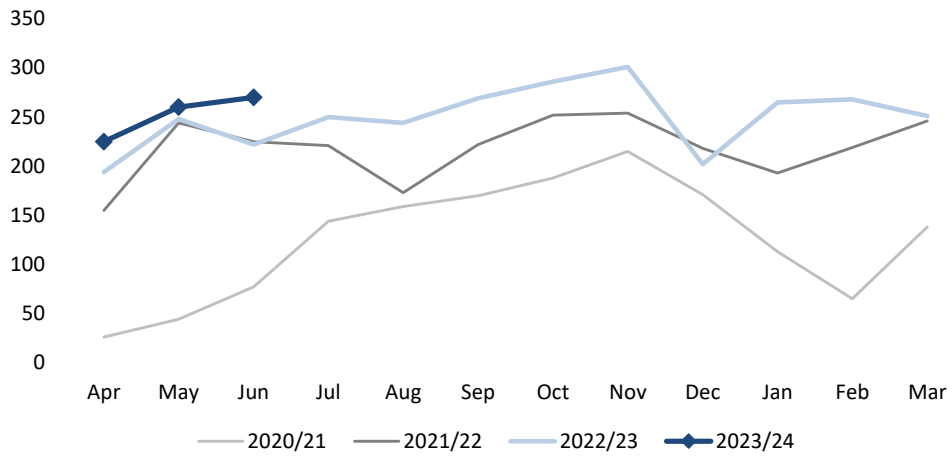
Full year plan is set at £4,845k (excluding the impact of IFRS 16 for leased assets).



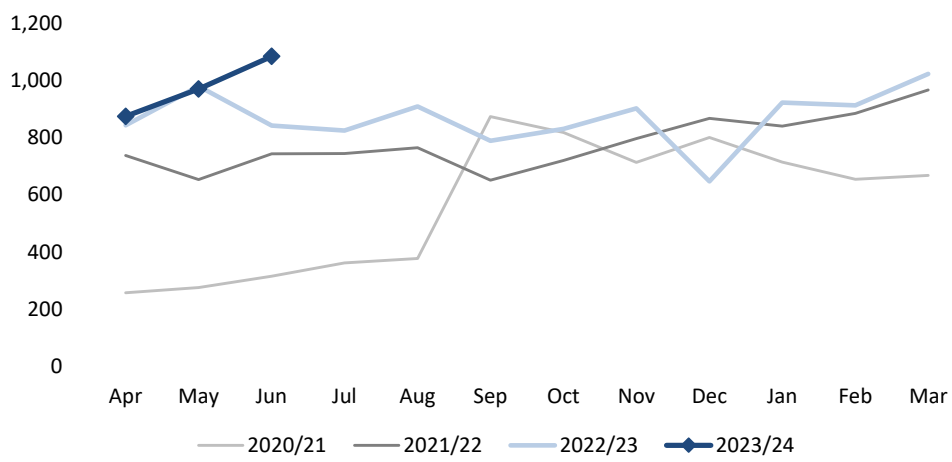
Activity

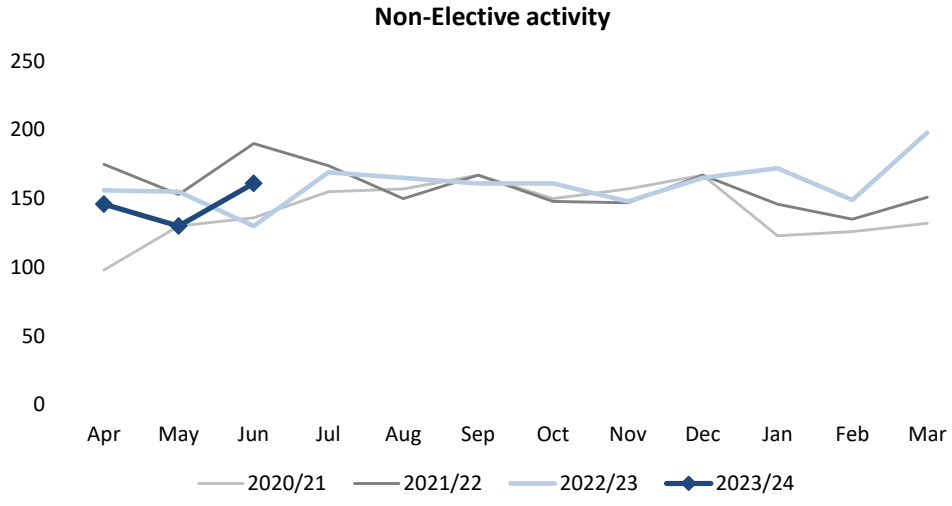
Inpatient & Day Case Activity: Overall inpatient activity increased slightly over Q1 of 2022/23.

Elective activity

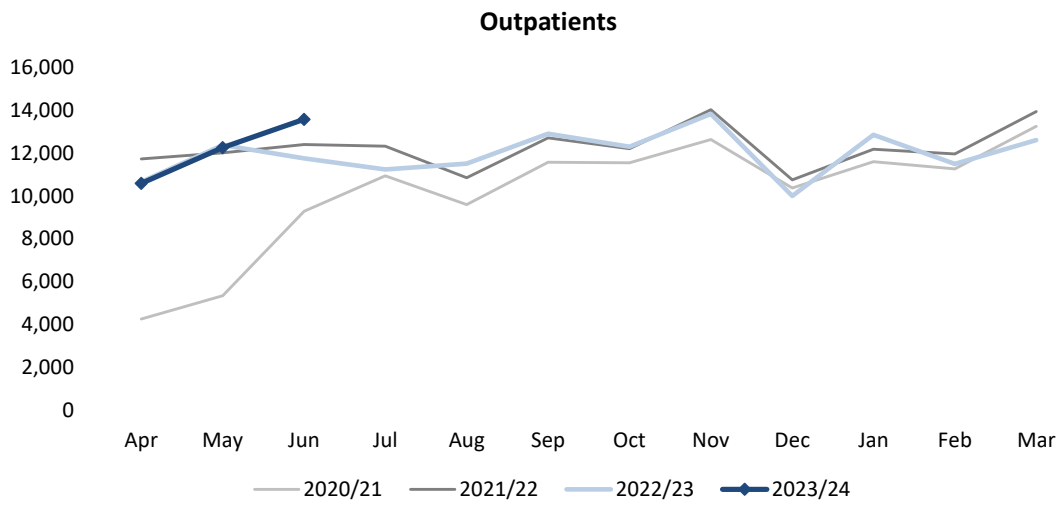


Daycases





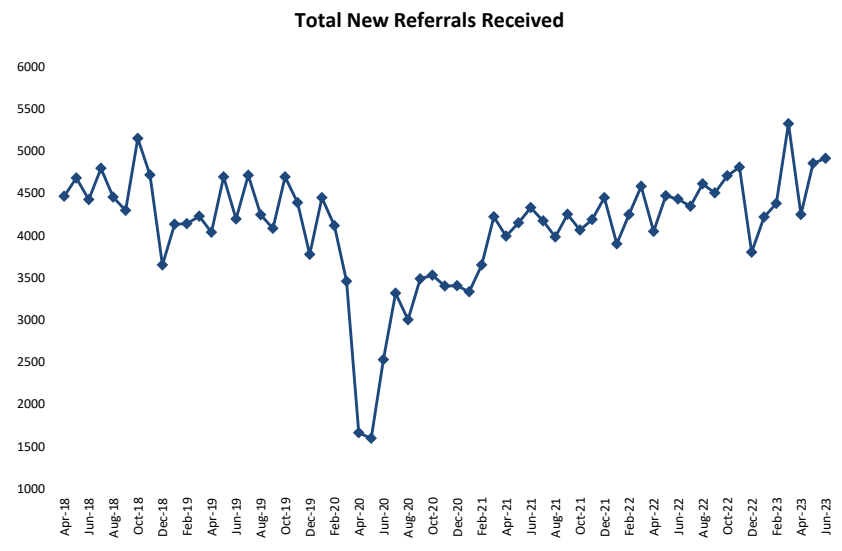
Outpatient Activity: Outpatient activity remained broadly consistent with 2022/23 activity through Q1 of 2023/24.



Referrals for outpatient appointments

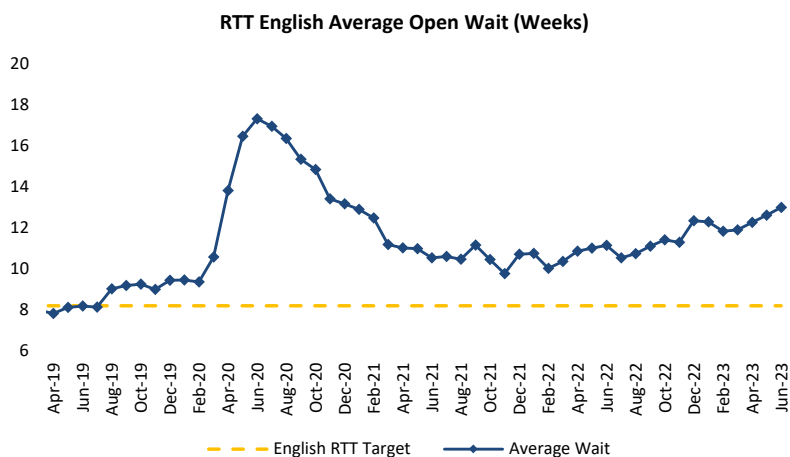
Clean referrals exclude referrals that are created by consultants retiring or transferring part of their practice to a colleague as part of service development or reorganisation and give a clearer indication of growth in demand for our services.

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

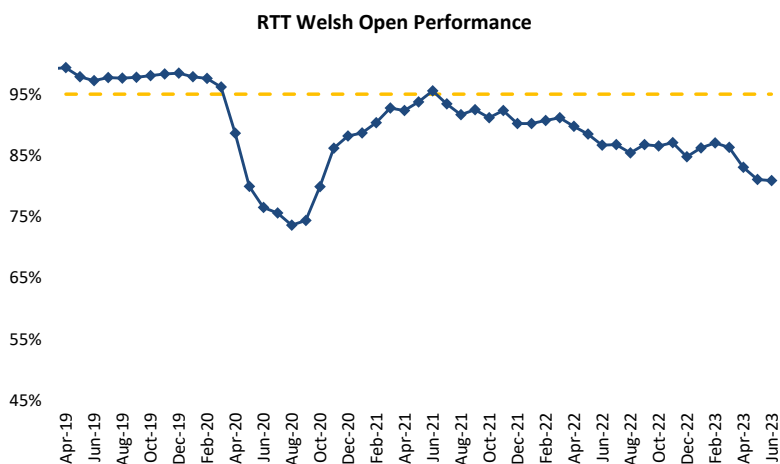


RTT (Referral to Treatment)

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 Q1 23/24 is 12.62 weeks which is an increase on Q4 22/23. Average weeks wait in England has increased consistently through the quarter.

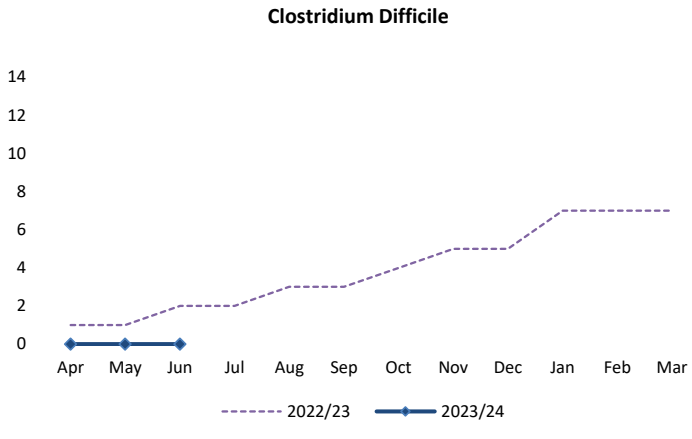
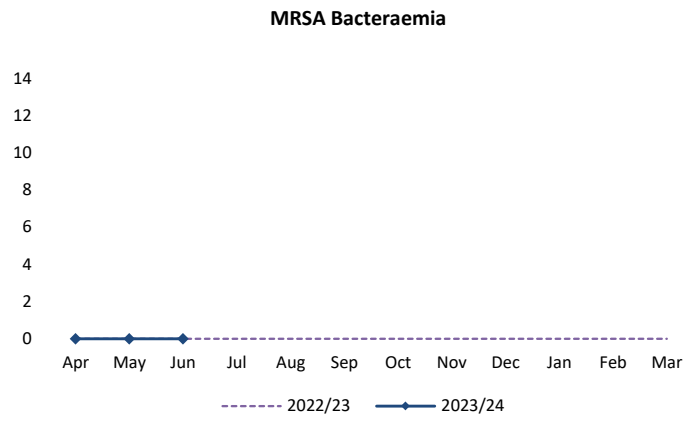


Welsh RTT performance continues to be monitored against the 95% standard, with performance below the standard at 81% in June 2023. Welsh open performance has dropped again through the first quarter of 2023/24.



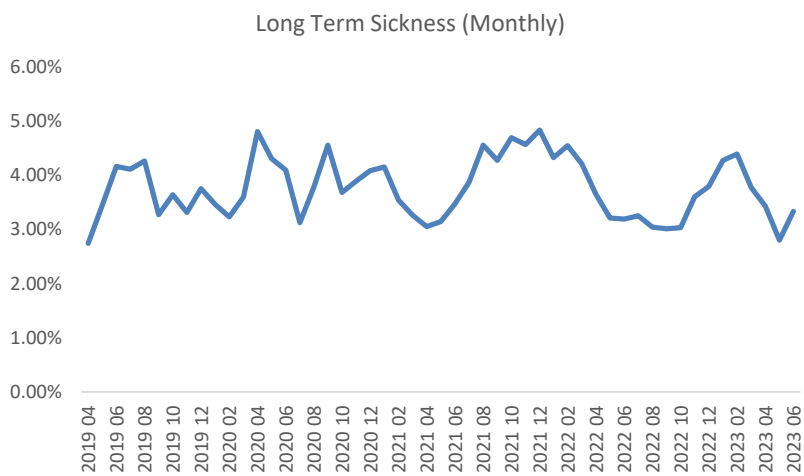
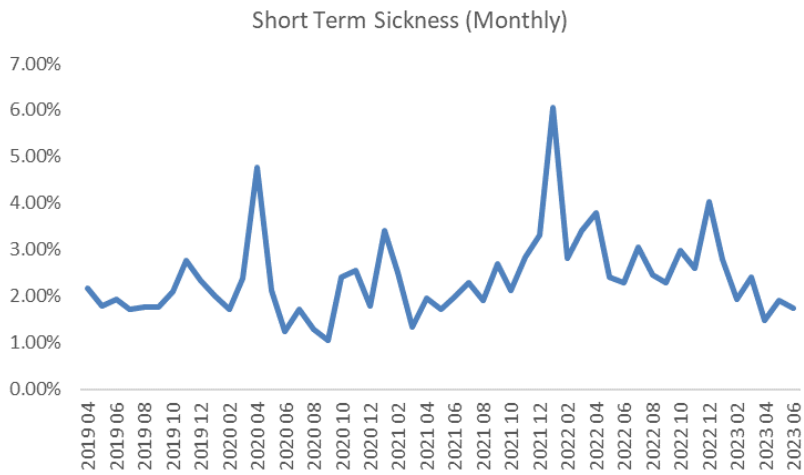
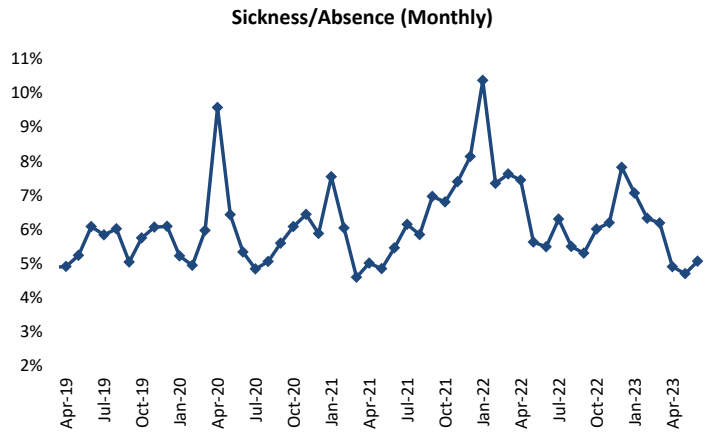
Infection Rates

No cases of MRSA Bacteraemia or Clostridium Difficile were reported during Q1 2023/24.



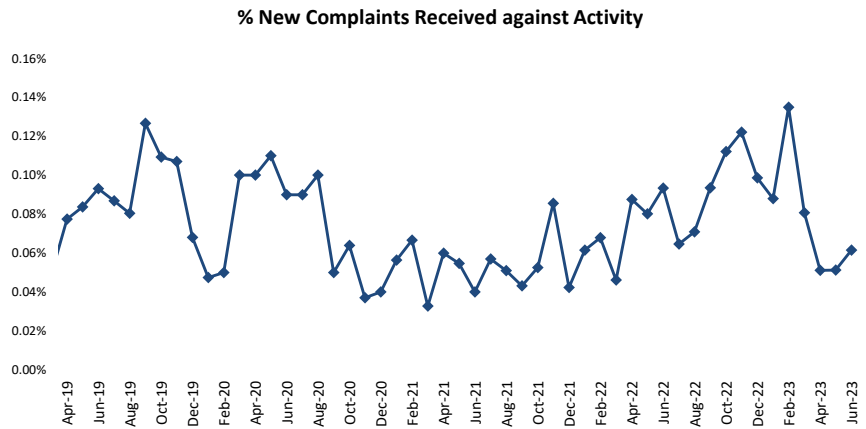
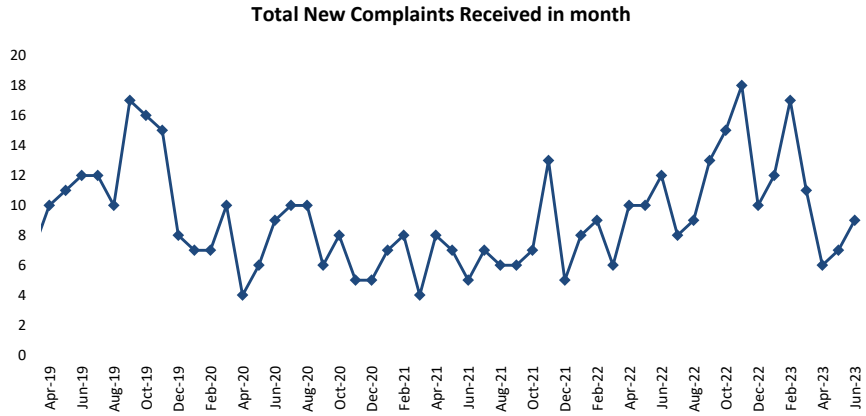
Workforce

Monthly sickness/absence rate is 5.07% which is above the target of 4.75%. The breakdown between long term and short term sickness as at June 2023 is as follows: 3.33% on long term sickness and 1.74% on short term.



Complaints

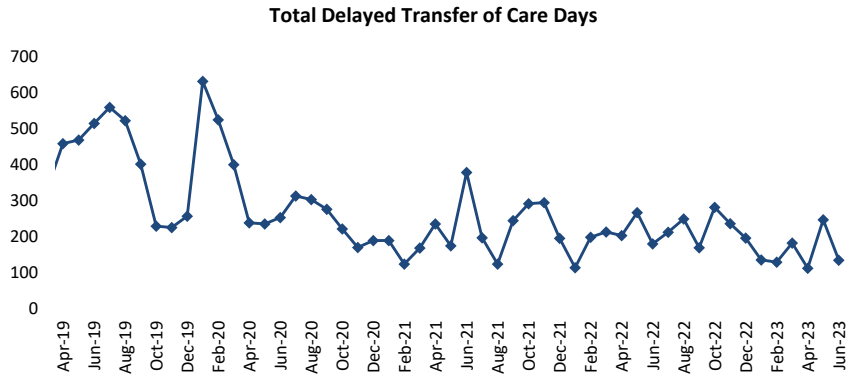
The Executive team receive a detailed monthly report in relation to complaints. Trends and themes are discussed and challenged. A Quarterly report is also provided to the Patient Experience Group. Q1 2023/24 has seen 22 complaints reported.



Efficiency Measures

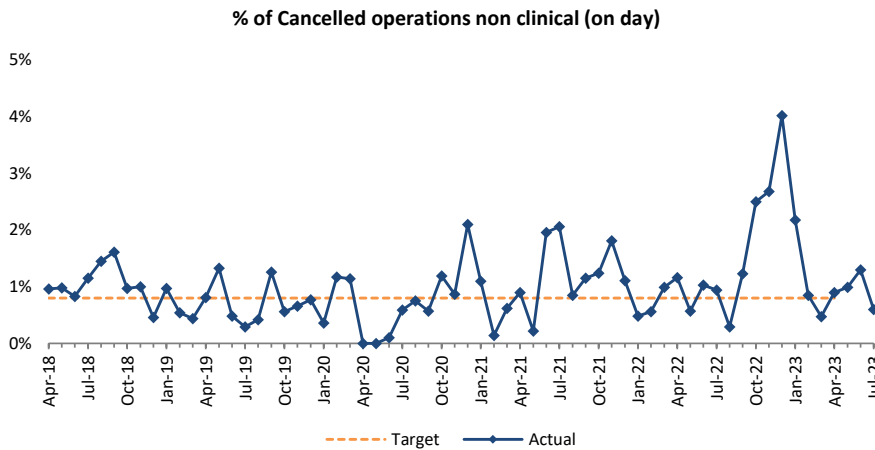
Delayed Discharges / Delayed Transfers of Care (DIOC):

The total Delayed Patient days has remained within the expected range in Q1 2023/24. The delayed patient days does not include those patients awaiting a bed in a different acute setting.



Cancelled Operations: Non-clinical cancellations have increased in Q1 compared to Q4 of last year. This has primarily been due to equipment failure and unavailability of either surgical staff or ITU/HDU beds. Industrial action has had minimal impact on on-the-day cancellations as theatre lists have been managed in advance to accommodate planned strikes.

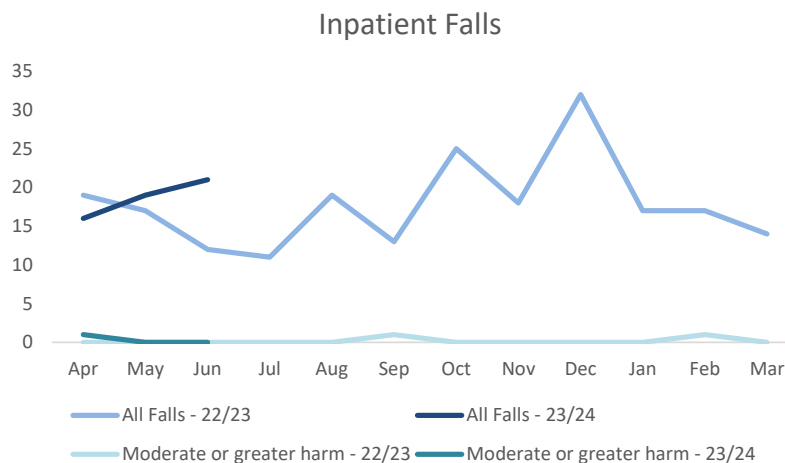
	Number of non-clinical cancellations
Q1 2023/24	44
Q4 2022/23	26
Variance	18



Safety Indicators

Patient Falls:

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



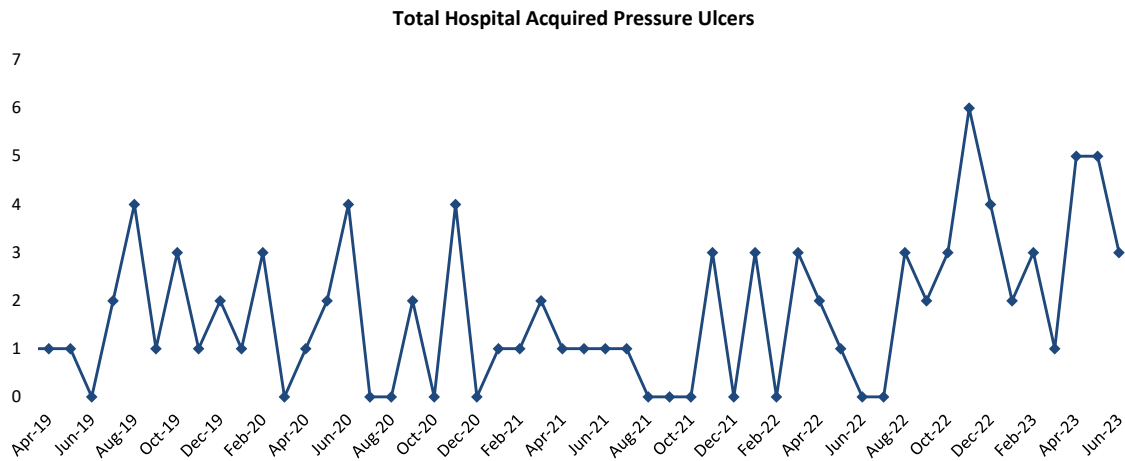
In Q1 of 2023/24 there were 56 falls of which one resulted in major harm and was reported accordingly as a Serious Incident.

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

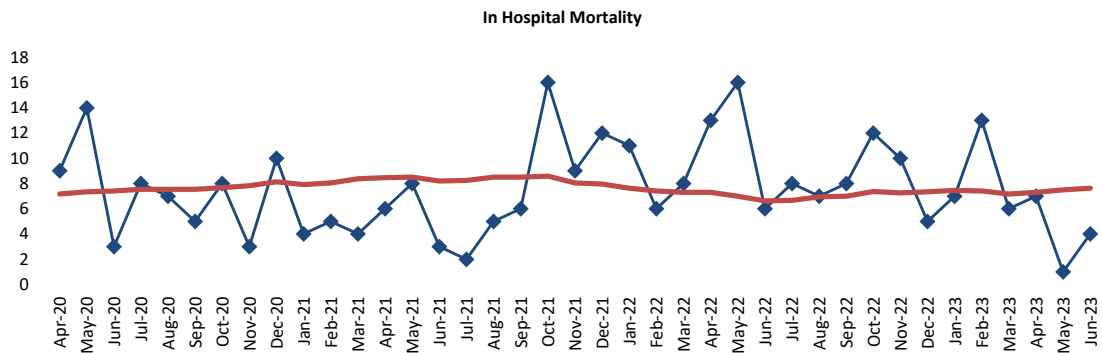
In Q1 2023/24 there were thirteen Walton Centre acquired pressure ulcers.

Below is a graphic representation of our position to date



Mortality

Rolling crude mortality has increased slightly in first quarter of 2023/24. All cases are subject to detailed clinical review and discussion at Quality Committee and no cause for concern identified.



Board of Directors Key Issues Report

Report Date: 28/06/2023	Report of: Business Performance Committee (BPC)	
Date of last meeting: 27/06/23	Membership Numbers: 5 (Quorate)	
1	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Integrated Performance Report • Board Assurance Framework (BAF) • Trust Wide Risk Register • Digital Transformation Monthly Update • People Pulse Survey Update • Sustainability Plan Update • Major Incident Plan • Local Negotiating Committee Effectiveness Review and Terms of Reference • People Group Effectiveness Review and Terms of Reference
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) has increased slightly owing to an increased number of referrals for pain management in conjunction with tight resources in that area. A review is underway seeking to deliver this service differently to reverse the trend. There are no 78+week waits. A further focus is aimed at restoring improvement in average waits (Referral To Treatment). • Mutual aid requests continue to be received, now including from Nottingham and Birmingham trusts. • Activity was slightly under plan for elective and day cases and above plan for new outpatients. • Outpatient waiting lists remain high, especially in neurology. The proportion of Patient Initiated Follow Up (PIFU) continues to increase. Focus remains on the high level of Did Not Attends (DNA) and revalidation of follow-up waiting lists within the outpatient transformation programme. <p>Workforce</p> <ul style="list-style-type: none"> • Sickness reduced to 4.7% which is now just below target for the first time in over 2 years. • Mandatory training achieved target for the first time in over a year, but Appraisal compliance slipped back against a commitment to be within target by September. • Turnover of corporate and other non-clinical staff remains high, reflecting pressures in the wider economy. In contrast, nursing and medical turnover and vacancies remain low.

		<p>Finance</p> <ul style="list-style-type: none"> The Income & Expenditure position was on plan (£0.9m surplus Year to Date (YTD)). The Quality Improvement Programme (QIP) target of £1.5m YTD was delivered, however there was a lower proportion of recurrent QIP (58% compared to 100% planned). Better Payment Practice Code stands at 87% of invoices paid and 84% of value against target of 95%. <p><i>Other matters</i></p> <ul style="list-style-type: none"> The six BAF risks overseen by BPC were reviewed for the first time this financial year and recommended to board for approval. Relevant operational risks were also reviewed. Concern was expressed at the increasing extent of digital team resource required to address (system wide) cyber threats. An update to the major incident plan was noted; this will require further review after the ICS plan is finalised. Key Issues reports from nine subgroups were received and noted; no significant alerts presented. Work on subgroup annual effectiveness reviews is on-going with two received at the meeting along with their Terms of Reference. 		
4.	Advise	<ul style="list-style-type: none"> Public Digital are to carry out a Digital Maturity Assessment to review structures and governance as a follow-on to recent focus on this strategic area. Findings are expected in August. The results of the last two People Pulse surveys (Jan and Apr) were viewed; response rate remains lower than hoped A sustainability lead will be in post from July. Progress on programmes is being overseen by the Strategic Programme Management Office. Bee lovers may want to visit the roof of the Sid Watkins building where around 10,000 now reside! 		
5.	Risks Identified	<ul style="list-style-type: none"> No new risks 		
6.	Report Compiled	David Topliffe Non-Executive Director	Minutes available from:	Corporate Secretary

Board of Directors Key Issues Report

Report Date: 07/09/2023	Report of: Business Performance Committee (BPC)	
Date of last meeting: 25/07/23	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 • Kinevo Microscope Replacement Business Case • NHS Professionals Managed Bank Service Contract Renewal Proposal • Digital Substrategy Update • Estates, Facilities and Sustainability Substrategy Update • Health Procurement Liverpool Strategy • Digital Transformation Monthly Update • Strategic Project Management Office (SPMO) Quarterly Update • BPC Meeting Frequency and Cycle of Business • Digital Transformation Programme Board Effectiveness Review • Digital Strategy Group Terms of Reference • Equality, Diversity and Inclusion Group Effectiveness Review and Terms of Reference • Resilience Planning Group Effectiveness Review and Terms of Reference • Staff Partnership Committee Effectiveness Review and Terms of Reference
2	Alert	<ul style="list-style-type: none"> • Concern was expressed at the increasing extent of digital team resource required to address (system wide) NHS Digital Care Computing Emergency Response Team (CareCERT) cyber threat alerts, particularly those identified as high-level. Note this does not imply a specific vulnerability for the Trust but relates to the NHS as a whole.
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) has decreased slightly and remains a primary focus to eliminate by March 2024. There are no 78+week waits. Restoring improvement in average waits (Referral To Treatment) will become the focus after that. • Activity was slightly under plan for elective and day cases and above plan for new outpatients. • Outpatient waiting lists remain high, especially in neurology. The proportion of Patient Initiated Follow Up (PIFU) continues to increase. Focus remains on the high level of Did Not Attends (DNA) and revalidation of follow-up waiting lists within the outpatient transformation programme. <p>Workforce</p> <ul style="list-style-type: none"> • Sickness at 5.2% is now back within normal variation.

		<ul style="list-style-type: none"> • Mandatory training remains above target and Appraisal compliance is close to achieving target by September. • Turnover of corporate and other non-clinical staff remains high, reflecting pressures in the wider economy. In contrast, nursing and medical turnover and vacancies remain low. <p>Finance</p> <ul style="list-style-type: none"> • The Income & Expenditure surplus was on plan (£1.5m YTD). The Quality Improvement Programme (QIP) target of £2.35m YTD was delivered, however there was a lower proportion of recurrent QIP (55% compared to 100% planned). • Better Payment Practice Code stands at 88% of invoices paid and 88% of value against target of 95%. <p><i>Other matters</i></p> <ul style="list-style-type: none"> • Updates were received showing good progress implementing the Digital and Estates, Facilities & Sustainability sub-strategies. • The Health Procurement Liverpool strategy was reviewed, commended and endorsed with some minor comments. • Good progress seen in implementing transformation projects and QIP/CIP. Further assurance (including Quality Impact Assessments) via a deep dive into a couple of specific projects was requested for the next periodic review. • Annual effectiveness reviews were received for 4 sub-groups. The Equality, Diversity & Inclusion Group will from now on report into the Health Inequalities and Inclusion Committee. It was recognised that the Digital Transformation Maturity Group had struggled with poor attendance and had provided suboptimal levels of assurance, leading to BPC obtaining assurance in other ways. The ToR of a redesigned Digital Strategy Group was approved to replace it and oversee implementation of the sub-strategy; good engagement (especially clinical) will be vital to success. • Key Issues reports from seven subgroups were received and noted; no alerts were presented. 		
4.	Advise	<ul style="list-style-type: none"> • Business cases for a replacement theatre microscope and contract renewal for the managed bank service were approved. • A reduction of the future meeting frequency from ten to six per year (consistent with board meeting changes) was agreed with a corresponding amended cycle of business. 		
5.	Risks Identified	<ul style="list-style-type: none"> • No new risks 		
6.	Report Compiled	David Topliffe Non-Executive Director	Minutes available from:	Corporate Secretary

Trust Board Key Issues Report

Report Date: 15/06/2023		Report of: Quality Committee
Date of last meeting: 15/06/2023		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 • Board Assurance Framework • Pharmacy and Medicines Management Annual Report • Controlled Drugs Accountable Officer Annual Report • Infection Prevention and Control Annual Report • Infection Prevention and Control Board Assurance Framework • Tissue Viability Q4 Report • Safeguarding Annual Report • National Patient Safety Strategy Update • National Inpatient Survey Action Plan
2.	Alert	<p>Safeguarding Annual Report Mandatory safeguarding training was currently non-compliant and individual non-compliant staff would be contacted with a request to complete training. The national safeguarding training target is 90% which is higher than the Trust mandatory training target of 80% and compliance is reported to the Integrated Care Board.</p> <p>Patient Safety Incident Response Framework (PSIRF) Implementation Plan PSIRF needs to be implemented by 1st September and a draft policy and implementation plan are in development. These will be presented to the next Committee meeting and will require approval before 1st September. Consideration of the approval process will be required as there is no Board meeting in August.</p>
3.	Assurance	<p>Integrated Performance Report The majority of indicators recorded on the IPR were within normal variation and high performing.</p> <p>Pharmacy and Medicines Management Annual Report All KPIs for 2022/23 were met and additional funding into the Service Level Agreement (SLA) had allowed for additional pharmacy work to be undertaken. The Trust workload had increased however this had all been delivered within the SLA.</p>

		<p>Infection Prevention and Control Annual Report The Trust was performing well in a number of areas however issues remained regarding MSSA infections and focussed work was ongoing in this area. The surgical site infection rate for the Trust was very positive. The Trust was currently being considered for Global Antimicrobial Stewardship Accreditation Scheme (GAMSAS) accreditation and a site visit was due to be undertaken as part of this process.</p> <p>Safeguarding Annual Report No concerns were raised from a safeguarding perspective with the Trust performing well in all areas with the exception of the aforementioned training compliance.</p> <p>Board Assurance Framework (BAF) Report 1 2022/23 BAF risks that were assigned to Quality Committee were reviewed and recommended for approval to Board with minor updates made.</p>		
4.	Advise	<p>National Inpatient Survey Action Plan Update Slippage had been recorded against a number of targeted completion dates for actions identified from the national inpatient survey the committee were informed that plans had been implemented to address this with a focus to complete all outstanding actions by September.</p>		
5.	Risks Identified	No new risks were identified.		
6.	Report Compiled by	Ray Walker – Non-Executive Director	Minutes available from:	Katharine Dowson – Corporate Secretary

Trust Board Key Issues Report

		Report of: Quality Committee
Date of last meeting: 20/07/2023		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 • Risk and Governance Q1 Report • Patient Safety Incident Response Framework (PSIRF) Plan and Policy • Clinical Audit Plan 2023/24 • Clinical Audit Progress Report • Infection Prevention and Control (IPC) Q1 Report • Ward Accreditation Update Report • Pharmacy KPI Report • Pathology Quality Assurance Dashboard • Healthwatch Listening Event Update • Review of Quality Committee Sub Groups • IPC Effectiveness Review and Terms of Reference
2.	Alert	<p>Integrated Performance Report</p> <p>There had been a category three pressure ulcer reported on a patient who had been transferred from Liverpool University Hospitals Foundation Trust (LUHFT) however this had since progressed to a category four. Documentation issues had been highlighted and the trust was working from LUHFT around lessons learned. The family had reported that they were happy with the care the patient had received from the Trust.</p>
3.	Assurance	<p>Integrated Performance Report</p> <p>The majority of indicators recorded on the IPR were within normal variation and high performing. An updated ward scorecard format was presented to provide improved assurance and comments were fed back for further improvements to be made.</p> <p>Risk and Governance Q1 Report</p> <p>All serious incidents had been investigated with learning outcomes and actions included in the report. A slight increase in the number of falls had been recorded and work to prevent falls continued. There had been a slight increase in numbers of Meticillin-Sensitive Staphylococcus Aureus (MSSA) recorded and a Trust wide action</p>

		<p>plan was in place regarding this with a deep dive to be presented at the September meeting.</p> <p>Clinical Audit Plan and Progress Report The clinical audit plan for 2023/24 was presented which included the process for identification and prioritisation of clinical audits. The plan provided flexibility for inclusion of audits identified as priorities through the year. The Clinical Audit Progress Report demonstrated continued excellent work in clearing the backlog of audits.</p> <p>Infection Prevention and Control (IPC) Q1 Report The report highlighted that there was a lot of good work being undertaken within the team that was making a positive impact on IPC metrics. Work to plan for the annual flu plan was underway. It was highlighted that the Trust had achieved level three Global Antimicrobial Stewardship Accreditation Scheme (GAMSAS) accreditation which was the highest level of accreditation.</p> <p>Quarterly Pharmacy KPI Report The Q1 Pharmacy Key Performance Indicator (KPI) report highlighted compliance with all performance KPIs with the exception of the percentage of discharge prescriptions verified on the ward.</p> <p>Healthwatch Listening Event Update The report provided an update on the patient listening event held by Healthwatch Liverpool in January 2023 and highlighted that the Trust received a rating of 4.8 out of a maximum of 5.</p>		
4.	Advise	<p>Patient Safety Incident Response Framework (PSIRF) Plan and Policy The Committee approved both the PSIRF plan and policy. The policy would be reviewed after a period of twelve months.</p> <p>Infection Prevention and Control Committee (IPCC) Terms of Reference The Committee approved terms of reference subject to clarification on the potential inclusion of the antimicrobial stewardship report to reports into the IPCC.</p>		
5.	Risks Identified	It was noted that there were a number of unknowns related to the implementation of Patient Safety Incident Response Framework.		
6.	Report Compiled by	Ray Walker – Non-Executive Director	Minutes available from:	Katharine Dowson – Corporate Secretary

Board of Directors' Key Issues Report

Report Date: 23/06/23		Report of: Audit Committee		
Date of last meeting: 19/06/23		Membership Numbers: Quorate		
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Audit Findings Report for the Year Ending 31st March 2023 (including Management Letter of Representation) • Auditors Annual Report for the Year Ending 31st March 23 • Accounts for the Year Ending 31st March 2023 • Draft Annual Report and Accounts 2022/23 • Compliance with Provider License – Self Certification 		
2.	Alert	<ul style="list-style-type: none"> • Improvement recommendation made regarding avoidance of late adjustments to the financial accounts. 		
3.	Assurance	<ul style="list-style-type: none"> • Auditors confirmed that information to be published within the financial statements was consistent with their knowledge of the Trust and the financial statements that had been audited. • The Committee noted that the Audit Findings Report, Management Letter of Representation and Auditors' Annual Report for the Year were all on track to be signed off by 30th June. • It was anticipated that the audit opinion would be unqualified. 		
4.	Advise	<ul style="list-style-type: none"> • The Audit Findings Report and Management Letter of Representation were recommended for Board approval. • The Auditors' Annual Report for the Year was recommended for Board approval. • The accounts for the year ending 31st March 2023 were recommended for Board approval. • The draft Annual Report and Accounts for 2022/23 were recommended for Board approval. • The Self-certification of Compliance with the Provider License and publication of the self-certification on the Trust website were recommended for Board approval. • There is no longer a requirement to provide a report on the Self-certification of Compliance with the provider licence in line with the new Corporate Code of Governance, all the information was already provided within the annual governance statement/accounts. 		
5.	Risks Identified	<ul style="list-style-type: none"> • None 		
6.	Report Compiled by	Su Rai, Non-Executive Director	Minutes available from:	Corporate Secretary

Board of Directors' Key Issues Report

Report Date: 07/09/23	Report of: Audit Committee	
Date of last meeting: 18/07/23	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 Recommendations Report • Data Protection and Security Toolkit Audit Report • IT Infrastructure Housekeeping Audit Report • Counter Fraud Progress Report • Tender and Quotations Waivers Q1 Report 2023/24 • Finance Compliance Report • Proposal for Updates to the Standing Financial Instructions and Scheme of Reservation and Delegation • Managing Conflicts of Interests Annual Report 2022/23 • Board Committees Annual Review and Terms of Reference • Cyber Security Plan 2023/24 • Clinical Audit Plan Progress Report Q1 2023/24 • External Visits & Inspections Update Report
2.	Alert	<ul style="list-style-type: none"> • None
	Assurance	<ul style="list-style-type: none"> • Internal audits of Health Procurement Liverpool, Accounts Payable and Corporate Credit Card and the Data Security and Protection Toolkit Self-Assessment had provided substantial assurance. • An internal audit of Risk Management Core Controls had provided high assurance. • An internal audit of the National Data Guardian Standards had provided moderate assurance against two of the ten national standard levels with substantial assurance provided for the remaining eight national standard levels. • The Committee considered the Internal Audit Progress Report and noted that the following audits were underway: <ul style="list-style-type: none"> ○ Infection Prevention and Control (reporting stage) ○ Fire Safety (fieldwork stage) ○ Data Quality – IPR (fieldwork stage) ○ Medical Validation (scoping stage) ○ Safe Staffing (scoping stage) ○ Cyber Staffing (scoping stage)

		<ul style="list-style-type: none"> • The Internal Audit Recommendation Report was received by the committee, and it was highlighted that the Trust had closed thirteen out of the twenty recommendations previously made and continued to make positive progress against the implementation of the open recommendations. • The Committee received the counter fraud progress report and it was noted that no new fraud referrals had been made. Once case was investigated during 2022/23 however this had since been closed. Mandatory fraud training was reported to be below target and work was underway to improve in this area. • The 2023/24 Q1 Tender Waivers Report was received and noted by the committee. • The 2023/24 Financial Compliance Report was received by the committee and the Committee noted the recovered debts and measures in place to recover aged debts. • The Committee received the annual report of managing conflicts of interest and it was highlighted that there had been a compliance rate for declaring interests of 100%. • The 2023/24 Q1 Clinical Audit Plan Progress Report was received by the Committee and it was highlighted that there were no outstanding audits within Neurosurgery and eight audits that had recently passed their estimated completion date and escalation processes were underway regarding these. It was recognised that significant work had been completed to significantly improve the number of outstanding audits. • The Committee received and noted an update on work undertaken against the 2023/24 Cyber-Security Annual Plan including completed initiatives and updates on ongoing and planned initiatives. 		
	Advise	<ul style="list-style-type: none"> • The Committee endorsed the proposed amendments to the Standing Financial Instructions (SFI) and Scheme of Reservation and Delegation (SoRD) for Board approval. 		
2.	Risks Identified	No new risks were emerging		
3.	Report Compiled by	Su Rai, Non-Executive Director	Minutes available from:	Corporate Secretary

RIME Committee Key Issues Report

Report Date: 06/07/2023	Report of: Research, Innovation and Medical Education Committee
Date of last meeting: 20/06/23	Membership Numbers: Quorate
1.	Agenda <p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Strategic Partnerships Updates • Committee Annual Effectiveness Review 2022/23 • Committee Cycle of Business 2023/24 • Board Assurance Framework – Report 1 2023/24 • 2022/23 Annual Reports from: <ul style="list-style-type: none"> ○ Research & Development ○ Innovation Annual Report 2022/23 ○ Medical Education Annual Report 2022/23 • Annual Undergraduate University Feedback 2022/23 • Research and Development Finance and Performance Update • Research Governance Group Effectiveness Review 2022/23 including Terms of Reference and report from meeting held on 22/04/23 • Medical Education Group Effectiveness Review 2022/23 including Terms of Reference and report from meeting held on 06/06/23 • Innovation Group Terms of Reference and report from meeting held on 24/05/23
2.	Alert None of note.
3.	Assurance <p>Committee Annual Effectiveness Review 2022/23 Committee has fulfilled its duties as set out in the Terms of Reference. Areas of development identified in the 2022 review are still being embedded with no further changes currently proposed.</p> <p>Research & Development Annual Report 2022/23 Increased stability across the Neuroscience Research Centre infrastructure resulted in improved patient recruitment and quality. Some improvement in the financial performance with further work being undertaken to stabilise.</p> <p>Innovation Annual Report 2022/23 Delivery model now developed with adoption of the ISO innovation industry standard through a three year development programme to ensure the Trust has the capability to deliver organic, industry standard innovation in neuroscience with robust and systematic processes to strengthen its governance and align to the organisation’s business cycle.</p> <p>Medical Education Annual Report 2022/23</p>

		<p>Successful expansion of the undergraduate offer to Edge Hill Medical School, enhanced quality of University of Liverpool Undergraduate placements and opportunities, and a focus on post-graduate training and effective pastoral support.</p> <p>Annual Undergraduate University Feedback 2022/23 Year 4 Clinical Placement report showed the Trust scoring above site average against all 23 indicators of which 20 were deemed as excellent. Improvement in score from 2021/22 score for Education Supervisor indicator.</p> <p>Outcomes from Research Finance Meeting on 24/05/23 Clarification of research financial management issues and challenges to ensure alignment between research and financial functions. Financial management plan in development.</p> <p>Board Assurance Framework (BAF) – Report 1 2023/24 Risk scoring for BAF008 Medical Education being increased from 8 to 9.</p>		
4.	Advise	<p>Strategic Partnerships Updates</p> <ul style="list-style-type: none"> • Innovation Agency NorthWest Coast – Dr Rhys Davies presented the Trust's Headache Chatbot innovation project to the Partnership Board meeting which was well received, several offers of support had been made. • University of Liverpool – The Trust was working with Mr Martin Wilby and Miss Deepti Bhargava to provide support for their applications for Clinical Academic Research Partnership funding and Honorary Clinical Associate Professor awards had been made to Mr Andrew Brodbelt and Dr Bernhard Frank. This year, regionally, the Trust has the third highest honorary appointments behind LUHFT and Alder Hey. • University Hospital Association – Memorandum of Understanding and enabling model for the joint research strategy between the Trust and the University of Liverpool is being developed and a joint event is being held in October 2023 hosted by the Trust. Executive Lead identified as the Chief People Officer. <p>Research Governance Group Effectiveness Review 2022/23 including Terms of Reference In response to areas of improvement identified, a revised Terms of Reference and Cycle of Business had been developed which were approved. Quality Subgroup to be established and included in the Group's Terms of Reference.</p> <p>Medical Education Group Effectiveness Review 2022/23 including Terms of Reference In line with the Group's governance review, revised Terms of Reference and Cycle of Business were approved.</p> <p>Innovation Group Terms of Reference No effectiveness review undertaken as the Group commenced in March 2023. Terms of Reference were approved.</p>		
5.	Risks Identified	<ul style="list-style-type: none"> • None of note. 		
6.	Report Compiled by	Professor Paul May, Non-Executive Director and RIME Committee Chair	Minutes available from:	Corporate Secretary



Board of Directors' Key Issues Report

Date of meeting: 22/07/23		Report of: The Walton Centre Charity Committee Meeting
		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 30 June 2023 • CCLA and Ruffer Quarterly Investment Reports • Fundraising Activity Report • Charity Risk Register • Cycle of Business 2023/24 • Application to Support a Band 7 Research Physiotherapist • Application for Bursary to Undertake Research Project • Application for the Purchase of Two Probes for Laser Interstitial Thermal Therapy • Draft Annual Report and Accounts 2022/23 • Pipeline of Potential Projects • Revised Committee Terms of Reference
2	Alert	<ul style="list-style-type: none"> • The committee received the quarterly investment reports from CCLA and Ruffer which highlighted the potential impacts on the investments portfolios due to the interest rate changes and cost of living crisis.
3	Assurance	<ul style="list-style-type: none"> • The Head of Fundraising presented the Charity Risk Register, no new risks were identified, and the Committee assessed appropriateness of risk ratings. • The Fundraising activities were progressing well and going back to pre-covid levels. Good progress was being made towards the Jan Fairclough (JF) Ball in November. • The committee would continue to monitor the impact of the Digital Fundraiser through the Fundraising Activity Reports. • The committee received and noted the Cycle of Business for 2023/24. • The pipeline of potential projects was presented to the committee, and the OCT machine project had been identified as a potential project for the JF Ball.
4	Advise	<ul style="list-style-type: none"> • The Finance Report as at 30 June was presented to the Committee which showed that the fund balances had increased from £1,373,910 to £1,426,808 as at 30 June 2023. • The Committee received and ratified the application to support a Band 7 Research Physiotherapist. • The Committee received and ratified the application of two bursaries for two students to undertake a research project at the Trust. • The Committee gave formal approval to an application from the Sid Watkins Innovation Fund for two more probes for the Laser Interstitial Thermal Therapy (LITT).

		<ul style="list-style-type: none"> • The Walton Centre Charity Draft Annual Report and Accounts 2022/23 was presented to the Committee and it was agreed that the Draft Annual Report and Accounts be sent to the independent examiner for a fee quotation and audit. • The committee received the Revised Terms of Reference (ToR) and recommended the ToR to the Board for approval. 		
5	Risks Identified	<ul style="list-style-type: none"> • None 		
6	Report Compiled by	Su Rai Non-Executive Director	Minutes available from:	Corporate Secretary

**Report to Council of Governors
13 September 2022**

Report Title	Council of Governors Annual Effectiveness Review 2022/23 and Action Plan		
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 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"> The report provides a summary of the results of the Council of Governors Annual Effectiveness Review for 2022/23 Low number of response received from Governors Holding Non-Executive Directors to account is seen as a challenge 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. Action Plan to be developed and implemented 			
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.	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

Council of Governors Annual Effectiveness Review

Executive Summary

1. Governors were requested to complete an Annual Effectiveness Review Survey in August 2023 for the 2022/23 year. This was a repeat of the survey completed twelve ago.
2. The responses to the Council of Governors (CoG) effectiveness review indicate an overall positive outcome with majority of the responses to all questions being Agree or Slightly Agree, However there were a number of questions where Governors disagreed but with only two comments being provided across all responses to provide insight to this.
3. The full results are presented in Appendix 1.

Participation

4. Responses were received anonymously from six Governors. The average completion time of the survey was 8.57 minutes.

Background

5. The Council of Governors' Standing Orders form part of the Trust Constitution Annex 7 paragraph 11 states that:

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.

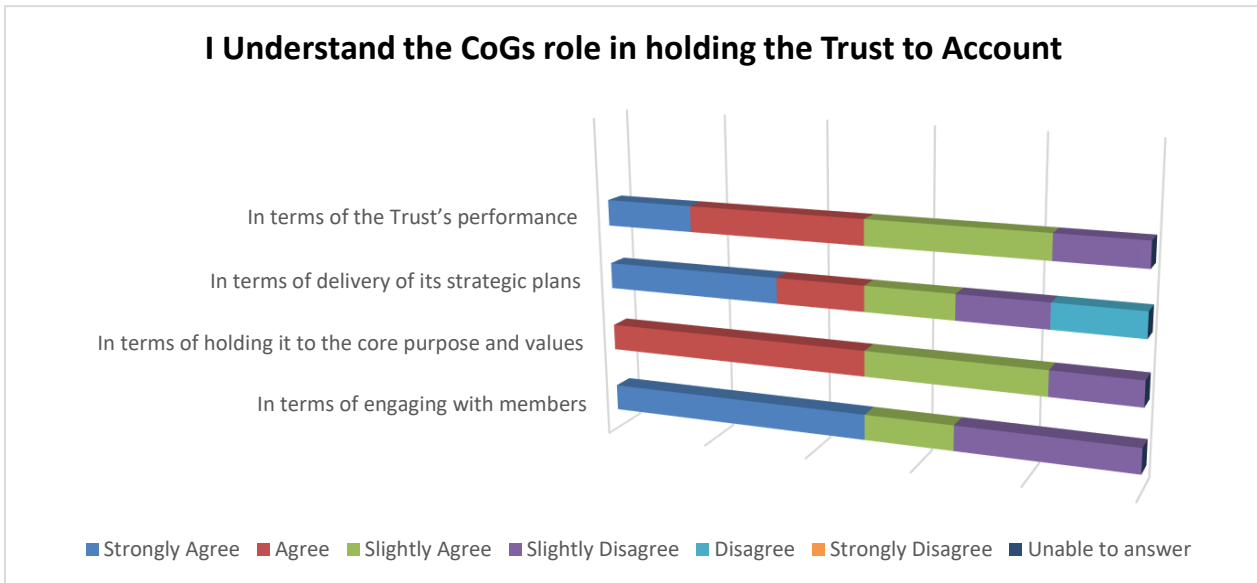
6. The effectiveness review was conducted through a link to an anonymous electronic questionnaire on MS Teams sent to all governors. The questionnaire was open for responses from 15 August to 1 September 2023.
7. A total of 6 out of a possible 19 responses (30%) were received which was lower than the 2022 response rate of 55%. The low response rate is likely to be due to the fact that the survey was delayed this year and a number of Governors attended their last meeting in June and may not have responded. There were also a number of vacant governor positions in the period.

Analysis

Holding the Trust to Account

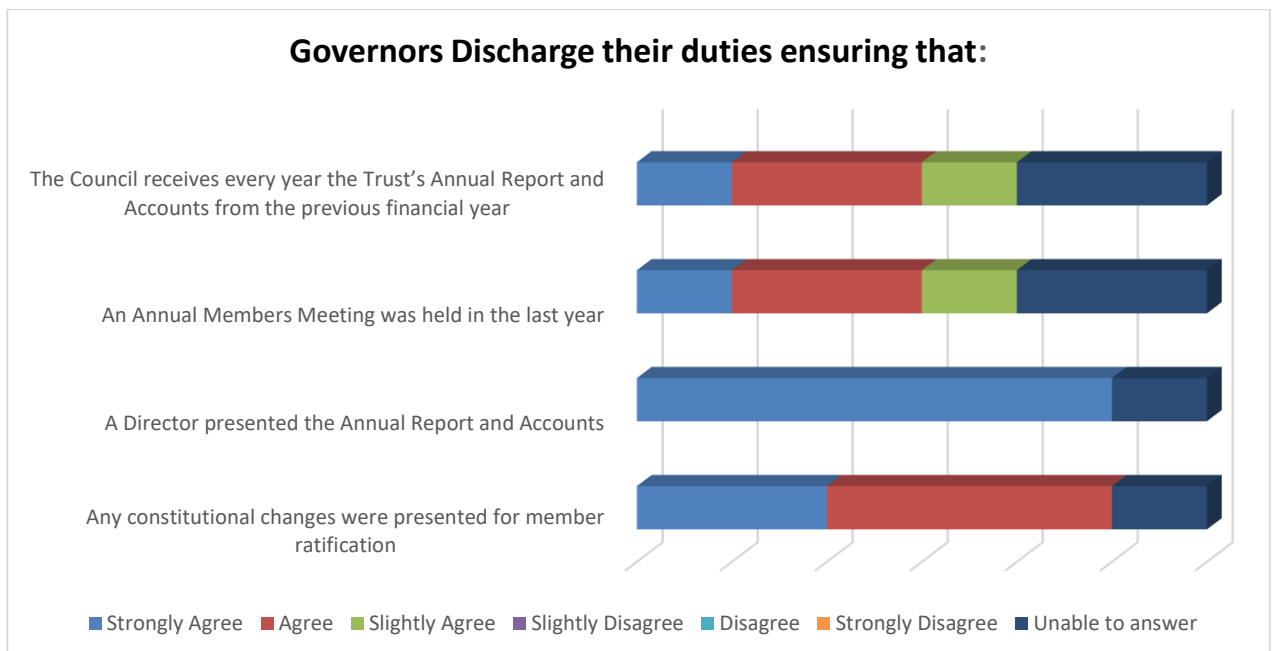
8. In the main governors responded positively. Governors answered that they had the opportunity to question the Board and NEDs but there were some Governors who disagreed. This may be

in part due to the low attendance by NEDs at the last CoG meeting in June and this has been addressed by the Chair.



Discharge of Governors Duties.

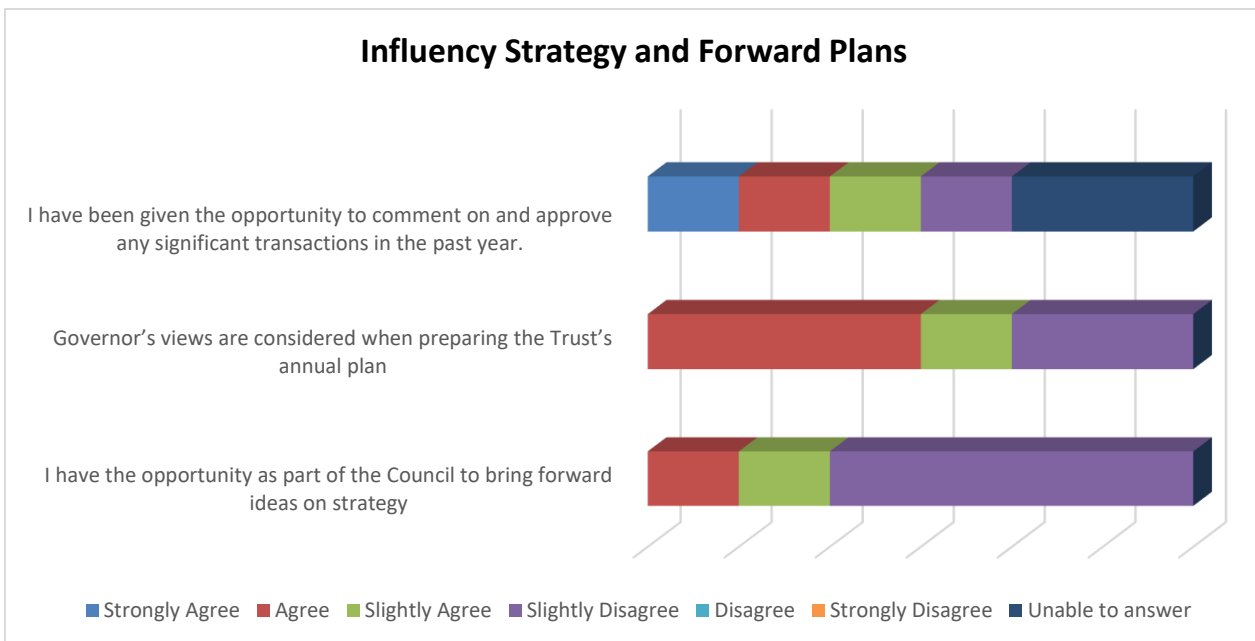
- All responses were positive but some governors were unable to answer the questions which may reflect that some respondents have been in post for less than a year and so have not been aware of these annual events.



Influencing Strategy and forward plans

- A majority of the responses were positive with one Governor slightly disagreeing and two governors who were unable to answer the question on significant transactions. There is a strict criteria for what constitutes a significant transaction i.e. mergers and therefore this a rare occurrence which Governors would be fully briefed on if required so it is not unexpected that Governors may have felt unable to answer this question.

11. The majority of the responders slightly disagreed, with only a few agreeing, that that they had been given the opportunity to bring forward ideas on the Trust Strategy. This is a recurring theme from Governors that was also referenced in the Well Led Review despite the fact that the developing strategy was presented to Governors at a Council meeting in 2022 as well as a in a dedicated focus group and an Advisory Group meeting as the strategy was being developed.
12. A session is being planned for Governors in December as part of the Council meeting to focus on forward plans for the Trust which will be explicitly to encourage Governors to bring forward ideas on the future strategy of the Trust as well as discuss the plans for the next year.



Membership Engagement

13. Most responders agreed that they received reports on membership engagement activities which reflects an increase from the responses received in 2021/22 and highlights the increased awareness put in place by the Trust by increasing the reporting of the work of the Membership and Engagement Committee to the Council.
14. The remaining engagement questions received mostly positive responses to the questions "The Council ensures the needs, preferences and opinions of the Members are heard by the Trust" and "I am aware that the Council, through a committee, monitors public, patient and carer membership of constituent areas"

Support and communications

15. Whilst the majority of responses were positive, there was one negative responses to the question "I am given the opportunities to meet with Members and report back to the Council", and a few Governors who were unsure or unable to answer the questions in this section. Additional work will be implemented in helping, particularly new governors, understand their role and the NHS on a practical level as Governors are continually encouraged to attend walkarounds and membership events such as the Meet Your Governor pop-up event held in June in order to facilitate engagement with members.

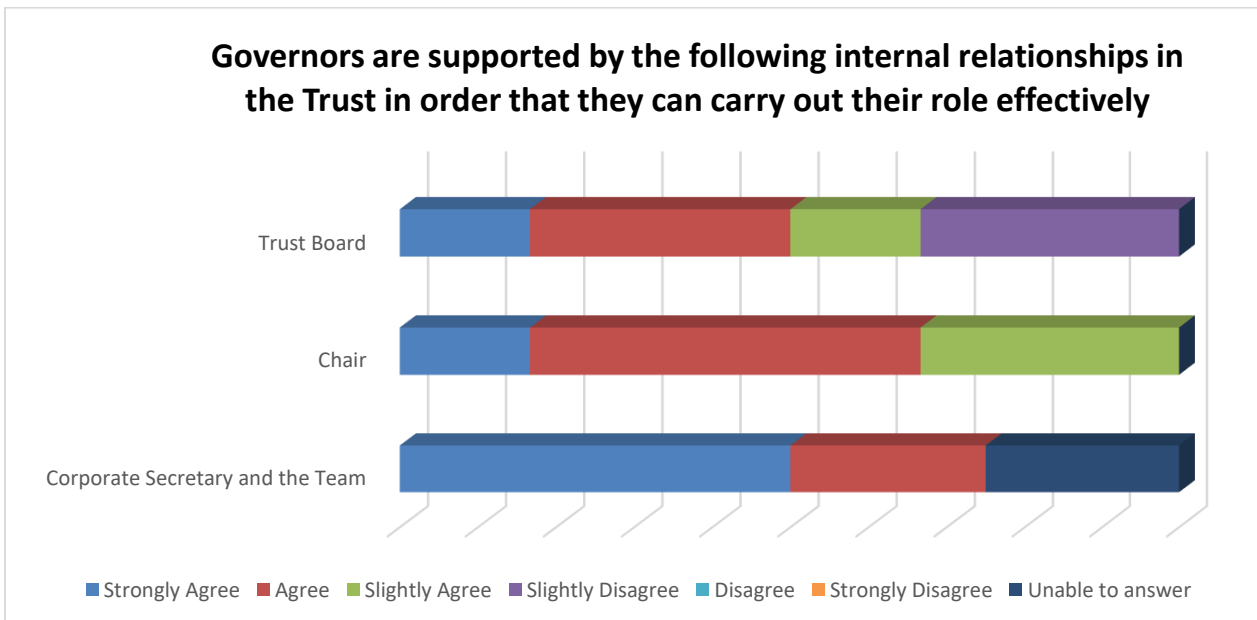
16. Two respondents said that they did not receive Board minutes and agendas on a regular basis which is concerning as the link to the board packs which includes the agenda and minutes is sent out every month together with an invitation to observe the Board meetings.

Appointment or reappointment of Board members

17. The majority of responses received were positive with one negative response received to the question “the Council’s process for the appointment of the Trust’s Non-Executive Directors (NED) is effective and reported to Council”. The Trust is currently going through the process of appointing a new NED and the process is being monitored through the Nominations Committee and reported through the Chair’s key issues report.

Support from the Board

18. Governors responded positively that they had been supported by the Chair, Board and the Corporate Governance Team to carry out their role effectively. Although some Governors felt that that they had not received support from the Trust Board to effectively carry out their role.



19. The majority of Governors agreed that they had received sufficient support to develop their skills and knowledge but there were two responses that disagreed to this which equates to 33%.

Additional Comments received

20. Below are the comments received:

- "Too many pieces of paper."*
- "More training is needed to fulfil the role effectively"*

21. As with the last survey reported in June, the lack of comments make it very difficult to understand why Governors are submitting negative responses. Despite the number of negative responses there were only two comments made in the survey. Governors are asked to provide any further feedback to the Corporate Secretary Katharine.dowson@nhs.net so that concerns can be addressed and improvements made.

22. Additional training can always be offered to Governors to help them understand their roles and efficiently fulfil their obligations but currently the Trust are struggling to get some Governors to take up training and development opportunities that are available and often there is no interest in development offers made regionally or nationally. All Governors are invited to refresh their knowledge at the annual induction for new Governors. A wide range of offers are made and if there are specific areas that Governors would like training this can be arranged.

Conclusion and Next Steps

23. The results are disappointing due to the number of negative responses and the very small sample size and Governors are encouraged to send further comments to provide insight to the Chair, Corporate Secretary or any other members of the Board or support teams in order to bring about improvements.
24. The Chair and Corporate Secretary will be reviewing the results of the survey and considering what more can be done to address issues of engagement, training and communication that have been raised. A session on developing the plan for 2024/25 will be held in December and further training and development sessions on particular areas will also be developed.
25. Next year the survey will be conducted at the start of the financial year in April next year to ensure that departing Governors can be included in the survey in the hope that this will improve participation in this survey. The expectation is that 100% of Governors would complete this survey each year.

Recommendation

26. To note

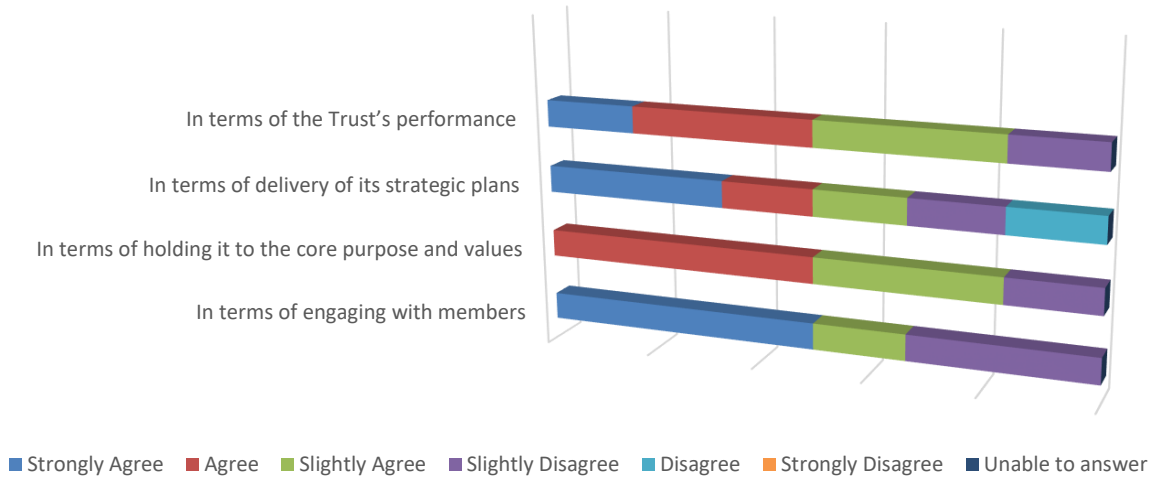
**Author: Nicola Troy, Corporate Governance Officer
Jennifer Ezeogu, Deputy Corporate Secretary
Katharine Dowson, Corporate Secretary**

Date: 5 September 2023

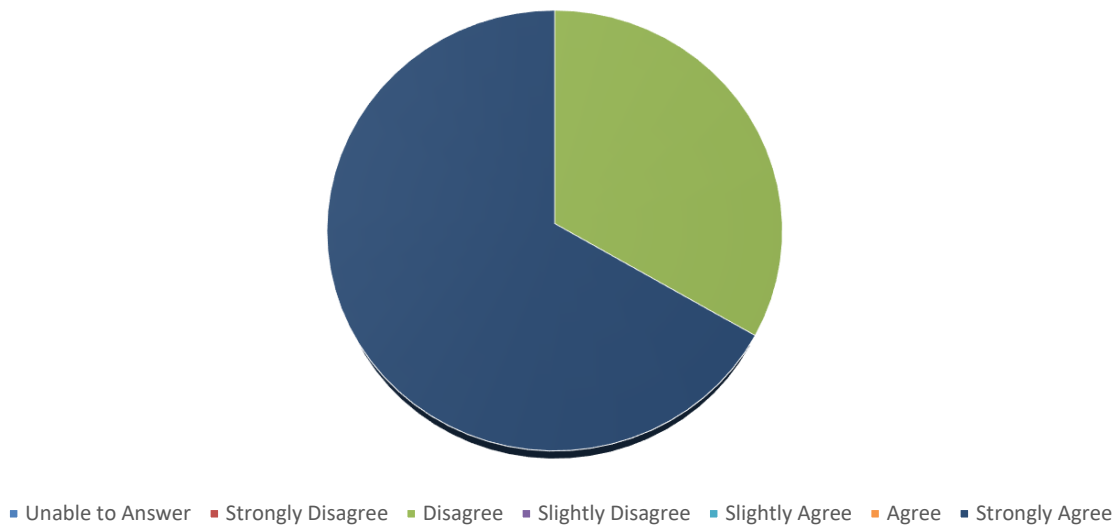
Appendix 1

Full Results of the 2022/23 COG Effectiveness Review

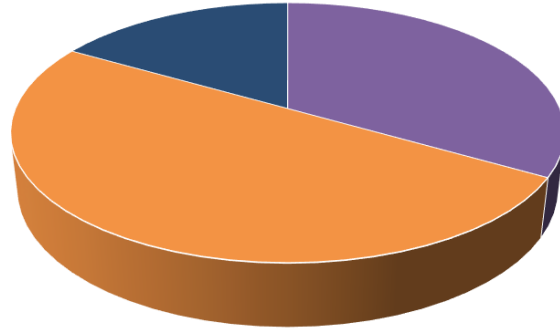
I Understand the CoGs role in holding the Trust to Account



I receive the Board agenda and minutes every month

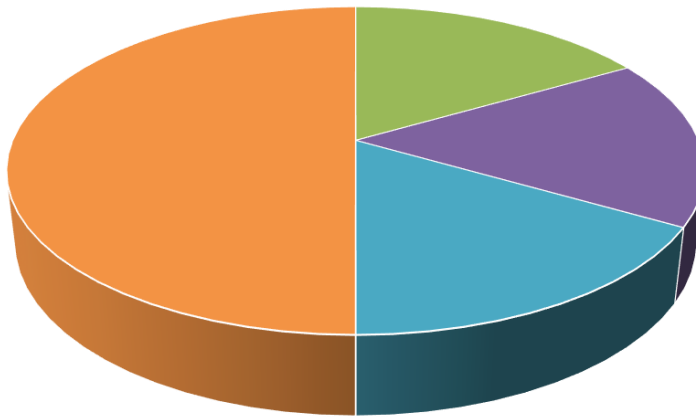


I have sufficient oppurtunities and receive suffcient information to hold the NEDs to account for the performance of the Board

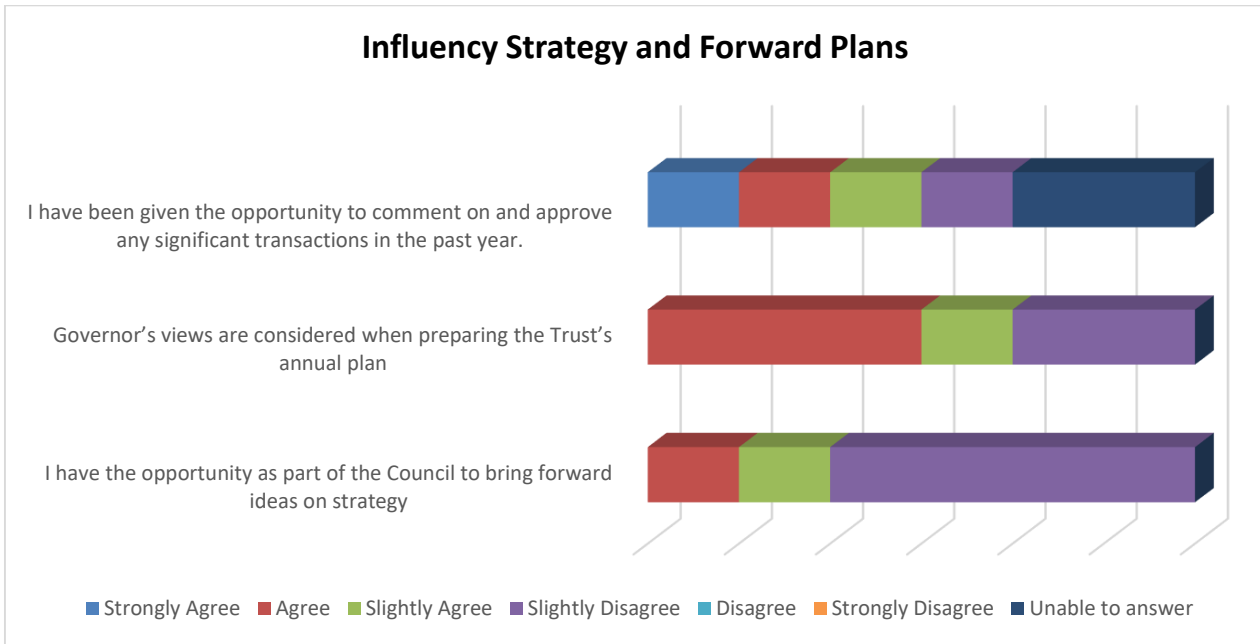
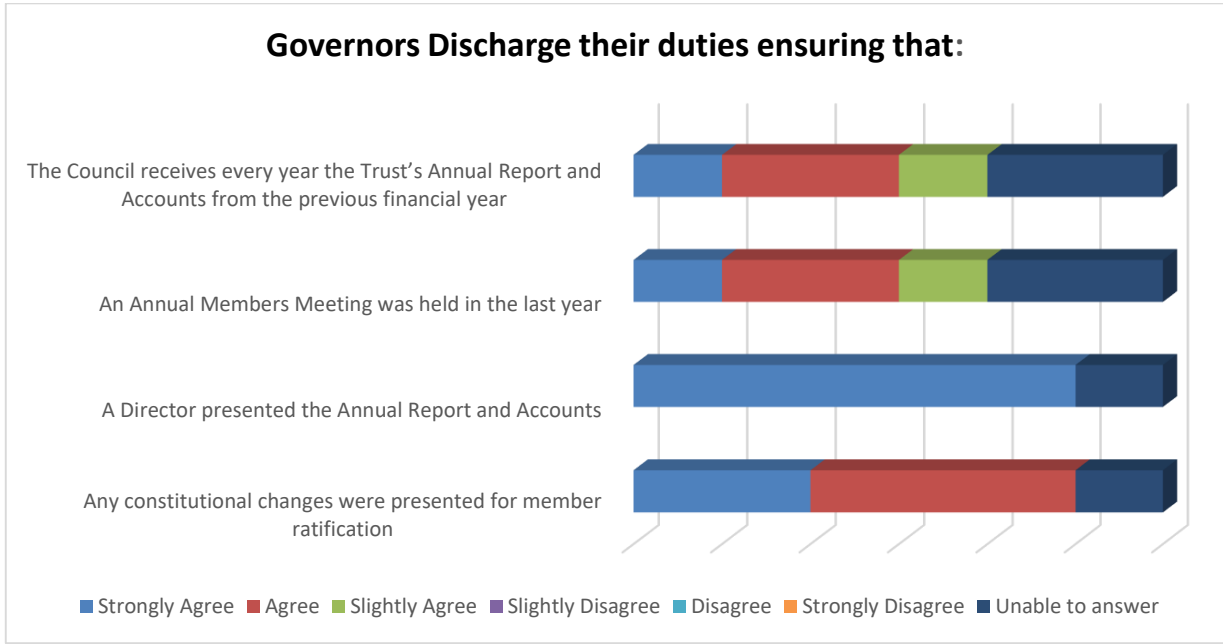


- Unable to answer
- Strongly Disagree
- Disagree
- Slightly Disagree
- Slightly Agree
- Agree
- Strongly Agree

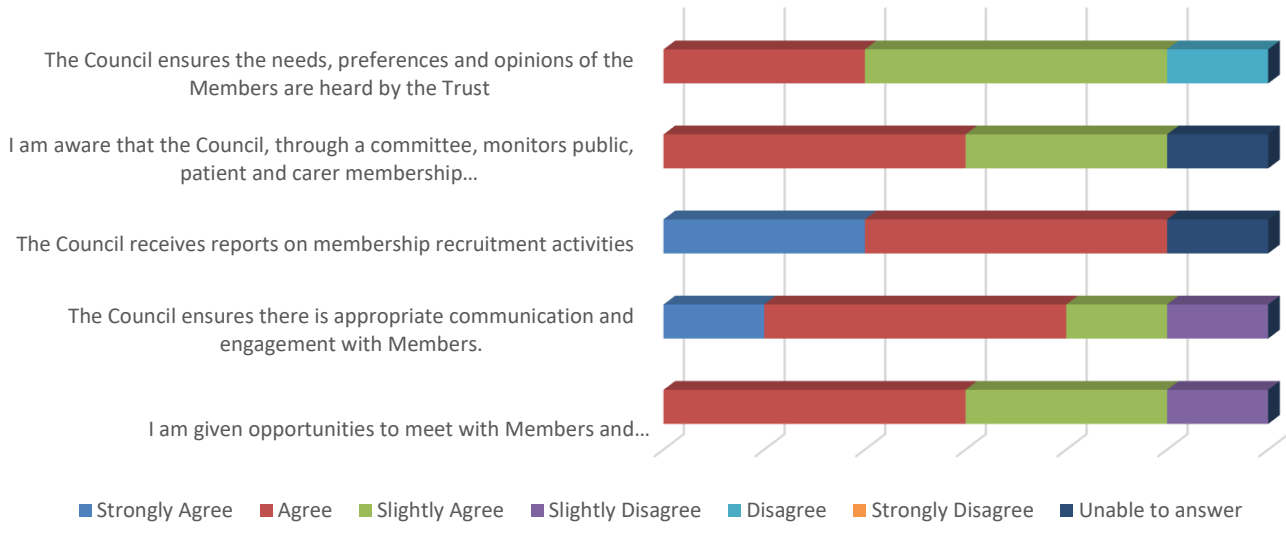
Opportunity to question the NEDs Committee Chair



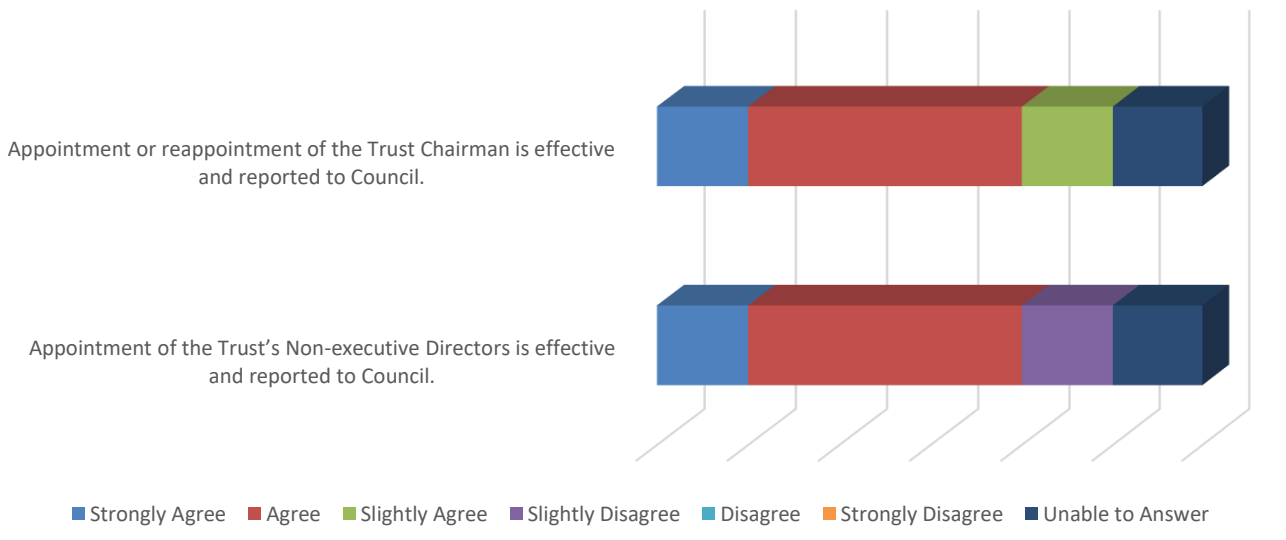
- Unable to answer
- Strongly Disagree
- Disagree
- Slightly Disagree
- Slightly Agree
- Agree
- Strongly Agree



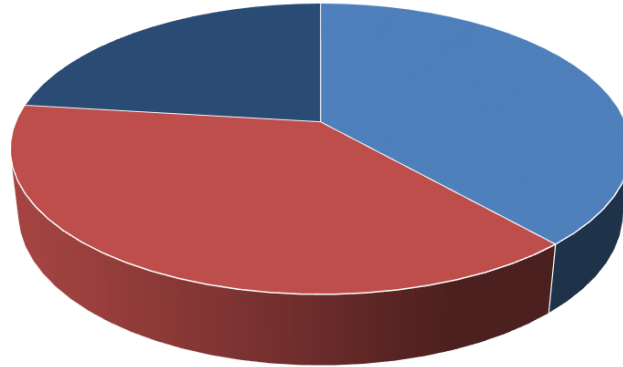
Membership Engagement



The Council's Process of the:

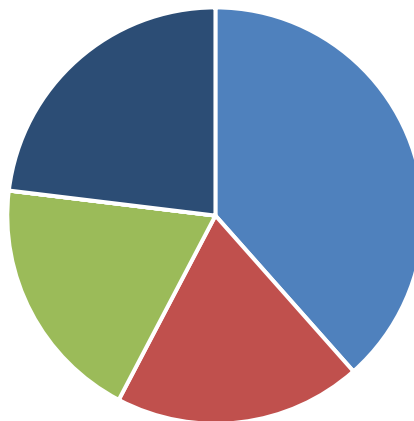


The Nomination and Remuneration Committee has considered, approved and reported on a system of performance appraisal for the Chairman and Non-executive Directors in the last 12 months.



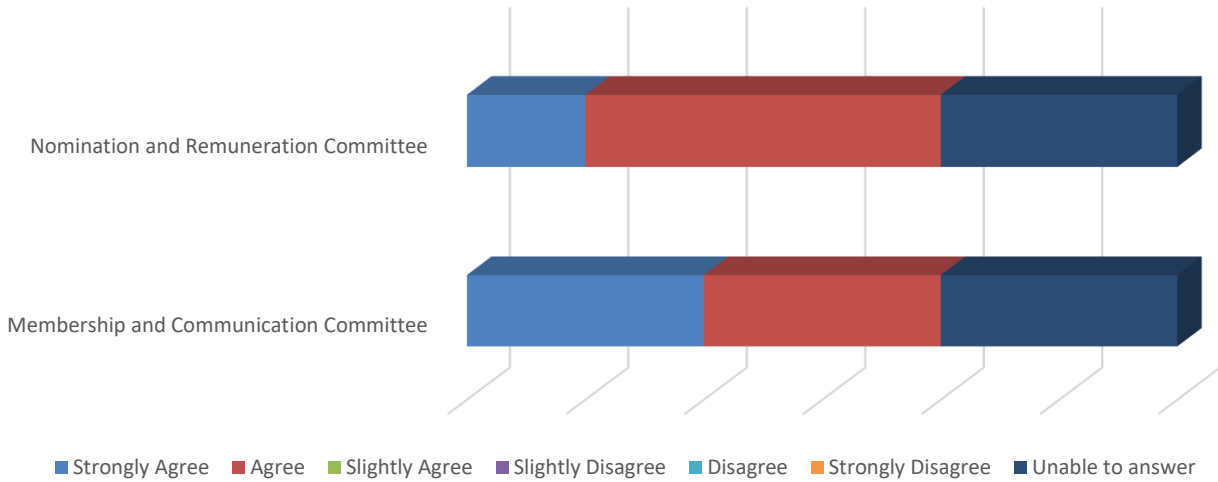
■ Strongly Agree ■ Agree ■ Slightly Agree ■ Slightly Disagree ■ Disagree ■ Strongly Disagree ■ Unable to answer

The Council in the last year has approved the appointment or dismissal of the Trust's External Auditors

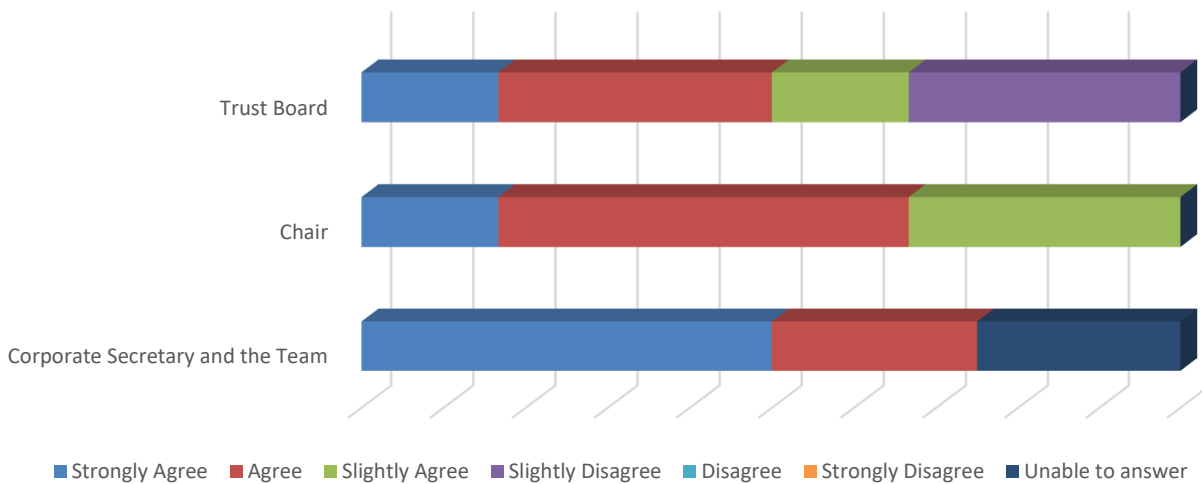


■ Strongly Agree ■ Agree ■ Slightly Agree ■ Slightly Disagree ■ Disagree ■ Strongly Disagree ■ Unable to answer

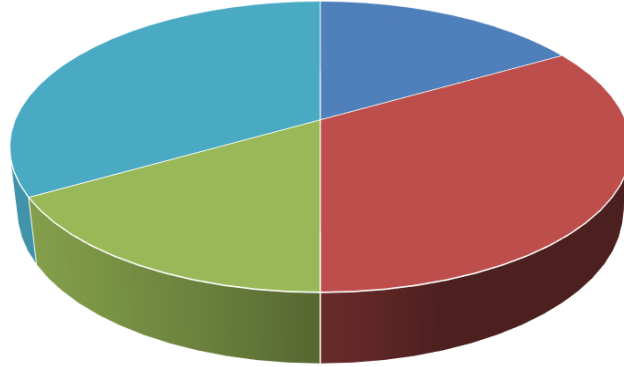
The Committee is working sufficiently well within the CoG structure and reports its meetings to Council:



Governors are supported by the following internal relationships in the Trust in order that they can carry out their role effectively



Do you feel you have had sufficient support to develop your skills and knowledge needed to undertake the role of Governor effectively



■ Strongly Agree ■ Agree ■ Slightly Agree ■ Slightly Disagree ■ Disagree ■ Strongly Disagree ■ Unable to answer

UNCONFIRMED
MINUTES
Council for Governors Membership and Engagement Group
9 August 2023
MS Teams

Present:

John Taylor	Lead Public Governor – North Wales	JT/Chair
Belinda Shaw	Public Governor – Merseyside	BSh
John McClelland	Public Governor – Rest of England	JMc

In Attendance:

Nicola Troy	Corporate Governance Officer	NT
Jennifer Ezeogu	Deputy Corporate Secretary	JE

Apologies:

Amanda Chesterton	Chair/Staff Governor	AC
Katharine Dowson	Corporate Secretary	KD
Jonathon Desmond	Public Governor – Merseyside	JD

1. Welcome and Apologies

- 1.1. Apologies were noted as above.
- 1.2. JT advised that he would Chair the meeting in the absence of the Chair AC as she was currently on annual leave.

2. Declarations of Interest

- 2.1. None

3. Minutes from Previous Meeting

- 3.1. The minutes from the previous meeting held on 10 May 2023 were reviewed and points were discussed as highlighted below:
 - BS advised that she needed to be added to the attendance list as she was present
 - Punctuation errors were identified
 - Point 5: Communicate: *Last year students* to be changed to *final year students*
 - Point 7: Duplication of a bullet point.
- 3.2. The minutes were confirmed as a true and accurate record.

4. Action Log

- 4.1. NT provided an overview of open actions and progress status for items currently on the action log.

Meet your Governors/Pop Up Stand.

- 4.2. During Volunteers Week at the beginning of June, Governors Barbara Strong, John McClelland, Carol Hopwood and Tereasa Moretti hosted a Governor pop-up event and had a stand in the Main Outpatients area/reception, to raise awareness of Trust membership and provide an opportunity for people/staff to 'Meet your Governors'
- 4.3. BS asked if the Governors Pop Up Event would be a regular event. NT advised that yes this would be done annually, ahead of Trust Governor Election process. NT added that if events are occurring too frequently, there was a risk of losing the interest of patients and visitors. It was agreed that a mid-year day could be considered ahead of the Election period. - **ACTION**
- 4.4. JMc agreed that otherwise there was a risk of losing the initiative and the Governors losing profile, whereas currently people will see the stand and this may spark interest.
- 4.5. NT stated that the event in June 2023 was part of the Volunteers week and later discovered this was also school half term. JMc agreed that periods during the days were quiet and not the usual footfall of people visiting the Trust and expected more people and to avoid half term in the future.
- 4.6. NT informed the group that promotion of Trust Membership and Governor Elections will continue, and Governor and Membership information is being displayed on new TV screens on a rolling channel in staff areas and some public areas.

Action was approved as completed.

Regular Communications to Promote Trust Membership

- 4.7. Work will remain ongoing to promote the Trust Membership and awareness of Trust membership, via social media, Neuromatters Magazine and internal methods utilising Walton Weekly.

Action was approved as completed.

- 4.8. NT explained that in addition she had obtained Trust Induction slides from Training and Development and had spoken to the Chief Executive and Chief People Officer regarding adding in a Membership and Governor slide to raise awareness for new starting staff members. A new slides was created and presented at the next Executive Team Meeting for approval and they will now form part of the Trusts induction slideshow
- 4.9. On Tuesday 5 July NT and AC visited all non-Clinical areas of the Trust to promote and encourage Staff to nominate themselves for the upcoming Elections.

Action was approved as completed.

- 4.10. A welcome letter had been developed for new joining public and staff members and was also be adapted to suit newly appointed staff members.

Action was approved as completed.

- 4.11. QR codes have been created and added to Membership posters and leaflets. They are distributed around public and staff areas to raise awareness of Trust membership.

Action was approved as completed.

- 4.12. A paper version of the Membership Applications form is now available for those who choose to become a member and have no access to smart phones or laptops devices.

Action was approved as completed.

The Members of the Group approved the above documents.

- 4.13. The Chair suggested that copy of the Membership Application form is put into patients discharge packs. NT advised that the Trust is striving to move to paperless and there have been no requests so far for a paper application form however, NT would have the discussion with the Senior Nursing Team.

Action: Potential for paper Membership application forms to be included in patient discharge packs.

- 4.14. NT advised that during the Walkabout on the Governor Pop Up Event, posters with QR codes were put in both Main and Sid Watkins Outpatient departments and in family rooms on the wards. Since the event took place there has been a noticeable increase of 62 new members who have joined electronically or by scanning the QR Code.

5. Governor Member Engagement and Activity

- 5.1. The Chair asked Governors to share any activities or engagement that they have been involved in since the last meeting. The Chair began by thanking all Governors who took part in the successful and productive Pop-Up Event.
- 5.2. JMc advised that he was part of the Governor event and that the day was well organised, thoroughly enjoyable and served its purpose well.
- 5.3. There were no further Governor Engagement updates.

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 is now on Trust website. The Team will continue working with the Communications Team to promote the membership internally and externally via social media platforms with new initiatives already reported to the Group.

- **Communicate**

Membership recruitment methods and review

The group is to review how the membership compares to the local demographics twice per year. To retain membership numbers and find new ways to recruit members by reaching out to final year university students.

Action: AC/NT to reach out to Final Year University Students.

- General Membership Survey

To create a questionnaire to ensure the membership offer is meeting expectations and promote participation.

- 6.2. NT advised that participation and attendance to Virtual Membership Events is slowly improving however it was felt that further progress could be made. NT had developed a post event questionnaire that all attendees receive to obtain comments and feedback on events to capture what members of the public are interested in so that this could be considered when organising future virtual events. NT advised this is done electronically so that the Group can capture wider audience interest in event and grow these numbers.

Click Email

Click email function is being utilised to target and promote Virtual membership Events and membership awareness. An additional training session took place, as Civica have added new functions to the Self-Service Platform

Membership Strategic Plan

The Corporate Secretary will provide an annual review of the Membership Strategic Plan (2022-25) at the next meeting in December 2023.

Increase attendance at the Annual Members Meeting (AMM).

Posters will be displayed and Click email will be used to promote the AMM. A hybrid option is available to those who cannot attend face to face.

Survey to Members after AMM.

A feedback Survey will be sent to all attendees after the AMM to obtain feedback and support with future participation and interest.

Induction Slides and Welcome Letter for Public and Staff

Actions completed as per the Action Log update

- 6.3. The Chair stated that it was great to see a lot of progress and work being done regarding the action plan.

The Membership and Engagement Group noted the action plan status and progress.

7. Membership Demographic Data

- 7.1. NT presented the Membership Demographic Data which included the highlights below:

- Public, Staff and Total Membership numbers.
- Membership Diversity Data
- Local Population Profile categories: Age, Gender and Ethnicity.
- Percentage of Membership categories: Age, Gender Ethnicity.

- Breakdown of data across constituencies.
- 7.2. NT advised that she had liaised with other Trusts to see how their demographic data was gathered and presented and advised that this format was felt to be easier to understand and present to the Group. JMc agreed that this was simple to understand in comparison to the previous format.
- 7.3. JT stated that during a previous meeting he had mentioned Welsh representation and that the Constituency that he represents are first language Welsh and stated that he found it an extremely problematic issue for the Trust as Wales has a large significant group of patients who are Welsh. There is a debate on how the Trust defines ethnicity, and one huge difference is linguistic grouping. JT felt strongly that The Trust must consider defining this group and the reason for this is to be able to stand up to the Welsh Government who obstruct Welsh people accessing “English NHS services” so he needs to be able to demonstrate that The Walton Centre are major providers of services to people in Wales.
- 7.4. NT reminded the group that this had been a previous topic as part of the Membership and Engagement Meeting and reiterated that the requirement for this group was to compare membership data compared to the local surrounding population against nationally recognised defined categories of ethnicity, age and gender. NT added that the language spoken is not a defining or protected characteristic that is measured in the database. It is appreciated that the Welsh population is an important part of the patient group and within the catchment area the Trust covers. NT added that it had previously been suggested that this could be a question for the Trust rather than this group.
- 7.5. NT advised that Trust members and Trust patients are different groups even through there is some overlap. Members are members through choice, patients are not so the information he requires could potentially be a larger conversation to have with the Corporate Secretary.
- 7.6. JT understood that this is not a requirement for this group however he still felt that this should be reported on. NT advised that if this information is required that potentially this would be a task for the Trust to consider.
- 7.7. JT commented that the Trust is gathering information on ethnicity. NT explained that the demographic information is compared to the locality of the Trust, and for example the data shows that the Trust members are majority of white ethnicity regardless of what language they speak, although if this was compared to other areas who have a larger ethnic community then their demographic data would be higher in ethnic categories regardless of what language they speak.
- 7.8. JT stated that our data does not represent those who identify as Welsh. NT advised that Welsh is covered in the demographic data under White British, Welsh, Irish etc however the language the people within this category speak is not reportable as this is not broken down further into language.
- 7.9. JMc took the Chairs point on board and stated that we don't know exactly where these members are initially, they are spread out over the entire UK. We have Governors from different Constituencies, and do we know if for example how many members we have in Scotland.
- 7.10. NT advised that yes, there could potentially be members of the Trust who live in Scotland or further afield and abroad and they would not be classed as being within Trust locality as they are not within the local area of the Trust. However, we can obtain data of members within the consistencies we cover.

- 7.11. BS stated that within this group there is only specific data that is required to be shared here and maybe he could ask this question to at the Annul Members meeting.
- 7.12. JE suggested that this was a point for the wider Council of Governors as details of the numbers of welsh patients were available.

The Membership and Engagement Group noted the Demographic data update.

8. Annual Members Meeting

- 8.1. NT provided a brief overview and update of the Annual Members Meeting.

The Membership and Engagement group noted the Annual Member Meeting Update.

9. Election Update

- 9.1. NT presented an update of the Governor Election process highlighting the time frame and key dates, vacancies, methods of voting and promotion of the elections to encourage voting. NT also outlined
- 9.2. The Chair stated that it was great to see that there has been a lot of interest in becoming a Governor.

The Membership and Engagement group noted the Election Update.

10. Any Other Business

Pan Liverpool Membership Meeting

- 10.1. JE advised that there is a draft Terms of Reference for the Pan Liverpool Meeting that had been circulated for comments and engagement which will require approval, although there is no date set for the meeting at this time.

Lead Governors Network

- 10.2. The Chair advised the group to continue to meet and the pan Liverpool Group may pick up some of the Lead Governors network matters.

Date of next meeting:

Wednesday 9 November 2023

10.00am – 11:00am

Via MS Teams

**Report to Council of Governors
13 September 2023**

Report Title	Annual Report of Membership and Engagement Group		
Executive Lead	n/a		
Author (s)	Nicola Troy, Corporate Governance Officer 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 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"> • The Committee met virtually four times in 2022/23. • The focus for the Group has been on implementing the Membership Strategic Plan and an action plan was agreed in year • The Terms of Reference and membership were reviewed and approved by CoG in March 2023 • A new meeting chair was appointed in February 2023. 			
Next Steps <i>(actions to be taken following agreement of recommendation/s by Board/Committee)</i>			
<ul style="list-style-type: none"> • Continue to implement the Membership Strategic Plan and enhance the membership offer. 			
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
Membership and Engagement Group	10 May 2023	N Troy, Corporate Governance Officer	Report agreed

Annual Report of Membership and Engagement Group

Executive Summary

1. This report covers the work of the Membership and Engagement Group in 2022/23 and how this supports the duties of the Council of Governors to represent the interests of the members (and the public). The report was completed and reviewed by the Group in May 2023.

Membership and Function

2. The membership of the group was revised to welcome new Governors and to strengthen the group engagement and governor led engagement.
3. Chair John Taylor - Public Governor North Wales, ended his term as Chair of the group in February 2023 as he was appointed Lead Governor in January 2023. Amanda Chesterton was appointed Chair of the group from February 2023 and attended a NHS Providers Course on Effective Chairing to support her in this role.
- 3 2022/23 Business and meeting cycle was reviewed and amended to allow timely reporting to the Council of Governors.
4. The group welcomed two public governors, Belinda Shaw and John McClelland following a refresh of the membership of Council of Governor committees.

Work Undertaken

- 4 Group focus was to implement the new membership strategy in line with the action plan which was agreed in October 2022.
- 5 Since the Covid-19 pandemic membership events have been restarted and in 2022/23 three events were held online:
 - Pain Management (May 2022)
 - Becoming a Governor (June 2022)
 - Neuropsychology (February 2023)
- 6 Pain management was particularly well attended with over 20 joining for the session. Evaluations are undertaken after each event to get ideas for future events and make improvements to the way the events are run. Two other planned events were cancelled due to lack of interest for one and staff sickness for another. Work has taken place to try and
- 7 Quarterly virtual membership events for 2023/24 have been planned and these will continue to be opened up to the membership of other Liverpool Foundation Trusts through the pan-Liverpool membership network.
- 8 The group has reviewed Trust membership data and demographics through the year and identified a focus for future engagement activity on underrepresented groups including young members.
- 9 The Trust database and processes continue to be maintained and updated and the online membership form has been refreshed to allow people to become members easily. A new facility

on the database was added in which allows the Corporate Governance Team to track who has opened an email and whether they have read it. Going forward this will allow more targeted marketing to more engaged members.

- 10 Regular updates have been received on the work of Communications, volunteers, and Charity.
- 11 Attendance data is included in Appendix 1.

Conclusion

- 12 New programmes of work to engage members are ongoing to deliver the Membership Strategic Plan through the action plan which is monitored by the group. This work will be continued in 2023/24.

Recommendation

- 13 To note

Author: Nicola Troy, Corporate Governance Officer

Date: 5 May 2023

Appendix 1

		16/05/22	16/08/22	15/11/22	08/02/2023
		Yes	Yes	Yes	Yes
John Taylor	Chair - Public Governor – North Wales	✓	✓	✓	✓
Amanda Chesterton	Chair - Staff Governor – Clinical	✓	✓	✓	✓
Barbara Strong	Public Governor Merseyside	✓	✓	✓	X
Jonathan Desmond	Public Governor - Merseyside	✓	✓	✓	X
Nanette Mellor	Partnership Governor The Brain Charity	✓	X	X	✓
Belinda Shaw	Public Governors - Merseyside	n/a	n/a	n/a	✓
John Mclelland	Public Governor – Rest of England	n/a	n/a	n/a	✓
Louise Minton	Volunteer Co-ordinator	n/a	n/a	✓	n/a
Madeleine Fletcher	Head of Fundraising	✓	✓	X	✓
Elaine Vaile	Head of Communications	✓	✓	✓	✓
Katharine Dowson	Corporate Secretary	✓	✓	✓	✓
Nicola Troy	Corporate Governance Officer	n/a	✓	✓	✓
William Givens	Public Governor Merseyside	✓	✓	-	-
Emily Nolan	Volunteer Co-ordinator	✓	-	-	-
Carol Miller	Corporate Governance Officer	✓	-	-	-

UNCONFIRMED

**COUNCIL OF GOVERNORS
NOMINATIONS COMMITTEE**

Monday 21 August 2023

11am - 12 Noon

Present:

Max Steinberg	Non-Executive Director	Chair
Carol Hopwood	Public Governor - Merseyside	CH
John Taylor	Public Governor - North Wales /Lead Governor	JT
John McClelland	Public Governor – Rest of England	JMc

In Attendance:

Jennifer Ezeogu	Deputy Corporate Secretary	JE
Katharine Dowson	Corporate Secretary	KD
Emma Pickup	Partner Gatenby Sanderson	EP
Will McAlpine	Partner Gatenby Sanderson	WMc
Nicola Troy	Meeting Administrator	NT

Apologies:

Andrew Brodbelt	Staff Governor - Medical
Teresa Moretti	Public Governor - Merseyside

1. Apologies

1.1. As noted above.

2. Declarations of interest

2.1. There were no new declarations of interest.

3. Minutes from the previous meeting

3.1. The minutes of the previous meeting held on 3 July 2023 were reviewed and confirmed as a true and accurate record.

4. Non-Executive Director Renewal of Terms of Office

4.1. The Chair provided a brief overview and stated that Non-Executive Director (NED) David Topcliffe is due to complete his first term in office as NED on 31 October 2023. The Chair had recently completed his appraisal and explained that he met with David to have a discussion regarding how the role was being fulfilled and undertaken.

4.2. The Chair advised that after discussion with colleagues including the Integrated Care Board (ICB), the recommendation would be to recommend that David Topcliffe is asked to serve a second term in office from 1 November 2023 to 31 October 2026.

- 4.3. JMc stated he recently had the pleasure of attending a NED walkabout in Theatre with David Topliffe and had found him to be engaged and focused.

The Nominations Committee agreed to take the recommendation to the Council of Governors meeting on 13 September 2023 for formal approval.

5. Non-Executive Director Recruitment Longlisting.

- 5.1. EP- provided an overview of the recruitment process so far, advising the Nominations Committee that Gatenby Sanderson (GS) have completed a thorough search and advertised the role nationally for Non-Executive Director (NED) for the Trust.
- 5.2. EP stated that there had been a huge response to the advert with 64 applications and was a great indication of the Trust's profile and the opportunity on offer.
- 5.3. EP reminded the Group that the Trust was looking to find candidates who possessed core attributes and values, while considering skills they currently have that would complement the Board, which may include:
- Marketing
 - Digital Transformation
 - Workforce
 - Finance
- 5.4. There were seven candidate that were particularly recommended for preliminary interviews. This process would provide an opportunity to explore the candidates further on questions that the group may have from the initial applications.
- 5.5. Initial first stage preliminary interviews, on testing motivation and experience are scheduled to take place in the week commencing 28 August 2023. EP advised that at the next meeting in September 2023 GS will report back to the Group on the outcome of discussions with candidates and recommendations for up to four candidates that have potential to be moved forward in the interview process.
- 5.6. Candidate were distinguished in three categories which are listed below:
- **Recommended Candidates**
Candidates who possess core attributes and vales, with skills that could complement the Board.
 - **Marginal Candidates**
Candidate who possesses attributes but may not have the desired background experience.
 - **Not Recommended Candidates**
Candidates that were deemed not suitable to progress further.
- 5.7. The Chair asked the Committee for their thoughts and comments on the recommended candidates, specifically if there were marginal candidates that they felt should be moved into the recommended category.
- 5.8. JT stated that GS had clearly completed a comprehensive search on the requirements set by the Trust. He was content with the candidates that were in the recommended list, but he was somewhat concerned about the diversity of

- candidates. EP agreed but advised that the criteria set by the Trust is at the forefront, whilst remaining aware of background and inclusivity.
- 5.9. JMc stated that this was a large report and had taken quite a lot of time to read through. He highlighted three marginal candidates that he thought had potential. JMc stated that although they had potential skills, background or attributes that the Trust was looking for, he was happy for them to remain marginal category due to the meticulous sifting of candidates by GS and the high quality of applications.
- 5.10. The Chair stated that the candidates he has mentioned also stood out when he discussed candidates with KD and had almost made the list. If after further discussions the final number of candidates were low these candidates could be considered.
- 5.11. CM stated that for due diligence she had researched candidates within the recommended category on LinkedIn and Companies House. She highlighted some issues with the short-term nature of one candidate's previous roles and the number of roles held by another. EP agreed that these points would be probed further through interviews and WMc advised that this candidate had been working in interim roles over the last few years.
- 5.12. EP stated that time commitments are considered and discussed with all candidates for clarity and to ensure they can dedicate sufficient time to fulfil the role. Regarding location, this is an area that the Trust serves and the perspective from there could be valuable however, it could incur additional personal costs for travelling which the Trust should be aware of.
- 5.13. CM also noted that one candidate had highlighted his work in developing the Portal for Compensation Claims which she was familiar with and if it was the OIC portal then it was regarded as a poor system in her profession and asked if this could be explored further at interview.
- 5.14. CM also highlighted one candidate from the marginal list who had stood out for their wide experience in Communications and Marketing. KD replied that this candidate was known to her but had very limited Board level experience. CM concluded that she was happy to proceed with the recommendations of GS.
- 5.15. EP stated that time commitments are considered and discussed with all candidates for clarity and to ensure they can dedicate sufficient time to fulfil the role. Regarding location, this is an area that the Trust serves and perspective from there could be valuable however, it could incur additional personal costs for travelling.
- 5.16. EP finalised by stating that GS would ask all candidates about their motivation for applying for the role and what they know about the Trust in relation to current position, challenges, leadership style and exploring examples of providing Board level experience and how they would conduct themselves in the role if they were successful.

Recommendation: To invite the seven recommended candidates for preliminary interviews.

- 5.17. The Chair thanked all of the Governors for their comments and also thanked GS for the work completed so far in this process.

The Nominations Committee agreed to the recommendation.

Partners from Gatenby Sanderson left the meeting.

6. Non-Executive Director (NED) Appraisal Report

- 6.1. The Chair provided a brief overview of the NED Appraisal Report, stating that the NEDs appraisal was carried out and followed the process in line with Trust processes and the NHS England guidelines.
- 6.2. The Chair advised that the process had been completed and included his observations and feedback from colleagues and Board members.
- 6.3. The Chair pointed out a typing error within the report in point 8: As Karen finished her role on 31 October and advised it should read: As Karen finishes her role on 31 October.
- 6.4. JT stated that all of the NEDs are accessible, knowledgeable and friendly however, raised the concern that there were a few NEDs who were not regularly attending the Council of Governors meetings and that the role of Governor is to hold the NEDs to account and that this is difficult if they are not present at these meetings.
- 6.5. The Chair assured the group that discussion have taken place with each NED regarding their interactions with Governors and their attendance to Council of Governors meetings. Each NED now has an objective on developing their relationship with the Council of Governors.
- 6.6. There were no further comments from Governors.

Noted: A robust and thorough NED Appraisal process has been completed for 2023/24

7. Any Other Business

- 7.1. There was no other business.

Date of next meeting

Tuesday 12 September 2023
10am - 11am
Via MS Teams

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	✓		✓	
Annual Plan - The Year Ahead 2024-25	Discussion	Chief Finance Officer/ Chief Operating Officer			✓	
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 Survery 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	✓	✓	✓	✓
Annual report of Membership and Engagement Group	Assurance	Governor Chair	✗	✓		
Membership and Engagement Group Terms of Reference	Approval	Governor Chair				✓
Advisory Committee	Information	Governor Chair	✓	✓	✓	✓
Nominations Committee	Information	Governor Chair	✓	✓	✓	✓
Nominations Committee Terms of Reference	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						

Governor Communications Survey Results	Information	Corporate Secretary	✓			
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